

March 14, 2024

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

Security Code: 500878

National Stock Exchange of India Limited

Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
Mumbai 400 051

Symbol: CEATLTD

NCD symbol: CL25, CL26

**CP Listed ISIN: INE482A14CA1, INE482A14CB9
INE482A14CC7**

Dear Sirs/Madam,

Sub: Outcome of the Board Meeting held on March 14, 2024

Pursuant to provisions of Regulations 30, 51 & all other applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we wish to inform you the outcome of the Board meeting held today, i.e. March 14, 2024 as under:

A. Appointment of Independent directors

- The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee of the Company, considered the appointment of Mr. Milind Sarwate, (DIN: 00109854) as an Additional Director in the capacity of Non-Executive, Independent Director of the Company for a period of five years w.e.f. March 14, 2024, subject to approval of shareholders by way of special resolution.
- The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee of the Company, considered the appointment of Ms. Sukanya Kripalu, (DIN: 06994202) as an Additional Director in the capacity of Non-Executive, Independent Director of the Company for a period of five years w.e.f. March 14, 2024, subject to approval of shareholders by way of special resolution.

B. Reconstitution of Board Committees

The Board considered inducting the new directors on various Board committees by reconstituting the committees as under:

i. Audit Committee

Mr. Mahesh Gupta – Chairman
Mr. Paras Chowdhary - Member
Mr. Atul Choksey – Member
Mr. Milind Sarwate - Member

ii. Risk Management Committee

Mr. Mahesh Gupta – Chairman
Mr. Paras Chowdhary - Member
Mr. Anant Goenka – Member
Mr. Milind Sarwate - Member

iii. Nomination and Remuneration Committee

Mr. Mahesh Gupta – Chairman
Mr. Paras Chowdhary - Member
Mr. Atul Choksey – Member
Ms. Sukanya Kripalu - Member

v. Sustainability and CSR Committee

Mr. Anant Goenka – Chairman
Mr. Paras Chowdhary – Member
Ms. Priya Nair - Member
Ms. Sukanya Kripalu - Member

iv. Stakeholders' Relationship Committee

Mr. Anant Goenka – Chairman
Mr. Mahesh Gupta – Member
Mr. Paras Chowdhary – Member
Mr. Arnab Banerjee - Member

C. Amendment to the Memorandum of Association

With a view of exploring possible opportunities in the mobility space using Internet of Things devices and providing software and/or related services / solution(s) in connection with providing additional value to the customers, the Board approved alteration of the Memorandum of Association of the Company subject to approval by shareholders by way of special resolution.

Disclosures as required under Regulation 30 of the SEBI (LODR) Regulations, 2015 and pursuant to SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are enclosed herewith.

The Board meeting commenced at 3:00 p.m. and concluded at 5:45 p.m.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,
For **CEAT Limited**

Vallari Gupte
Company Secretary & Compliance Officer

Encl. A/a

Annexure - A

Appointment of Mr. Milind Sarwate (DIN: 00109854) an Additional Independent Director

Sr.No	Particulars	Information of event
1	Reason for change viz. appointment, Resignation, removal, death or otherwise	Appointment as an Additional Director in the capacity of Non-Executive, Independent Director
2	Date of Appointment / Cessation (as applicable) & term of appointment	w.e.f. March 14, 2024 for a period of 5 years subject to approval of the shareholders by way of special resolution
3	Brief Profile	<p>Milind Sarwate, age 65, is an Independent Director, Advisor, Mentor, & ESG Contributor.</p> <p>His independent directorships include Asian Paints, Mahindra Finance, FSN E-Commerce (Nykaa), and Hexaware. He specializes in audit committee roles. He has been on listed company boards since 2005. His previous board memberships include Mindtree and International Paper.</p> <p>He is the Founder & CEO at Increate (https://increate.in/), where his firms work towards business and social value creation, with a focus on capability-building, and the governance & social aspects of ESG.</p> <p>His 40-year experience includes long stints as CFO and CHRO in Marico & Godrej (over 3 decades) and independent directorships (past nearly 2 decades). He is a Chartered Accountant (1983), Cost Accountant (1983), Company Secretary (1984), and a CII-Fulbright Fellow (Carnegie Mellon University, U S A, 1996). He has been awarded ICAI CFO Award (2011), CNBC TV-18 CFO Award (2012) & CFO India Hall of Fame induction (2013).</p>
4	Disclosure of Relationship with Directors	Mr. Sarwate is not related to any other Director or Key Managerial Personnel of the Company.
5	Affirmation pertaining to non-debarment from holding the office of Director by virtue of any SEBI order or any other such authority.	As per declaration submitted to the Company, Mr. Sarwate has confirmed that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Annexure - B

Appointment of Ms. Sukanya Kripalu (DIN:06994202) an Additional Independent Director

Sr.No	Particulars	Information of event
1	Reason for change viz. appointment, Resignation, removal, death or otherwise	Appointment as an Additional Director in the capacity of Non-Executive, Independent Director
2	Date of Appointment / Cessation (as applicable) & term of appointment	w.e.f. March 14, 2024 for a period of 5 years subject to approval of the shareholders by way of special resolution
3	Brief Profile	<p>Ms. Sukanya Kripalu, age 64, graduate in Mathematics from St. Xavier's College and a post graduate from the Indian Institute of Management, Calcutta, is a marketing consultant and an independent director across several boards. Her experience includes working with leading corporates like Nestle India Limited, Cadbury India Limited and Kellogg's India. She was also the CEO of Quadra Advisory – a WPP group company. During her career, she worked on the launch of several new brands which included Maggi Ketchup, Cadbury Perk and Kellogg Frosties. She also led the development of several memorable advertising campaigns like the Cadbury Dairy Milk dancing girl - which was awarded the advertisement of the century.</p> <p>Her consulting at Quadra and thereafter, comprised business strategy, marketing, brand building and training for clients ranging from MNCs to Indian companies to PSUs.</p> <p>Ms. Kripalu is on the Board of Directors at UltraTech Cement Ltd, Colgate India Ltd, Aditya Birla Fashion & Retail Ltd, Aditya Birla Health Insurance Company Ltd. and Entertainment Network India Ltd (Radio Mirchi).</p>
4	Disclosure of Relationship with Directors	Ms. Kripalu is not related to any other Director or Key Managerial Personnel of the Company.
5	Affirmation pertaining to non-debarment from holding the office of Director by virtue of any SEBI order or any other such authority.	As per declaration submitted to the Company, Ms. Kripalu has confirmed that she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.