



CEAT LIMITED

CIN: L25100MH1958PLC011041

Regd. Office: 463, Dr. Annie Besant Road, Worli, Mumbai 400030

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Email: investors@ceat.com; Website: www.ceat.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that the Resolutions set out below are proposed for approval by the Members of CEAT Limited ("the Company") by means of Postal Ballot ("Postal Ballot Notice") through remote e-Voting, pursuant to the provisions and in compliance with Section 108 and 110 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for conducting Postal Ballot through e-Voting vide General Circular Nos. 14/2020, 17/2020, and 09/2024 dated April 8, 2020, April 13, 2020, and September 19, 2024, September 23, 2025 respectively ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and any other applicable laws and regulations for the time being in force and SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 ("SEBI Circular") and Secretarial Standard - 2 ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any.

The Company has engaged the services of National Securities Depository Limited ('NSDL') as the agency to provide remote e-Voting facility to the Members of the Company. In view of the aforesaid circulars, please note that the physical copies of the Notice along with the Postal Ballot Forms and pre-paid business reply envelopes are not being sent to the Members.

The proposed Resolution(s) and Explanatory Statement(s) stating the facts as required in terms of Section 102 and Section 110 of the Act, are appended hereto, for your consideration and approval.

SPECIAL BUSINESS

Item No. 1 - Appointment of Mr. Apurva Chandra (DIN:02531655) as Non-Executive, Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution with or without modification(s), as a **Special Resolution(s)**:

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded towards appointment of Mr. Apurva Chandra (DIN: 02531655), as a Non-Executive Independent Director, not liable to retire by rotation,

for a term of five consecutive years from October 17, 2025 up to October 16, 2030 (both days inclusive), who has earlier been appointed as an Additional Director (in the capacity of Non-executive, Independent Director) by the Board on October 17, 2025 and who has submitted a declaration that he meets the criteria of independence *inter-alia* under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of the Director.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and any other applicable provisions of the Act and Rules made thereunder, Mr. Apurva Chandra be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate any or all of the powers vested by virtue of this resolution(s) to any of its Committee(s) or Individual Director(s) or other Officer(s) or Executive(s) of the Company or such other person(s) like advisor(s), advocate(s), attorney(s), lawyer(s), etc. or any other appropriate agency of persons as may be permitted, necessary or desirable, and to settle any question(s), difficulty(ies) or doubt(s) that may arise and generally, to do all such acts, deeds, matters and things as it may, in discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the appointment, without being required to seek any further consent, concurrence or approval and/or consent of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval and/or consent, expressly by the authority of this resolution(s).

RESOLVED FURTHER THAT the Board of Directors (except Mr. Apurva Chandra), Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorised to take all such actions and to do all such acts, deeds, matters, and things as may be deemed necessary, proper, desirable, and expedient for giving effect to the foregoing Resolution(s)."

Item No. 2: Appointment of Mr. Paras K. Chowdhary (DIN: 00076807) as Non- Executive, Non- Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution(s)**:

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof and the Articles of Association of the Company, Mr. Paras K. Chowdhary (DIN:00076807), who was appointed as an Additional Director in the capacity of Non-Executive, Non-Independent Director of the Company with effect from October 17, 2025 and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, with effect from October 17, 2025, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and any other applicable provisions of the Act and Rules made thereunder, Mr. Chowdhary be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate any or all of its powers vested on it by this resolution(s) to any of its Committee(s) or Individual Director(s) or other Officer(s) or Executive(s) of the Company or such other person(s) like advisor(s), advocate(s), attorney(s), lawyer(s), etc. or any other appropriate agency of persons as may be necessary or desirable, and to settle any question(s), difficulty(ies) or doubt(s) that may arise and generally, to do all acts, deeds, matters and things as it may, in discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the appointment, without being required to seek any further consent, concurrence or approval and/ or consent of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval and/or consent, expressly by the authority of this resolution(s)

RESOLVED FURTHER THAT the Board of Directors (except Mr. Paras K. Chowdhary), Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorised to take all such actions and to do all such acts, deeds, matters, and things as may be deemed necessary, proper, desirable, and expedient for giving effect to the foregoing Resolution(s)."

Date: October 17, 2025
Place: Mumbai

By order of the Board of Directors
For CEAT Limited

Gaurav Tongia
Company Secretary
(M. No. F5955)

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

Notes:

1. The Proposed Resolution(s) and Explanatory Statement(s) pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) forms part of the Explanatory Statement.
2. The Notice and Explanatory Statement, have also been made available on the website of the Company i.e. www.ceat.com and on the website of the e-Voting agency viz. NSDL at <https://www.evoting.nsdl.com> and on the websites of National Stock Exchange of India Limited www.nseindia.com and BSE Limited www.bseindia.com all dates and times mentioned herein, are as per Indian Standard Time (IST).
3. For the purpose of providing remote e-Voting facility, the Company is providing via NSDL the e-voting facility to enable the Members to cast their votes electronically.
4. In compliance with the aforesaid Circulars, the Notice is being sent by electronic mode to those Members whose names appear in the Register of Members / Beneficial Owners as received from Depositories as on Wednesday, November 12, 2025, i.e. ('Cut-off date') and whose email

IDs are registered with the Company / RTA. For Members who have not registered their email IDs, please follow the instructions given in Note no. 13 of this Notice. A person who is not a member on the Cut-off date should treat this Notice for information purposes only.

5. Further, the Members whose names appear in the Register of Members/List of Beneficial Owners as on Cut-off date, are entitled to vote on the Resolution set forth in this Notice in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-off date.
6. The e-Voting period shall commence from 09:00 am (IST) on Wednesday, November 19, 2025, and will end at 05:00 pm (IST) on Thursday, December 18, 2025 (both days inclusive). The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
7. A Shareholder cannot exercise his/her vote by proxy on Postal Ballot. However, corporate and institutional members shall be entitled to vote(s) through their authorised representatives as per e-Voting instructions mentioned in the notice.
8. The Board of Directors have appointed Mr. P. N. Parikh (FCS 327, CP 1228) and failing him Mr. Mitesh Dhaliwala (FCS: 8331, CP: 9511) and failing him Ms. Sarvari Shah (FCS: 9697, CP 11717) of Parikh & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot process, in a fair and transparent manner.
9. Members are requested to cast their votes through the remote e-Voting process not later than 05:00 pm (IST) on Thursday December 18, 2025, failing which it will be strictly considered that no votes have been received from the concerned Member. The detailed procedure to cast votes are mentioned in notes forming part of this Notice.
10. Upon completion of the votes cast through remote e-Voting, the Scrutinizer shall submit his report to the Chairman, or any person so authorised by the Chairman. The results of the Postal Ballot shall be declared on or before Monday, December 22, 2025, i.e. not later than two working days from the conclusion of the e-voting, and shall also be intimated to the National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') (hereinafter collectively referred to as 'Stock Exchanges') and will also be displayed on the notice board of the Company at the registered office and the Company's website at www.ceat.com as well as on the website of NSDL at <https://www.evoting.nsdl.com>.
11. The resolution passed by the requisite majority, shall be deemed to be passed on the last date specified for e-Voting i.e., Thursday December 18, 2025, and as if they have been passed a General Meeting of the Members.
12. Any query in relation to the resolution(s) proposed to be passed by this Postal Ballot may be addressed to the email ID at investors@ceat.com from their registered email ID, mentioning their name, folio number/DP ID-Client ID, as applicable or for any query / grievance with respect to e-Voting, Members may refer to the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the download section of <https://www.evoting.nsdl.com/> or call on 022 - 4886 7000 or send a request to NSDL at email ID at evoting@nsdl.com

13. REGISTRATION OF EMAIL ID:

- i. The Members of the Company holding equity shares of the Company in physical form and who have not registered their email ID may get their email ID registered with Company's RTA by submitting Investor Service Request Form (Form ISR1) duly filled and signed as per the specimen signature registered with the Company along with self-attested ID Proof and address proof. The Investor Service Request form can be downloaded from website of the RTA NDML website <https://www.ndml.in/rta.php> >> Investor >> Services >>Download >> Forms >> Formats for KYC.
 - ii. The Members holding shares in demat mode are requested to register their email IDs, with the respective Depository Participants ('DP') by following the procedure prescribed by concerned DP.
14. As per the MCA Circulars, physical copies of this Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-Voting only.
15. It is clarified that if a Member fails to provide or update relevant email ID to the Company or to the DP, as the case may be, the Company will not be in default for not delivering the Notice via email. The availability of this Notice on the Company's website at www.ceat.com and on the website of the Stock Exchanges shall be deemed to be the issuance of this Notice to all the Members whose email IDs are not registered with the Company.
16. All documents referred to in this Notice will be available for inspection electronically until the last date of e-Voting. Members seeking to inspect such documents can send an email to investors@ceat.com.
17. Dispatch of the Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated in Maharashtra (in vernacular language i.e. Marathi) and one English Newspaper circulated throughout India (in English Language) and shall be hosted on the Company's website at www.ceat.com. The said public notice shall also mention the process for registration of email IDs by those Members who have not yet registered their email IDs with the Company.
18. Members may please note that this Notice will also be available on the Company's website at www.ceat.com, websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.
19. Members may send their queries on any other matter concerning the Company on the email ID at investors@ceat.com from their registered email ID, mentioning their name, folio number/DP ID-Client ID, as applicable.
20. The term 'Members' has been used to denote the Shareholders of the Company.
21. E-voting is available, by way of a single login credential, through demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

22. General Shareholders Communication:

- a. In accordance with Regulation 40 of the SEBI Listing Regulations, all requests for transmission of securities including transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate risks associated with physical shares and avail various benefits of dematerialisation, Shareholders are advised to dematerialise the shares held by them in physical form. Shareholders can contact the Company or RTA, for assistance in this regard. Further, Shareholders may please note that SEBI has also mandated the listed companies to issue securities in dematerialised form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; exchange of securities certificate; sub-division of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the website of the Company and RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant.
- b. Shareholders are requested to update/register their KYC details including changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank account details (name of the bank, branch details, bank account number, specimen signatures, MICR code and IFSC code, etc.) as follows:
 - i. For shares held in electronic form: with their Depository Participants.
 - ii. For shares held in physical form: with the RTA in Form ISR-1 and other relevant forms pursuant to circulars issued by SEBI from time to time latest being SEBI Master Circular No. SEBI/HO/ MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024.
- c. Any payment including dividend, interest or redemption payment in respect of such folios is permitted only through electronic mode w.e.f. April 1, 2024, and such payment shall be made electronically only upon furnishing of PAN, KYC details by holders of physical securities. It is therefore requested to update your PAN, contact details (Postal Address with PIN, Mobile Number) Bank account details and Specimen Signature by submitting the relevant documents viz: Forms ISR-1, ISR-2, SH-13 or ISR-3 so as to enable the Company, to remit the withheld dividend in electronic mode only, at the earliest possible.

Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to 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 mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

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 all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to cs@parikhassociates.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to

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| <p>go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.</p> <p>3. In case of any queries, 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 : 022 - 4886 7000 or send a request to of Ms. Pallavi Mhatre Senior Manger, at evoting@nsdl.com</p> |
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Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., 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) by email to investors@ceat.com
2. 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) to investors@ceat.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013 ("THE ACT") AND OTHER APPLICABLE PROVISIONS, ALONGWITH THE RATIONALE FOR RECOMMENDATION OF THE ITEMS OF BUSINESS BY THE BOARD OF DIRECTORS PURSUANT TO REGULATION 17(11) OF LISTING REGULATIONS

Item No. 1 of the Notice:

With a view to further augmenting expertise and diversity, the Board of Directors, pursuant to the recommendation of the Nomination and Remuneration Committee, approved appointment of Mr. Apurva Chandra (DIN: 02531655) as an Additional Director in the capacity of Non-Executive Independent Director. This appointment is pursuant to section 149, 150, 152 and 161 of the Act and the Articles of Association of the Company and is effective from October 17, 2025, for a term of five years until October 16, 2030, not liable to retire by rotation and is subject to the approval of Members and any other necessary approvals, as may be applicable, *inter-alia*, under the Act and SEBI regulations.

The Company has received relevant disclosures/confirmation from Mr. Chandra including the following:

- He is not disqualified from being appointed as a Director under sections 164(1) and 164(2) of the Act;
- He is not debarred from holding the office of Director by virtue of SEBI Order or any such authority pursuant to BSE Circular No. LIST/COMP/14/2018-19 or the National Stock Exchange of India Limited Circular No. NSE/CML/2018/02, both dated 20th June 2018 pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies;
- He has given his consent to act as a Director of the Company;
- He is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence, in terms of Regulation 25(8) of the SEBI Listing Regulations or have any conflict of interest;
- He meets the criteria of independence including that he does not have or had any pecuniary relationship with the Company, other than receipt of remuneration as a director, as prescribed under section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, as presently applicable.
- His Directorships/ Committee memberships are within the statutorily permitted limits
- He does not hold any directorship in any other RPG group company.
- He does not hold any full-time executive employment or role with his own consulting firms or with any other entity and is in a position to devote the time required towards fulfilling his responsibilities as an independent director of the Company.
- He is registered with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs ("IICA") and is exempt from appearing for the online proficiency self-assessment test conducted by IICA in accordance with the provisions of section 150 of the Act read with the applicable rules made thereunder.

In terms of section 160 of the Act, the Company has received a Notice in writing proposing the candidature of Mr. Apurva Chandra for the aforesaid office of Director of the Company.

1. Brief profile:

Apurva Chandra is a retired Indian Administrative Service (IAS) officer from the 1988 batch of the Maharashtra cadre. With over 36 years of experience in public administration, policy formulation, and industrial development, he has served in various high-profile roles in the Government of India and the Government of Maharashtra. His key areas of expertise include Petroleum and Natural gas, Defence acquisitions, Labour reforms, Industrial policy, Healthcare, and Media and Broadcasting. He has played a pivotal role in regulatory reforms, ease of doing business initiatives, and promoting innovation across sectors.

2. Leadership roles in the past:

- Principal Secretary (Industries), Government of Maharashtra
- Secretary, Ministry of Labour & Employment
- Secretary, Ministry of Health & Family Welfare
- Secretary, Ministry of Information & Broadcasting
- Director General (Acquisition), Ministry of Defence
- Joint Secretary, Ministry of Petroleum & Natural Gas
- Commissioner (Sugar), Government of Maharashtra

As Health Secretary, he expanded the National Health Mission, launched the U-WIN vaccination portal, and extended PM-JAY coverage to all senior citizens, while introducing the Medicity Scheme to strengthen healthcare and medical tourism. He implemented four labour codes, launched the e-Shram portal for 30 crore workers, and introduced social security for gig workers, along with a COVID-19 ESIC relief scheme for lifelong family support. As Maharashtra Industries Secretary, he developed AURIC, India's first industrial smart city, and improved India's Ease of Doing Business ranking from 142 to 60. He also digitised media governance, set up the AVGC Centre of Excellence, and represented India globally as ILO Chair and at the World Health Assembly.

3. Key International Engagements

- Chaired ILO Governing Body during COVID-19 (2020–21).
- Chaired World Health Assembly for finalising Global health policies (2024–25).

4. Past Board Positions

- GAIL, Petronet LNG, Mahanagar Gas, MOIL, MIDC, SICOM, Maharashtra Airport Dev. Corp, Maharashtra Maritime Board.

He is widely recognised for driving regulatory reforms, enhancing ease of doing business, and leading initiatives to promote innovation and private sector investment. He is currently serving as an independent Director on the Boards of IL&FS, and Sudarshan Chemicals Industries Ltd.

His academic background includes a Bachelor's degree in Civil Engineering and a Master's degree in Structural Engineering from IIT Delhi. He also holds a Diploma in Business Finance from ICFAI (India).

Mr. Chandra possesses the requisite skills-set and expertise as identified by the Board including but not limited to General Management and Business Operations, Human Resources Management, Business Development/Sales/Marketing, etc. In the opinion of the Board, he fulfills the conditions prescribed in the Act, Rules made thereunder and the SEBI Listing Regulations and is independent of the Management.

Accordingly, based on the profile evaluation and assessment carried out, the Nomination and Remuneration Committee and Board are of the view that given the expertise, acumen, skills set, background, and rich experience, appointment of Mr. Apurva Chandra as an Independent Director would benefit the Company in the pursuit of growth. The Company believes that he is in a position to devote sufficient time required towards fulfilling his responsibilities as an independent director. With more than 36 years of diverse experience Mr. Chandra brings on board public administration, policy formulation, and industrial development which shall be immensely helpful to the Company and his insights based on multifaceted exposure would enrich board deliberations and overall guidance to the management. His presence on the Board will further enhance decision-making processes enriched with his diverse skills and expertise and thus recommends to the Members the appointment of Mr. Apurva Chandra as an Independent Director of the Company.

Mr. Apurva Chandra shall be entitled to sitting fees and/or other remuneration at par with other Independent Directors of the Company and/or as per the Nomination and Remuneration policy of the Company, however, pro-rated for the financial year 2025-26. As per the Company's process, Mr. Chandra would undergo familiarisation programme pursuant to Regulation 25 of SEBI Listing Regulations.

The requisite details and information pursuant to Regulation 36(3) of the SEBI Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are provided as an annexure to the Notice. Pursuant to Regulation 17(1C) of SEBI Listing Regulations, approval of shareholders is being sought within a period of three months from the date of appointment.

Save and except the foregoing, none of the Directors and Key Managerial Personnel of the Company and their relatives, except for the proposed appointee and his relative(s), are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution(s) as set out at Item No. 1 of the Notice. Further, None of the Promoter of the Company are concerned or interested, financially or otherwise, in the proposed resolution.

The terms of appointment of proposed appointee, would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at investors@ceat.com. Further, the terms and conditions for appointment of Independent Directors are available on the website of the Company.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, considered the appointment of Mr. Apurva Chandra as an Independent Director in the interest of the Company and recommends the Special Resolution(s) set out at Item No. 1 of the Notice, for approval by the Members of the Company.

Item no. 2 of the Notice:

The Board at its meeting held on October 17, 2025, pursuant to the recommendation of the Nomination and Remuneration Committee appointed Mr. Paras K. Chowdhary as an Additional Director in the capacity of Non-Executive, Non-Independent Director on the Board of the Company, liable to retire by rotation.

Mr. Chowdhary is a recognised thought leader with rich experience and deep knowledge in the Indian Tyre industry and has contributed significantly to the Company's performance in the past as a Director on the Board. On account of the global scale of operations of the Company and the complexities and nuances pertaining to the tyre business, the Board is of the opinion that it would be in the interest of the Company to have Mr Chowdhary's association as a Board member.

The Company has received requisite consent and declarations from Mr. Paras K. Chowdhary in accordance with the provision of the Companies Act, 2013 ('the Act') and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. ('SEBI Listing Regulations') He is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority. A notice in writing in the prescribed manner as required pursuant to Section 160 of the Act, as amended and the Rules made thereunder has been received by the Company, concerning the appointment of Mr. Chowdhary as a Non-executive Non-independent Director of the Company

Mr. Chowdhary shall be entitled to the remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

In the opinion of the Board, he fulfils the conditions specified in the Act. Further, he possesses appropriate skills, experience, expertise and knowledge which would benefit the business of the Company.

Mr. Paras K. Chowdhary, holds a bachelor's degree in physics (Hons.) and has over 38 years' experience in senior management positions in tyre industry, including Managing Director of the Company for more than 11 years. Prior to that Mr Chowdhary was President and Whole Time Director at Apollo Tyres Limited where he began a long and distinguished career in the tyre industry. Mr. Chowdhary is recognised as one of the foremost experts in the tyre industry in India. Over the past several years, his deep insights and strategic vision have been instrumental in shaping the Company's growth.

Mr. Chowdhary served as the Managing Director of the Company from 2001 to 2012. In the year 2016, being eligible under the applicable provisions of the Act and the SEBI Listing Regulations, he was appointed as an Independent Director on the Board of the Company. In the year 2021, he was appointed as a Non-Executive, Non-Independent Director on the Board. He had tendered his resignation from the Board with effect from July 8, 2025 due to impending personal exigencies and had offered to be available for appointment on the Board, once free from personal commitments.

Mr. Chowdhary is eligible for appointment as a director pursuant to the provisions of Companies Act, 2013 and SEBI Listing Regulations, 2015. He shall be entitled to sitting fees and/or other remuneration at par with other Directors of the Company and/or as per the Nomination and Remuneration policy of the Company, however, prorated for the financial year 2025-26.

The requisite details and information pursuant to Regulation 36(3) of the SEBI Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are provided as an annexure to the Notice.

Save and except the foregoing, none of the Directors and Key Managerial Personnel of the Company and their relatives, except for the proposed appointee and his relative(s), are in any way concerned or interested (financially or otherwise), in the proposed Ordinary Resolution(s) as set out at Item No. 2 of the Notice. Further, None of the Promoter of the Company are concerned or interested, financially or otherwise, in the proposed resolution.

The Company shall obtain prior approval of the shareholders, as may be required under the applicable regulations, with respect to the age threshold prescribed for Directors, at relevant point in time.

The terms and conditions of appointment of proposed appointee, would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at investors@ceat.com.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, considered the appointment of Mr. Paras K. Chowdhary as Non-Executive Non-Independent Director in the interest of the Company and recommends the Ordinary Resolution(s) set out at Item No. 2 of the Notice, for approval by the Members of the Company.

Date: October 17, 2025
Place: Mumbai

By order of the Board of Directors
For CEAT Limited

Gaurav Tongia
Company Secretary
(M. No. F5955)

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

Note: The Explanatory Statement and Annexure form an integral part of the Postal Ballot Notice and are to be read together.

Details as required pursuant to Regulation 36(3) of the SEBI Listing Regulations 2015 and Secretarial Standard on General Meetings, as applicable, are provided hereunder:

Name and DIN	Mr. Apurva Chandra (DIN: 02531655)	Mr. Paras K. Chowdhary (DIN: 00076807)
Age	61 years (Date of Birth: September 19, 1964)	74 Years (Date of Birth: October 1, 1951)
Date of first appointment on Board	October 17, 2025	October 25, 2021
Qualification(s)	• M.Tech (Structural Engg.), IIT Delhi • B.Tech (Civil Engg.), IIT Delhi • Diploma in Business Finance, ICFAI • Accountancy Certificate, LSE	Bachelor's degree in Physics (Hons.)
Brief Profile	• Mr. Apurva Chandra is a senior Indian Administrative Service (IAS) officer of the 1988 Maharashtra cadre and has over 36 years of experience in public administration, policy formulation and industrial development. He superannuated from Government service on September 30, 2024. • During his distinguished career, Mr. Chandra has served as Principal Secretary (Industries) in the Government of Maharashtra, Secretary in the Ministry of Labour & Employment, Ministry of Health & Family Welfare and Ministry of Information & Broadcasting. • He was also Director General (Acquisition) in the Ministry of Defence, and Joint Secretary in the Ministry of Petroleum & Natural Gas. He has also served on reputed international bodies like International Labour Organisation. • Mr. Chandra has also been a member on the Boards of several public sector undertakings such as GAIL (India) Limited, Petronet LNG, and Maharashtra Industrial Development Corporation (MIDC). • An alumnus of IIT Delhi, Mr. Chandra holds a Master's degree in Structural Engineering and a Bachelor's degree in Civil Engineering. He also holds a Diploma in Business Finance from the Institute of Chartered Financial	• Mr. Paras Chowdhary, one of the foremost experts in the tyre industry in India, has over 38 years of experience in senior management positions in the tyre industry, including his position as Managing Director of the Company for more than 11 years between 2001 and 2012. His erstwhile stint was with Apollo Tyres Limited where he served as President and Wholetime Director.

	Analysts of India and an Accountancy Certificate from the London School of Economics.	
Nature of expertise in specific functional areas/skills and capabilities	General Management and Business Operations, Thought Leadership, CEO/Senior Management Experience, Risk Management, Human Resources Management, Business Development/Sales/Marketing.	General Management and Business Operations, CEO/Senior Management Experience, Tyre Industry Experience, Accounting/Finance/legal, Risk Management, Human Resource Management, Strategy/M&A/Restructuring/Corporate Governance, Business Development / Sales / Marketing, International Business
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	With more than 36 years of diverse experience Mr. Chandra brings multifaceted exposure pertaining to public administration, policy formulation, and industrial development	Mr. Chowdhary is recognised as one of the foremost experts in the tyre industry in India and has over 38 years' experience in senior management positions in tyre industry, including Managing Director of the Company for more than 11 years.
Directorship / Membership / Chairmanship of Committees of other listed companies	1. Sudarshan Chemical Industries Ltd from October 1, 2025 2. Infrastructure Leasing & Financial Services Limited from May 23, 2025	1. CESC Limited from August 9, 2024
Listed entities from which the Director has resigned from Directorship in the past 3 (three) years	None	1. PCBL Limited 2. CEAT Limited
Number of Board meetings of the Company attended during FY 2025-26	One	One
No. of Shares held in the Company, including shareholding as a beneficial owner	-	3,000
Disclosure of <i>inter-se</i> relationships between Directors and Key Managerial Personnel	None	