



CEAT Ltd.
RPG House
463 Dr. Annie Besant Road,
Worli, Mumbai 400030, India
+91 22 24930621
CIN: L25100MH1958PLC011041
www.ceat.com

December 10, 2021

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: CL23, CL25

**CP Listed ISIN: INE482A14AP3, INE482A14AQ1,
INE482A14AR9, INE482A14AS7, INE482A14AT5,
INE482A14AU3, INE482A14AV1**

Sub: Notice of Postal Ballot – Regulation 30

Dear Sir/Madam,

In furtherance to our letter dated December 9, 2021 and Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Notice of Postal Ballot along with the Explanatory Statement for seeking approval of the Shareholders of the Company through remote e-Voting on the Special Business as set out in the Notice of Postal Ballot concerning the appointment of Mr. Paras K. Chowdhary (DIN: 00076807) as a Non-executive Non-independent Director of the Company.

Notice of Postal Ballot is being sent electronically to the Shareholders whose email IDs are registered with the Company / Depositories / Registrar and Transfer Agent as on Tuesday, December 7, 2021 ('Cut-off Date').

The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') as the agency to provide remote e-voting facility to the Members of the Company. The remote e-Voting facility will commence from **9:00 a.m. (I.S.T.) on Saturday, December 11, 2021** and shall end at **5:00 p.m. (I.S.T.) on Sunday, January 9, 2022** and the e-Voting module shall be disabled by CDSL for remote e-voting thereafter.

The said Notice of Postal Ballot shall also be available on the website of the Company at www.ceat.com and that of CDSL at www.evotingindia.com

We request you to kindly take the same on record and disseminate appropriately.

Thanking you,

Yours faithfully,

For **CEAT Limited**


Vallari Gupte

Company Secretary and Compliance Officer

Encl: As above



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 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014]

Dear Shareholder(s),

Notice of Postal Ballot ('**Notice**') is hereby given to the Shareholders of **CEAT Limited** ('**the Company**'), pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 ('**the Act**') read with Companies (Management and Administration) Rules, 2014, as amended from time to time ('**Rules**') read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs ('**MCA**') (hereinafter collectively referred to as '**MCA Circulars**') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('**SEBI Listing Regulations**'), Secretarial Standard on General Meetings ('**SS-2**') issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force and as amended from time to time), that the Resolution as set out in this Notice is proposed for consideration by the Shareholders of the Company for passing by means of Postal Ballot by way of voting through electronic means ('**remote e-Voting**'). The Company has engaged the services of Central Depository Services (India) Limited ('**CDSL**') as the agency to provide remote e-Voting facility to the Shareholders of the Company. In view of the above, 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 Shareholders.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Shareholders whose email IDs are registered with the Company/Depositories/Registrar and Share Transfer Agent ('**RTA**'). If your email ID is not registered with the Company/Depositories/RTA, please follow the process provided in the Notes to receive this Notice as well as login ID and password for participating in the remote e-Voting. The communication of the assent or dissent of the Shareholders would only take place through the remote e-Voting.

The statement pursuant to section 102(1) and other applicable provisions of the Act read with the Rules pertaining to the Resolution setting out the material facts and the reasons thereof is appended to this Notice. The Board of Directors of the Company has, in compliance with the Rules, appointed Mr. P. N. Parikh (FCS 327, CP 1228) and failing him Mr. Mitesh Dhabliwala (FCS: 8331, CP: 9511) of Parikh & Associates, Practising Company Secretaries, as Scrutinizer for conducting this Postal Ballot process through remote e-Voting, in a fair and transparent manner and they have communicated their willingness to be appointed for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In accordance with the MCA Circulars, Shareholders can vote only through the remote e-Voting process. Accordingly, the Company is pleased to offer remote e-Voting facility to all its Shareholders to cast their votes electronically. Shareholders are requested to read the instructions under the section, General information and instructions relating to e-Voting in this Notice to cast their votes electronically from their respective locations. Shareholders are requested to cast their votes through the remote e-Voting process not later than **5.00 pm (I.S.T.) on Sunday, January 9, 2022** failing which it will be strictly considered that no vote has been received from the concerned Shareholder.

Upon completion of the votes cast through remote e-Voting, the Scrutinizer shall submit his report to the Chairman or any person authorized by him. The results of the Postal Ballot conducted through remote e-Voting process along with the Scrutinizer's Report shall be announced on or before **Tuesday, January 11, 2022** at the Registered Office of the Company at 463, Dr. Annie Besant Road, Worli, Mumbai 400 030. The results along with the Scrutinizer's Report shall also be intimated to the National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') (hereinafter collectively referred to as 'Stock Exchanges') where the Equity Shares of the Company are listed and will also be displayed on the Company's website at www.ceat.com as well as on the website of CDSL at www.evotingindia.com. The last date for e-Voting i.e. **Sunday, January 9, 2022** shall be deemed to be the effective date of passing of the Resolution as per SS-2.

SPECIAL BUSINESS

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 the following resolution as an **Ordinary Resolution**:

"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 25, 2021 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, 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 of Directors be and is hereby authorised to take all such actions and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution."

Under the Authority of the Board of Directors

Date: December 6, 2021
Place: Mumbai

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

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

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Act read with Regulation 36 of the SEBI Listing Regulations, and SS-2 which sets out details relating to Special Business mentioned in the Notice is annexed herewith and forms part of this Notice.
2. As per the MCA Circulars and in view of the prevailing COVID-19 pandemic situation, physical copies of this Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Shareholders for this Postal Ballot. Shareholders are requested to provide their assent or dissent through remote e-Voting only.
3. For purpose of providing remote e-Voting facility, the Company has entered into an arrangement with CDSL for facilitating e-Voting and enable the Shareholders to cast their votes electronically.

4. Shareholders 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 CDSL at www.evotingindia.com.
5. All documents referred to in this Notice will be available for inspection electronically until the last date of e-Voting. Shareholders seeking to inspect such documents can send an email to investors@ceat.com.
6. 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 Shareholders who have not yet registered their email IDs with the Company.
7. In compliance with the MCA Circulars, the Notice is being sent by electronic mode to those Shareholders whose names appear in the Register of Members / Beneficial Owners as received from Depositories as on **Tuesday, December 7, 2021** i.e. ('**Cut-off date**') and whose email IDs are registered with the Company / RTA. For Shareholders who have not registered their email IDs, please follow the instructions given in point no. 9 of this Notice. A person who is not a Shareholder as on the Cut-off date should treat this Notice for information purpose only.
8. Further, the Shareholders 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.
9. **REGISTRATION OF EMAIL ID:**
 - i) **For Shareholders holding physical shares:** The Shareholders 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 at csg-kyc@tcplindia.co.in by providing a request letter duly signed by the first holder thereby providing details such as name, folio number, certificate number, mobile number and email ID together with self-attested PAN and the image of share certificate in PDF or JPEG format (up to 1 MB).
 - ii) **For Shareholders holding shares in demat mode:** The Shareholders holding shares in demat mode are requested to register their email IDs, with the respective Depository Participant ('DP') by following the procedure prescribed by the concerned DP.
10. The e-Voting period shall commence from **09:00 am (I.S.T.) on Saturday, December 11, 2021** and will end at **05:00 pm (I.S.T.) on Sunday, January 9, 2022 (both days inclusive)**. The e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.

11. Resolution passed by the Shareholders through Postal Ballot is deemed to have been passed as if the same have been passed at a General Meeting of the Shareholders.
12. A Shareholder cannot exercise his/her vote by proxy on Postal Ballot.
13. Any query in relation to the Resolution proposed to be passed by this Postal Ballot may be addressed to Ms. Vallari Gupte, Company Secretary and Compliance Officer at email ID at investors@ceat.com or for any query / grievance with respect to e-Voting, Shareholders may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evotingindia.com. or call on toll free no: 022-23058542/43 or send a request to CDSL at email ID at helpdesk.evoting@cdslindia.com.
14. It is clarified that if a Shareholder 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 Shareholders whose email IDs are not registered with the Company.
15. Shareholders 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.
16. The term 'Shareholders' has been used to denote the Members of the Company.

General information and instructions relating to e-Voting:

- (i) The voting period begins from **09:00 am (I.S.T.) on Saturday, December 11, 2021** and will end at **05:00 pm (I.S.T.) on Sunday, January 9, 2022**. During this period Shareholders of the Company, holding shares either in physical form or in demat mode, as on the Cut-off date may cast their vote electronically. The e-Voting module shall be disabled by CDSL thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of SEBI Listing Regulations, listed entities are required to provide remote e-Voting facility to its Shareholders, in respect of all Shareholders' Resolutions. In order to increase the efficiency of the voting it has been decided to enable e-Voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ DPs**. Demat account holders would be able to cast their vote without having to register again with the e-Voting Service Providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting Service Provider for casting the vote during the remote e-Voting period. Additionally, there is also link provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting Service Providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is 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</p> <p>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</p>

Type of Shareholders	Login Method
	launched, click on the icon “Login” which is available under ‘Shareholder/Shareholder’ 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their DPs	You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the websites of CDSL and NSDL.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iii) Login method for e-Voting for **Physical Shareholders and Shareholders other than individual holding in Demat form.**

- 1) The Shareholders should log on to the e-Voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.

- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical Shareholders and other than individual Shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders) * Shareholders who have not updated their PAN with the Company/DP are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the Shareholder id / folio number in the Dividend Bank details field.

- (iv) After entering these details appropriately, click on "SUBMIT" tab.
- (v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) For Shareholders holding shares in physical form, the details can be used only for e-Voting on the Resolution contained in this Notice.
- (vii) Click on the EVSN of CEAT Limited - 211206010.
- (viii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (ix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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- (x) After selecting the Resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (xi) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
 - (xii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - (xiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xiv) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
 - (1) Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - (2) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - (3) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - (4) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - (5) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (6) Alternatively Non Individual Shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at ceat.scrutinizer@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

The Board at its meeting held on October 25, 2021, on due recommendations 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.

Details as required pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, as applicable are provided hereunder.

Brief resume

Mr. Paras K. Chowdhary, 69, holds a Bachelor's degree in Physics (Hons.) and has over 35 years' experience in senior management positions in tyre industry, including Managing Director of the Company for more than 11 years. Earlier he was employed with Apollo Tyres Limited where he started his career from a junior management position and reached the position of President and Whole-time Director within a reasonable time and he was also instrumental in turning around of that company. Mr. Chowdhary is recognised as one of the foremost experts in the tyre industry in India.

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.

Mr. Chowdhary had tendered his resignation from the position of Non-executive Independent Director of the Company w.e.f. September 3, 2021, since in his assessment, it was likely that developments, if successfully concluded, might have been perceived to be in conflict with his office as an Independent Director of the Company.

Other Directorships (excluding foreign companies):

Sr. No	Name of the Company	Category of the Directorship
1	Phillips Carbon Black Limited	Independent Director
2	RPG Enterprises Limited	Director
3	Einzigartig Electoral Trust	Director

Memberships / Chairmanships in Committees:

Sr. No	Name of the Company	Name of the Committee
1	Phillips Carbon Black Limited	Audit Committee* Risk Management Committee

*Position held as the Chairman of the Committee

Mr. Chowdhary holds 3,000 (Three Thousand) equity shares of the Company and is eligible for receipt of sitting fees and commission, as payable to other Non-executive Directors of the Company. Mr. Chowdhary would be liable to retire by rotation.

During the financial year 2021-22, 3 (Three) meetings of the Board of Directors have been held till date of which Mr. Chowdhary attended 1 (One) meeting as Non-executive Non-Independent Director and received the remuneration of Rs. 1,00,000 for attending the said meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. Paras K. Chowdhary is, in any way, concerned with or interested, whether financially or otherwise, in the resolution as set out in the Notice, in so far as it

concerns his appointment and payment of remuneration as a Non-executive Non-independent Director.

The Board recommends the Ordinary Resolution as set out in the Notice for approval of the Shareholders.

Under the Authority of the Board of Directors

Date: December 6, 2021
Place: Mumbai

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

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