NOTICE OF POSTAL BALLOT / E-VOTING

Cut-off Date	Voting Opens	Voting Closes	Results
October 31, 2026	November 7, 2026 09:00 A.M. IST	December 6, 2026 05:00 P.M. IST	On or before December 8, 2026

Cut-off Date: Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-off Date shall be entitled to vote.

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PROPOSAL AT A GLANCE

A concise shareholder view of the proposal

THE PROPOSAL

Resolution proposed	Appointment of Mr. Sumeet Narang (DIN:01874599) as Non-Executive Independent Director of the Company
Nature of resolution	**Special Resolution**
Mode of voting	Remote E-voting / Postal Ballot
Effective date of appointment	October 14, 2026

PROPOSED APPOINTEE DETAILS

Tenure	October 14, 2026 up to October 13, 2031
Professional experience	Key positions held:- • Goldman Sachs, New York, in its Proprietary Investments Group. • Citigroup India across various functions • Fiat Group in Italy and India.
Current position	Additional Director (in the capacity of Non-Executive Independent Director)

KEY CONSIDERATIONS

Expertise and experience	• Mr. Narang is the Founder and CEO of Samara Capital Group, a leading mid-market Private Equity Firm. He has considerable experience having served on the boards of listed companies in India. Over the years, Mr. Narang has gained significant expertise in developing strategic growth initiatives and creating long term value in business enterprises. • Possesses over two decades of experience spanning investment, management, strategic advisory, risk oversight, business transformation and governance. • His experience across consumer businesses, retail, food and beverage, healthcare, logistics and technology-driven enterprises enables him to bring diverse strategic perspectives to Board deliberations.
Independence	The Board has received the requisite declarations and confirmations and is satisfied that Mr. Narang meets the criteria of independence prescribed under the Companies Act, 2013 and SEBI Listing Regulations.
Conflict review	The Nomination and Remuneration Committee and the Board have reviewed the disclosures submitted by Mr. Narang and noted that no conflict of interest exists which may impair his independence.

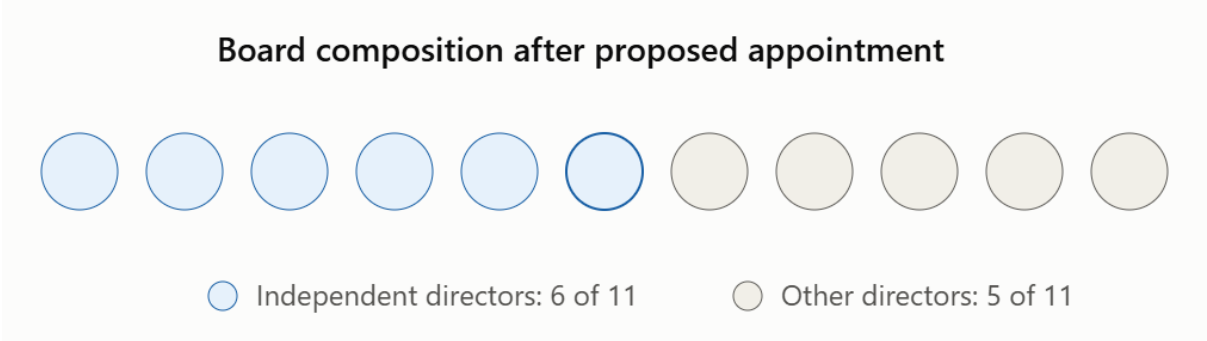
Time commitment	The Board has reviewed his existing professional commitments and is satisfied that he will be able to devote sufficient time to effectively discharge his duties as an Independent Director.

GOVERNANCE & SHAREHOLDER IMPACT

Listed company directorships	1. Sapphire Foods India Limited February 9, 2015 onwards 2. Godrej Consumer Products Limited April 1, 2019 onwards 3. Godrej Properties Limited August 18, 2023 onwards
Promoter / management relationship	No *inter-se* relationship with any Director, Key Managerial Personnel or Promoter of the Company
Shareholding in the Company	Nil (as on the date of Notice)
Board process	Recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at the respective meetings held on October 14, 2026 for further recommendation to the shareholders for their approval.

BOARD COMPOSITION

Upon this appointment, 6 of the 11 Directors on the Board of Directors of the Company, will be Independent Directors, constituting a majority-independent Board, as against the minimum of one-half prescribed under Regulation 17(1)(b) of the SEBI Listing Regulations:



BOARD RECOMMENDATION

The Board recommends the resolution for approval by the Members.

This Proposal at a Glance is only a summary for ease of reference and should not be read as a substitute for, the detailed Notice and Explanatory Statement herein. Shareholders are requested to consider the complete documents before casting their vote.

CEAT LIMITED
CIN: L25100MH1958PLC011041
Regd. Office: 463, Dr. Annie Besant Road, Worli, Mumbai 400030
(T) +91 22 2493 0621 (F) +91 22 2493 8933
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 Resolution(s) 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 and in compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rules 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 read with other relevant circulars, including General Circular 09/2024, dated September 19, 2024, and General Circular No. 03/2025 , dated September 22, 2025, ("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. Sumeet Narang (DIN:01874599) 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. Sumeet Narang (DIN: 01874599), as a Non-Executive Independent Director, not liable to retire by rotation, for a term of five consecutive years from October 14, 2026 up to October 13, 2031 (both days inclusive), who has been appointed as an Additional Director (in the capacity of Non-Executive Independent Director) by the Board on October 14, 2026 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 Mr. Sumeet Narang shall be entitled to receive such sitting fees, and commission, if any, as may be approved by the Board from time to time within the limits approved by the Members and in accordance with the provisions of the Companies Act, 2013 and the applicable provisions of the SEBI Listing Regulations.

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 its discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the aforesaid resolution, 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. Sumeet Narang), 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 14, 2026
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 below. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) form 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. The Company is providing via NSDL the e-voting facility to enable the Members to cast their votes electronically.

4. In compliance with the relevant 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 Saturday, October 31, 2026, 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 Saturday, November 7, 2026, and will end at 05:00 pm (IST) on Sunday, December 6, 2026 (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. In case of joint holders, the Member whose name appears as the first holder in order of the names as per the Register of Members or the List of Beneficial Owners provided by the Depositories, will be entitled to vote through e-voting.

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 has appointed Mr. P. N. Parikh (FCS 327, CP 1228) and failing him Mr. Mitesh Dhabliwala (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 Sunday, December 6, 2026, failing which it will be strictly considered that no votes have been received from the concerned Member. The detailed procedure to cast votes is 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 Tuesday, December 8, 2026, i.e. not later than two working days after 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., Sunday, December 6, 2026, 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 the 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. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026.

    c. Any payment including dividend, interest or redemption payment in respect of aforesaid folios are 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. Shareholders are therefore requested to update their 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** users 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 held 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 are 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 an 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 go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
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 DVP, NSDL or Ms. Prajakta Pawle, Deputy Manager, NSDL at evoting@nsdl.com

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:

The Nomination and Remuneration Committee and the Board, while evaluating the proposed appointment, considered the present composition of the Board, the Company's strategic priorities, and the skills and experience required to continue strengthening the Board's effectiveness.

Mr. Sumeet Narang brings extensive experience in strategic investments, capital allocation, business transformation, risk management and long-term value creation in business enterprises. Through his leadership of Samara Capital Group and board experience across various entities, he has gained significant expertise in overseeing management teams, assessing strategic risks and guiding sustainable business performance.

The Board believes that his experience in investment management, strategic oversight, governance and consumer markets will complement the existing skills available on the Board and will provide valuable perspectives in supporting the Company's long-term strategic objectives.

In view of the above, the Board of Directors, pursuant to the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Sumeet Narang (DIN: 01874599) as an Additional Director in the capacity of Non-Executive Independent Director. This appointment is pursuant to Sections 149, 150, 152 and 161 of the Act and the Articles of Association of the Company and is effective from October 14, 2026, for a term of five years until October 13, 2031, 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. Sumeet Narang 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 and as per the Nomination and Remuneration policy of the Company. Mr. Narang has offered to forgo remuneration from the Company.

- His Directorships/ Committee memberships are within the statutorily permitted limits.
- He does not hold any directorship in any other RPG group company.
- He is registered with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs ("IICA") and complied with relevant provisions *inter-alia* dealing with online proficiency self-assessment test 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. Sumeet Narang for the aforesaid office of Director of the Company.

The Nomination and Remuneration Committee and the Board have evaluated the declaration furnished by Mr. Sumeet Narang and are satisfied that he fulfils the conditions specified under the Companies Act, 2013 and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

1. **Brief profile:**
   Mr. Sumeet Narang is the Founder & CEO of Samara Capital Group (SCG), a leading alternative asset manager which has invested USD 2 billion+ since its inception in 2007.

   SCG has business interests in India and the US, through its two divisions - Samara Capital India Private Equity (SCIPE) and Samara Capital Global Technology Fund (SCGTF). He has had the opportunity to invest in multiple companies across different segments such as retail, packaged foods, hospitals, pharmaceuticals, logistics and insurance brokerage. Several of these companies are now market leaders in their segments.

   Prior to founding Samara Capital, Mr. Narang briefly worked at Goldman Sachs, New York, in its Proprietary Investments Group. From 2001 to 2004, he worked with Citigroup India across various functions and has also worked with the Fiat Group in Italy and India.

   He earned an MBA from Harvard Business School, where he graduated as a Baker Scholar and John Loeb Fellow, a Master's in Management from the Indian Institute of Management, Lucknow, where he was an Aditya Birla Scholar, and a Bachelor of Engineering in Mechanical Engineering from the Indian Institute of Technology, Roorkee.

2. **Leadership roles in the past:**
   He is the Founder and Chief Executive Officer of Samara Capital Group, a leading alternative asset management platform that has invested over USD 2 billion since its inception in 2007. Over the years, he has led investment strategy, capital allocation, governance oversight and value-creation initiatives across portfolio companies operating in diverse sectors including consumer, healthcare, logistics and technology. He has extensive experience in strategic decision-making, business transformation, stakeholder management and long-term value creation.

3. **Key International Engagements**
   He has significant international exposure through his professional engagements across India, Europe and the United States. Prior to founding Samara Capital, he worked with Citigroup in India across various roles and was also associated with the Fiat Group in India and Italy. Through his investment

and business activities, he has gained experience in evaluating global business opportunities, cross-border investments, corporate governance practices and international markets.

4. Past Board Positions

- Sharekhan Limited
- Esme Consumer Private Limited
- Asian Energy Services Limited

In recommending the appointment of Mr. Sumeet Narang, the Nomination and Remuneration Committee considered, *inter-alia*, his qualifications, professional accomplishments, Board and leadership experience, integrity, independence, diversity of thought, and the skills and expertise required on the Board in light of the Company's present and future business requirements. The Committee also considered his ability to provide independent judgement and constructively contribute to the deliberations and decision-making process of the Board.

The Nomination and Remuneration Committee and the Board reviewed the existing directorships, committee memberships and other professional commitments of Mr. Narang and are satisfied that he has sufficient time to effectively discharge his duties and responsibilities as an Independent Director of the Company. Based on such assessment, the Board is of the view that his existing commitments do not in any way adversely affect his ability to devote the requisite time and attention to the affairs of the Company.

In the opinion of the Board, Mr. Narang fulfils the conditions specified under the Companies Act, 2013 and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The Board is satisfied that he possesses the requisite integrity, expertise, experience and proficiency and would bring valuable insights and perspectives to the Board. Accordingly, the Board recommends the Special Resolution(s) set out at Item No. 1 of the Notice for approval of the Members.

Date: October 14, 2026
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.

Annexure

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 of the Director	Mr. Sumeet Narang
DIN	01874599
Designation/ Category of Directorship	Non-Executive Independent Director
Age	50 years (Date of Birth: January 11, 1976)
Date of first appointment on Board	October 14, 2026
Terms and Conditions of appointment / re- appointment	As per the resolution set out in Item No. 1 of this Notice and the explanatory statement
Experience, Expertise and brief resume	• Mr. Sumeet Narang is the Founder & CEO of Samara Capital Group (SCG), a leading alternative asset manager which has invested USD 2 billion+ since its inception in 2007. • SCG has business in India and the US, through its two divisions - Samara Capital India Private Equity (SCIPE) and Samara Capital Global Technology Fund (SCGTF). SCIPE has been investing in India since 2007, • Prior to founding Samara Capital, Mr. Narang briefly worked at Goldman Sachs, New York, in its Proprietary Investments Group. From 2001 to 2004, he worked with Citigroup India across various functions based in f Delhi and Hyderabad and has also worked with the Fiat Group in Italy and India.
Qualification(s)	• Masters in Business Administration from the Harvard Business School • Masters in Management from Indian Institute of Management, Lucknow (IIM) • B.E. in Mechanical Engineering from Indian Institute of Technology (IIT), Roorkee
Nature of expertise in specific functional areas/skills and capabilities	General Management and Business Operations, Thought Leadership, CEO/Senior Management Experience, Public Policy/ Governmental Regulations, Accounting/Finance/Legal, Risk Management, Human Resources 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	Mr. Narang possesses over two decades of experience spanning investment management, strategic advisory, business transformation and corporate governance. Through his leadership role as Founder and CEO of Samara Capital Group and his experience serving on the boards of listed companies, he has significant expertise in evaluating complex business opportunities, strategic growth initiatives, and long-term value creation.

proposed person meets such requirements.	His experience across consumer businesses, retail, food and beverage, healthcare, logistics and technology-driven enterprises enables him to bring diverse strategic perspectives to Board deliberations. The Board believes that these skills and capabilities are aligned with the Company's current and future business requirements and will contribute meaningfully to the effectiveness of the Board.
Directorship / Membership / Chairmanship of Committees of other listed companies	**Directorship Positions in listed Companies** 1. Sapphire Foods India Limited from February 9, 2015 2. Godrej Consumer Products Limited from April 1, 2019 3. Godrej Properties Limited from August 18, 2023 **Committee Positions in listed Companies** 1. Godrej Consumer Products Limited • Audit Committee – Chairman • Stakeholders' Relationship Committee – Chairman • Nomination and Remuneration Committee – Member 2. Godrej Properties Limited • Audit Committee- Member • Nomination and Remuneration Committee – Member 3. Sapphire Foods India Limited • Nomination and Remuneration Committee – Member • Corporate Social Responsibility and Environmental, Social and Governance Committee – Member
Listed entities from which the Director has resigned from Directorship in the past 3 (three) years	None
Details of remuneration last drawn and remuneration sought to be paid	As per the resolution set out in Item No. 1 of this Notice and the explanatory statement
Number of Board meetings of the Company attended during FY 2026-27	One
No. of Shares held in the Company, including shareholding as a beneficial owner	-

Inter-se relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None