

# Integrated Governance

## CEAT LIMITED

### General information about company

Scrip code	500878	
NSE Symbol	CEATLTD	
MSEI Symbol	NOTLISTED	
ISIN	INE482A01020	
Date of start of financial year	01-04-2025	
Date of end of financial year	31-03-2026	
Reporting Quarter Type	Quarterly	
Date of Quarter Ending	31-12-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	true	
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	true	
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	false	Not applicable for the reporting quarter
Risk management committee	true	
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities	
Is SCORE ID Available ?	true	
SCORE Registration ID	c00041	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory						Textual Information(1)																
Whether the listed entity has a Regular Chairperson						true																
Whether Chairperson is related to MD or CEO						false	Disqualification of Directors under section 164 of the Companies Act, 2013															
Sr no.	Title(Mr/Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director(in months)	No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	R Ce
1	Mr	Harsh Vardhan Goenka	00026726	Non-Executive - Non Independent Director	Chairperson related to Promoter		false				Active	NA		16-10-1981	21-08-2025			4	0	0	0	
2	Mr	Anant Vardhan Goenka	02089850	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		01-04-2012	01-04-2023			2	0	2	1	
3	Mr	Arnab Mrinal Banerjee	06559516	Executive Director	Not Applicable	CEO-MD	false				Active	NA		07-05-2013	01-04-2025			1	0	1	0	
4	Mr	Pierre Eric Cohade	00468035	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		01-02-2018	05-07-2023			1	0	0	0	
5	Mr	Milind Shripad Sarwate	00109854	Non-Executive - Independent Director	Not Applicable		false				Active	NA		14-03-2024	14-03-2024		22	6	6	8	5	
6	Ms	Sukanya Anand Kripalu	06994202	Non-Executive - Independent Director	Not Applicable		false				Active	NA		14-03-2024	14-03-2024		22	7	7	10	1	
7	Ms	Daisy Devassy Chittilapilly	09577569	Non-Executive - Independent Director	Not Applicable		false				Active	NA		02-05-2024	02-05-2024		20	1	1	0	0	
8	Mr	Santrupt Misra	00013625	Non-Executive - Independent Director	Not Applicable		false				Active	NA		18-03-2025	18-03-2025		10	1	1	1	0	
9	Mr	Apurva Chandra	02531655	Non-Executive - Independent Director	Not Applicable		false				Active	NA		17-10-2025	17-10-2025		3	3	3	1	0	
10	Mr	Paras Kumar Chowdhary	00076807	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		17-10-2025	17-10-2025			2	1	3	0	

### Text Block

Textual Information(1)	Mr. Apurva Chandra (DIN: 02531655) was appointed as Non Executive, Independent Director of the Company w.e.f. October 17, 2025 Mr. Paras K. Chowdhary (DIN: 00076807) was appointed as Non Executive,Non- Independent Director of the Company w.e.f. October 17, 2025
Textual Information(2)	Being a Foreign National the Director does not hold a PAN

**Annexure I**

II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

**Text Block**

Textual Information(1)	Corporate Social Responsibility Committee is to be referred as Sustainability and Corporate Social Responsibility.
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Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00109854	Milind Shripad Sarwate	Non-Executive - Independent Director	Chairperson	14-03-2024		
2	06994202	Sukanya Anand Kripalu	Non-Executive - Independent Director	Member	26-09-2024		
3	00076807	Paras Kumar Chowdhary	Non-Executive - Non Independent Director	Member	18-10-2025		Textual Information(1)
4	02089850	Anant Vardhan Goenka	Non-Executive - Non Independent Director	Member	08-07-2025	18-10-2025	Textual Information(2)

**Text Block**

Textual Information(1)	Mr. Paras Kumar Chowdhary was appointed as the member of the Audit Committee w.e.f. October 18, 2025
Textual Information(2)	Mr. Anant Vardhan Goenka ceased to be member of the Audit Committee w.e.f October 18,2025

### Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06994202	Sukanya Anand Kripalu	Non-Executive - Independent Director	Chairperson	14-03-2024		
2	09577569	Daisy Devassy Chittilapilly	Non-Executive - Independent Director	Member	26-09-2024		
3	00013625	Santrupt Misra	Non-Executive - Independent Director	Member	18-03-2025		
4	00076807	Paras Kumar Chowdhary	Non-Executive - Non Independent Director	Member	18-10-2025		Textual Information(1)



### Text Block

Textual Information(1)	Mr. Paras Kumar Chowdhary was appointed as the member of the Nomination and Remuneration Committee w.e.f. October 18, 2025
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### Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02089850	Anant Vardhan Goenka	Non-Executive - Non Independent Director	Chairperson	19-01-2022		
2	06559516	Arnab Mrinal Banerjee	Executive Director	Member	19-01-2022		
3	00013625	Santrupt Misra	Non-Executive - Independent Director	Member	08-07-2025		

### Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09577569	Daisy Devassy Chittilapilly	Non-Executive - Independent Director	Chairperson	26-09-2024		
2	00109854	Milind Shripad Sarwate	Non-Executive - Independent Director	Member	14-03-2024		
3	02089850	Anant Vardhan Goenka	Non-Executive - Non Independent Director	Member	01-06-2023		

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02089850	Anant Vardhan Goenka	Non-Executive - Non Independent Director	Chairperson	08-04-2014		
2	00109854	Milind Shripad Sarwate	Non-Executive - Independent Director	Member	26-09-2024		
3	00013625	Santrupt Misra	Non-Executive - Independent Director	Member	22-04-2025		

### Other Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					true	
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
No records available						

## Annexure I

### III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	17-07-2025			true	8	7	4
2	17-10-2025	91		true	10	10	5

## Annexure I

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	17-07-2025				true	3	3	2	0
2	Audit Committee	17-10-2025	91			true	3	3	2	0
3	Nomination and remuneration committee	01-08-2025				true	3	3	3	0
4	Nomination and remuneration committee	06-08-2025	4			true	3	3	3	0
5	Nomination and remuneration committee	17-10-2025	71			true	3	3	3	0
6	Risk Management Committee	03-07-2025				true	3	3	2	0
7	Risk Management Committee	15-12-2025	164			true	3	2	2	0
8	Corporate Social Responsibility Committee	10-11-2025				true	3	3	2	0

## Annexure I

### V. Affirmations

Sr	Subject	Compliance status
		(Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)



### Text Block

Textual Information(1)	Integrated Governance Report for the quarter ended September 2025 had been placed before the Board of Directors at its meeting held on October 17, 2025
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### Annexure I

Sr	Subject	Compliance status
1	Name of signatory	Gaurav Tongia
2	Designation	Company Secretary and Compliance Officer

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		false
Other details of cyber security incidence or breaches or loss of data event		
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event
No records available		

**Signatory Details**

Name of signatory	Gaurav Tongia
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	20-01-2026

**Investor Grievance Details**

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	3
No. of investor complaints disposed off during the Quarter	3
No. of investor complaints those remaining unresolved at the end of the Quarter	0

**Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:**

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					Textual Information(1)
Sr.No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
1	TYRESNMORE ONLINE PRIVATE LIMITED	05-11-2025	100.00%	0.00%	100.00%

### Text Block

Textual Information(1)	Company subscribed to the Right Issue of 27855 shares into this wholly owned subsidiary The aggregate shareholding continues to be 100%. The % has been mentioned here as"0" because otherwise the resultant holding in the utility is going beyond 100% Details of Indian subsidiaries has been disclosed.
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**Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:**

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	The Asst. Commissioner of SGST, Patna, Bihar	The GST Department of Bihar has issued an order under Section 73 of the State Goods and Services Tax Act, 2017, pertaining to the Financial Year 2021-22. As per the order, the Assistant Commissioner has confirmed a tax demand of Rs.4.97 lakhs, along with interest of Rs. 3.29 lakhs and a penalty of Rs. 0.69 lakhs. The demand has arisen due to credit notes issued to customers, which resulted in a reduction of the taxpayer's output tax liability. However, the corresponding Input Tax Credit (ITC) was not reversed by the customers upon receipt of the credit notes.	23-12-2025	The Assistant Commissioner has confirmed a tax demand of Rs.4.97 lakhs, along with interest of Rs. 3.29 lakhs and a penalty of Rs. 0.69 lakhs. The demand has arisen due to credit notes issued to customers, which resulted in a reduction of the taxpayer's output tax liability. However, the corresponding Input Tax Credit (ITC) was not reversed by the customers upon receipt of the credit notes.	There is no material impact on the financial and operations or other activities of the Company. The Company is in the process of filing an appeal against the said Order.
2	The STO, Jalandhar, Punjab	The GST Department of Punjab has issued an order under Section 73 of the State Goods and Services Tax Act, 2017, pertaining to the Financial Year 2021-22. As per the order, the State Tax Officer has confirmed a tax demand of Rs. 45.09 lakhs, along with interest of Rs. 33.81 lakhs and a penalty of Rs. 4.60 lakhs. The demand has arisen due to credit notes issued to customers, which resulted in a reduction of the taxpayer's output tax liability. However, the corresponding Input Tax Credit (ITC) was not reversed by the customers upon receipt of the credit notes and they have also confirmed the tax demand of ₹1.70 lakhs, along with interest of ₹1.27 lakhs and a penalty of ₹0.32 lakhs on account of non reversal of ITC on Credit note received.	03-12-2025	The State Tax Officer has confirmed a tax demand of Rs.45.09 lakhs, along with interest of Rs. 33.81 lakhs and a penalty of Rs. 4.60 lakhs. The demand has arisen due to credit notes issued to customers, which resulted in a reduction of the taxpayer's output tax liability. However, the corresponding Input Tax Credit (ITC) was not reversed by the customers upon receipt of the credit notes and they have also confirmed the tax demand of Rs. 1.70 lakhs, along with interest of Rs. 1.27 lakhs and a penalty of Rs. 0.32 lakhs on account of non reversal of ITC on Credit note received.	There is no material impact on the financial and operations or other activities of the Company. The Company is in the process of filing an appeal against the said Order.
3	The Addl. Commissioner of CGST, Chennai	The CGST Department of Tamil Nadu has issued an order under Section 73 of the Central Goods and Services Tax Act, 2017, pertaining to the Financial Year 2021-22. As per the order, the Addl. Commissioner has confirmed a tax demand of Tax: Rs. 9.08 Lakhs, Penalty: Rs. 0.91 Lakhs and Interest as applicable under Section 50 of the CGST Act, 2017 on excess ITC availed in GSTR-3B on account of RCM head, ITC availed on Registration Certificate cancelled suppliers Tax ₹ 4.05 Lakhs and interest ₹ 0.40 Lakhs, Interest as applicable under Section 50 of the CGST Act, 2017, ITC availed on GSTR-3B non filer suppliers Tax ₹ 1.49 Lakhs, Penalty ₹ 0.15 Lakhs and Interest as applicable under Section 50 of the CGST Act, 2017. also imposed penalty of ₹ 0.06 Lakhs on excess ITC availed under ISD head in GSTR-3B.	30-12-2025	The Addl. Commissioner has confirmed a tax demand of Tax: Rs. 9.08 Lakhs, Penalty: Rs. 0.91 Lakhs and Interest as applicable under Section 50 of the CGST Act, 2017 on excess ITC availed in GSTR-3B on account of RCM head, ITC availed on Registration Certificate cancelled suppliers Tax ₹ 4.05 Lakhs and interest ₹ 0.40 Lakhs, Interest as applicable under Section 50 of the CGST Act, 2017, ITC availed on GSTR-3B non filer suppliers Tax ₹ 1.49 Lakhs, Penalty ₹ 0.15 Lakhs and Interest as applicable under Section 50 of the CGST Act, 2017. also imposed penalty of ₹ 0.06 Lakhs on excess ITC availed under ISD head in GSTR-3B.	There is no material impact on the financial and operations or other activities of the Company. The Company is in the process of filing an appeal against the said Order.



**Disclosure of Updates to Ongoing Tax Litigations or Disputes** The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
No records available				