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

June 27, 2018

BSE Limited
Corporate Service Department,
1st Floor, P.J. Towers,
Dalal Street,
Mumbai 400 001

Security Code: 500878/ 952523

The National Stock Exchange of India Limited
Exchange Plaza, 3rd Floor,
Plot No. C/1, "G" Block,
Bandra Kurla Complex, Bandra East,
Mumbai 400 051

Symbol: CEATLTD

Sub: Notice of Annual General Meeting

Dear Sir/Madam,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Determination of Materiality of Events, we are enclosing herewith the copy of Notice of 59th Annual General Meeting and copy of the newspaper notice published on June 27, 2018 in Free Press Journal (English) and Navshakti (Marathi), to intimate the completion of dispatch of Notice of AGM, availability of remote e-voting facility and announcement of the book closure period.

We request you to kindly take the above on record.

Thanking you,

Yours truly,

For **CEAT Limited**

Amit Dodani
Compliance Officer

Encl: as above

CEAT
CEAT LIMITED

CIN: L25100MH1958PLC011041
Registered Office: 463, Dr. Annie Besant Road, Worli, Mumbai 400 030
Telephone No.: 022-24930621 **Fax:** 022-25297423
E-mail: investors@ceat.com; **Website:** www.ceat.com

Notice of the Fifty-Ninth Annual General Meeting, e-voting information and Book Closure

NOTICE

NOTICE is hereby given that the 59th Annual General Meeting (AGM) of the members of CEAT Limited will be held on Friday, July 20, 2018 at 3.30 p.m. at The Auditorium, Textile Committee, next to Trade Plaza (TATA Press), P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai 400 025, to transact the business, as set out in the Notice of AGM dated April 30, 2018

The Annual Report for the FY 2017-18 alongwith the said Notice of AGM has been sent on June 25, 2018 through electronic mode (i.e. e-mail) to the members, whose e-mail addresses have been made available by the Depositories or are registered with the Company and through permitted mode to all other members at their registered address. The Annual Report for FY 2017-18 of the Company alongwith the Notice of AGM, Proxy Form, e-voting instructions is also available on the Company's website i.e. www.ceat.com and of website of Central Depository Services (India) Limited (CDSL) i.e. www.evotingindia.com.

Pursuant to Section 108 of the Companies Act, 2013 ("the Act"), read with the relevant Rules under the Act and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members are provided with the facility to cast their votes by an electronic voting from a place other than the place of AGM ("remote e-voting") through e-voting services of CDSL in respect of all the businesses to be transacted at the AGM. The procedure to cast vote using e-voting system has been described in the Notice under the Caption "Voting on resolutions."

The remote e-voting period commences on Tuesday, July 17, 2018 (09:00 a.m. IST) and ends on Thursday, July 19, 2018 (05:00 p.m. IST). During this period, Members may cast their votes electronically. The remote e-voting module shall be disabled by CDSL thereafter.

The voting right of the members shall be in proportion to their paid-up value of share in the paid up equity share capital of the Company as on Friday, July 13, 2018 ("cut-off date"). Any person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to cast vote on all the businesses set forth in the Notice of the AGM either through remote e -voting or voting at the meeting. Any person, who acquires the shares of the Company and becomes a member of the Company after the dispatch of the Notice of AGM and holding the shares as of the cut-off date, shall also be entitled to cast their vote through remote e-voting facility or at the AGM and such person may obtain the Login ID and password from CDSL by sending a request at helpdesk.evoting@cdslindia.com. However, if a person is already registered with CDSL for e-voting then he/she may use the existing Login ID and password for casting vote.

The facility for voting, either through e-voting system or physical ballot paper shall also be made available at the AGM. Members, who have not cast their vote by remote e-voting, shall be able to exercise their right to vote at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again at the AGM.

In case you have any queries or issues regarding the remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or contact Mr. Rakesh Dalvi, Deputy Manager, Central Depository Services (India) Limited (CDSL), 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 1800225533.

Notice is hereby given that pursuant to the provisions of Section 91 of the Act read with the Rules framed thereunder and Regulation 42 of the Listing Regulations, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, July 12, 2018 to Friday, July 20, 2018 (both days inclusive) for the purpose of AGM and also to determine the members eligible to receive dividend for the FY 2017-18.

For **CEAT Limited**
Amit Dodani
Compliance Officer

Place : Mumbai
Date : June 26, 2018

CEAT
सीएट लिमिटेड

सीआयएन : एल२५१००एमएच१९५८पीएलसी०११०४१
नोंदणीकृत कार्यालय: ४६३, डॉ. ॲनी बेझंट रोड, वरळी, मुंबई-४०००३०
टेलिफोन क्र : ०२२-२४९३०६२१; **फॅक्स:** ०२२-२५२९७४२३
ई-मेल : investors@ceat.com; **वेबसाईट :** www.ceat.com

एकोणसाठावी वार्षिक सर्वसाधारण सभा, ई-मतदानाची माहिती आणि बूक क्लोजरची सूचना

सूचना

सूचना याद्वारे देण्यात येते की, सीएट लिमिटेडच्या सभासदांची ५९ वी वार्षिक सर्वसाधारण सभा (एजीएम) ही दिनांक ३० एप्रिल, २०१८ रोजीच्या सूचनेत नमूद केलेल्या व्यवसायाचा व्यवहार करण्यासाठी दि ऑडिटोरियम, टेक्स्टाईल कमिटी, ट्रेड प्लाझा (टाटा प्रेस) च्या पुढे, पी. बाळू मार्ग, प्रभादेवी चौक, प्रभादेवी, मुंबई-४०००२५ येथे शुक्रवार, २० जुलै, २०१८ रोजी दु. ३.३० वा. घेण्यात येणार आहे.

वित्तीय वर्ष २०१७-१८ करिता वार्षिक अहवालासह एजीएमची सदर सूचना ही कंपनीकडे नोंदविलेल्या किंवा डिपॉझिटरीजकडे उपलब्ध असलेल्या ईमेल पत्त्यावर सभासदांना इलेक्ट्रॉनिक माध्यमाने (म्हणजेच ई-मेल) मार्फत आणि त्यांच्या नोंदणीकृत पत्त्यावर इतर सर्व सभासदांना परवानगी असलेल्या पध्दतीने २५ जून, २०१८ रोजी पाठविण्यात आली आहे. कंपनीच्या वित्तीय वर्ष २०१७-१८ करिता वार्षिक अहवालासह एजीएमची सूचना, प्रतिपत्री प्रपत्र, ई-मतदानाची माहिती कंपनीची वेबसाईट म्हणजेच www.ceat.com आणि सेन्ट्रल डिपॉझिटरी सर्व्हिसेस (इंडिया) लिमिटेड (सीडीएसएल) ची वेबसाईट म्हणजेच www.evotingindia.com वर सुध्दा उपलब्ध आहे.

कंपनी अधिनियम, २०१३ (अधिनियम) चे कलम १०८ सहवाचता त्याअंतर्गतचे प्रयोज्य नियम आणि सेबी (लिस्टिंग ऑब्लिगेशन्स अँड डिस्क्लोजर रिक्वायरमेंटस्) रेग्युलेशन्स, २०१५ च्या रेग्युलेशन ४४ ला अनुसरून सभासदांना एजीएममध्ये व्यवहार करावयाच्या सर्व व्यवसायाच्या संदर्भात सीडीएसएलच्या ई-मतदान सेवेमार्फत एजीएमच्या ठिकाणाच्या व्यतिरिक्त इतर ठिकाणाहून इलेक्ट्रानिक मतदानाद्वारे त्यांचे मतदान करण्याची सुविधा पुरविण्यात आली आहे. ई-मतदान पध्दत वापरुन मतदान करण्याची प्रक्रिया ही ''ठरावावरील मतदान'' शिर्षकाच्या अंतर्गत सूचनेमध्ये वर्णिलेली आहे.

दूरस्थ ई-मतदानाचा कालावधी मंगळवार, १७ जुलै, २०१८ (स. ०९.०० भाप्रवे) रोजी सुरु होईल आणि गुरुवार, १९ जुलै, २०१८ (सायं. ०५.०० भाप्रवे) संपेल. सदर कालावधीच्या दरम्यान सभासद इलेक्ट्रॉनिकली त्यांचे मतदान करु शकतात. दूरस्थ ई-मतदान मॉड्युल त्यानंतर सीडीएसएलद्वारे बंद करण्यात येईल.

सभासदांचे मतदानाचे हक्क हे शुक्रवार, १३ जुलै, २०१८ (''कट ऑफ तारीख'') रोजीस कंपनीच्या भरणा झालेल्या समभाग भांडवलामधील त्यांच्या भरणा झालेल्या मूल्याच्या प्रमाणात राहतील. कोणीही व्यक्ती ज्यांचे नाव कट ऑफ तारखेस डिपॉझिटरीजकडे असलेले लाभकारी मालकांचे रजिस्टर किंवा सभासद रजिस्टरमध्ये नोंदविलेली असतील तेच फक्त सभेत मतदान किंवा दूरस्थ ई-मतदानामार्फत एजीएमच्या सूचनेत नमूद केलेल्या सर्व ठरावांवर मतदान करण्यासाठी हक्कदार राहतील. कोणीही सभासद ज्यांनी एजीएमची सूचना पाठविल्यानंतर कंपनीचे शेअर्स संपादित केलेले आहेत आणि कंपनीचे सभासद बनले आहेत आणि कट ऑफ तारखेस शेअर्स धारण केलेले आहेत ते सुध्दा एजीएम किंवा दूरस्थ ई-मतदान सुविधेमार्फत त्यांचे मतदान करण्यासाठी हक्कदार आहेत आणि अशी व्यक्ती helpdesk.evoting@cdslindia.com वर विनंती पाठवून सीडीएसएलकडून लॉगईन आयडी आणि पासवर्ड प्राप्त करु शकते. तथापि जर त्या व्यक्तीने ई-मतदानासाठी सीडीएसएलकडे अगोदर नोंदणी केली असेल तर तो/ती मतदान करण्यासाठी विद्यमान लॉगईन आयडी आणि पासवर्ड वापरु शकते.

ई-मतदान पध्दत किंवा प्रत्यक्ष बॅलट पेपरमार्फत मतदानाची सुविधा एजीएममध्ये सुध्दा उपलब्ध करण्यात येईल. ज्या सभासदांनी दूरस्थ ई-मतदानाद्वारे त्यांचे मतदान केलेले नाही त्यांना एजीएममध्ये मतदानाचा त्यांचा हक्क वापरणे शक्य होईल. ज्या सभासदांनी एजीएमपूर्वी दूरस्थ ई-मतदानाद्वारे त्यांचे मतदान केलेले आहे ते सुध्दा एजीएमला हजर राहू शकतात परंतु एजीएममध्ये पुन्हा त्यांचे मतदान करण्यासाठी हक्कदार नाहीत.

दूरस्थ ई-मतदानाच्या संदर्भात कोणतीही शंका किंवा अडचण असल्यास, सभासद फ्रिक्वेन्टली आस्क्ड क्वेशन्स (एफएक्यूज) चा संदर्भ घेऊ शकतात आणि ई-मतदान मॅन्युअल हेल्प सेक्शनअंतर्गत www.evotingindia.com येथे उपलब्ध आहे किंवा श्री. राकेश दळवी, उप-व्यवस्थापक यांना सेंट्रल डिपॉझिटरी सर्व्हिसेस (इंडिया) लिमिटेड, ए विंग, २५ वा मजला, मॅरेथॉन फ्युचरेक्स, मफतलाल मिल कंपाऊंडस्, एन. एम. जोशी मार्ग, लोअर परेल (पूर्व), मुंबई-४०००१३ येथे संपर्क करावा किंवा helpdesk.evoting@cdslindia.com वर ईमेल पाठवावा किंवा १८०० २२५५३३ येथे संपर्क साधावा.

सूचना याद्वारे देण्यात येते की, अधिनियमाच्या कलम ९१ सहवाचता त्याअंतर्गतचे प्रयोज्य नियम आणि लिस्टिंग रेग्युलेशन्सच्या रेग्युलेशन्स ४२ ला अनुसरून कंपनीचे सभासद रजिस्टर आणि शेअर हस्तांतर पुस्तके ही एजीएमसाठी आणि वित्तीय वर्ष २०१७-१८ करिता लाभांश प्राप्त करण्यासाठी सभासदांची पात्रता निश्चित करण्यासाठी सुध्दा गुरुवार, १२ जुलै, २०१८ ते शुक्रवार, २० जुलै, २०१८ (दोन्ही दिवस मिळून) बंद राहतील.

सीएट लिमिटेडसाठी
अमित दोदानी
अनुपालन अधिकारी

ठिकाण : मुंबई.
दिनांक : २६ जून, २०१८

NOTICE

NOTICE is hereby given that the Fifty-Ninth Annual General Meeting of the members of CEAT Limited will be held on Friday, July 20, 2018 at 3.30 p.m. at The Auditorium, Textile Committee, next to Trade Plaza (TATA Press), P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai 400 025 to transact the following business:

Ordinary Business

1. To receive, consider and adopt:
   a. the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon; and

   b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the Report of the Auditors thereon.

2. To declare dividend on equity shares for the financial year ended March 31, 2018.

3. To appoint a Director in place of Mr. Hari L. Mundra (DIN: 00287029), who retires by rotation and being eligible, has offered himself for re-appointment.

4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 3 (7) of the Companies (Audit and Auditors) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, the appointment of Messrs. S R B C & CO LLP, Chartered Accountants (Firm Registration No. 324982E/E300003), who were appointed as the Statutory Auditors of the Company for the second term to hold office from the conclusion of the Fifty-Eighth Annual General Meeting until the conclusion of the Sixty Third Annual General Meeting of the Company, be and is hereby ratified at this Fifty-Ninth Annual General Meeting on such remuneration as may be mutually decided by the Board of Directors of the Company and the Statutory Auditors."

Special Business

5. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 143 (8) and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, including any statutory modification or re-enactment thereof for the time being in force (hereinafter referred to as "the Act"), the Board of Directors, be and are hereby authorized to appoint Branch Auditor(s) for any Branch of the Company (either existing or coming into existence hereafter whether within or outside India), in consultation with the Company's Auditors, any person(s) qualified to act as Branch Auditor in terms of the provisions of Section 143(8) of the Act, to audit the accounts of any of the Company's Branches, on such terms and conditions and on such remuneration as may be mutually decided by the Board of Directors and the Branch Auditors."

6. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force, (hereinafter referred to as "the Act"), Mr. Pierre E. Cohade (DIN:00468035), who was appointed as an Additional Director of the Company with effect from February 1, 2018 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing in accordance with Section 160 (1) of the Act, proposing his candidature for the office of Director of the Company and who is eligible for appointment and such appointment is recommended by the Nomination and Remuneration Committee, be and is hereby appointed as a Non-Executive Non Independent Director of the Company and shall be liable to retirement by rotation."

7. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to Section 148 of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force, the remuneration of ₹ 3,00,000 (Rupees Three Lacs only) and reimbursement of out-of-pocket expenses at actual plus applicable taxes, as approved by the Board of Directors of the Company, to be paid to Messrs D. C. Dave & Co., Cost Accountants (Firm Registration No. 000611), for conducting the audit of the cost records of the Company for the financial year ending March 31, 2019, be and is hereby ratified and confirmed."

8. To consider and if thought fit, to pass the following resolution as a Special Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and other applicable provisions if any, of the Companies Act, 2013 read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force (hereinafter referred as "the Act") and Articles of Association of the Company and subject to all the approvals,

permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions and subject to the approval of the Central Government; wherever required, the Company hereby approves the re-appointment of Mr. Arnab Banerjee (DIN: 06559516) as Whole-time Director designated as Executive Director-Operations of the Company, for a further period of 5 (five) years commencing on May 7, 2018 and ending on May 6, 2023 upon the terms and conditions set out in the Agreement dated April 30, 2018 and submitted to this meeting (which Agreement is also hereby ratified and approved) and payment of remuneration for the period of 5 (five) years from FY 2018-19 till FY 2022-23 as per details mentioned below:

Sr. No.	Particulars
1	**Salary:** ₹ 5,43,235 per month, which is eligible for revision every year as determined by the Board of Directors ("the Board")
2	**Other Allowances:** ₹ 11,00,427 per month, which is eligible for revision every year as determined by the Board
3	**Performance Linked Bonus/ Variable Pay:** As per the Company policy and as determined by the Board every year.
5	**Perquisites:**
	a) Company leased Accommodation: included in other Allowances at Sr. No. (2)
	b) Reimbursement of Domestic Medical Expenses: included in other Allowances at Sr. No. (2)
	c) Car and Telephone at residence for business use, at actuals
	d) Other perquisites: As may be granted, monetary value of which shall not exceed ₹ 1,00,000/- per annum.
6	**Retirals:**
	a) Provident Fund: @12% of Salary
	b) Superannuation: @ 15% of Salary
	c) Gratuity Fund: As per the Company Policy

RESOLVED FURTHER THAT the Board of Directors ("the Board" which expression shall also include a Committee thereof for the time being exercising the powers conferred on the Board by this resolution) upon the recommendation of the Nomination and Remuneration Committee be and is hereby authorised to pay the above remuneration including any alterations/modifications, as may be approved by the Board from time to time to Mr. Arnab Banerjee, Executive Director-Operations of the Company during the period of his appointment for 5 (five) years, provided that the same is within the maximum limits prescribed in Section 197 of the Act or such other limit as may be prescribed and the Company has adequate profits during each of the said 5 (five) financial years during the tenure of the appointment mentioned above.

RESOLVED FURTHER THAT pursuant to Section II of Part II of Schedule V and other applicable provisions of the Act, if any, and subject to such approvals as may be necessary, the Board be and is hereby authorized to pay Mr. Arnab Banerjee, Executive Director-Operations of the Company, the remuneration specified supra, as minimum remuneration in case the Company has no profits or its profits are inadequate during any of the 5 (five) financial years mentioned hereinabove and for the said purpose the Board be and is hereby authorized to approach the relevant authorities and obtain the necessary approvals as and when necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorised to increase, vary, amend the remuneration, within the overall ceiling as provided under Section 197 of the Act or such other limits as may be prescribed from time to time or such other remuneration as may be approved by the Board in case the Company does not have profits or inadequate profits and other terms of appointment as deemed expedient or necessary during the tenure mentioned hereinabove or as may be prescribed by the authorities giving their sanction or approval.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary proper or desirable and to settle any questions or doubts that may arise in this regard."

9. To consider and if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to Sections 23, 42, 71 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder including any statutory modification or re-enactment thereof, for the time being in force (hereinafter referred to as "the Act") and applicable provisions of any other laws, rules, regulations, guidelines, circulars, if any, prescribed by the Government of India, Reserve Bank of India, Securities and Exchange Board of India including SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and subject to the provisions of the Memorandum and Articles of Association of the Company and such sanctions, approvals or permissions as may be required from regulatory authorities from time to time, approval of the members be and is hereby accorded to the Board of Directors of the Company ("the Board" which expression shall also include a Committee thereof, for the time being exercising the powers conferred on it by the Board by this resolution) for making offer(s) or invitation(s) to subscribe secured/unsecured,

non-convertible debentures/bonds or such other securities ("debt securities") through private placement basis in one or more series/tranches, for an amount not exceeding ₹ 5,00,00,00,000 (Rupees Five Hundred Crores only) within the overall borrowing limits of the Company as may be approved by the members from time to time and at such price or on such terms and conditions as the Board may from time to time determine and consider proper and beneficial to the Company including listing of such debt securities with Stock Exchange(s), size and time of issue, issue price, tenure, interest rate, premium/ discount, consideration, utilization of the issue proceeds and all matters connected with or incidental thereto.

RESOLVED FURTHER THAT for the purpose of giving effect to the said resolution, the Board be and is hereby authorized to take all such actions and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question or doubt that may arise in this regard."

10. To consider and if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to Sections 197, 198, and all other applicable provisions of the Companies Act, 2013 read with rules made thereunder, including any statutory modification or re-enactment thereof, for the time being in force (hereinafter referred to as "the Act") and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to all approvals, permissions and sanctions as may be necessary, the approval of the Company be and is hereby accorded for payment of remuneration/commission to the Director(s) of the Company who is/are neither in the whole-time employment with the Company nor Managing Director(s) of the Company, in such manner and up to such extent as the Board of Directors of the Company ("the Board" which expression shall also include a Committee thereof for the time being exercising the powers conferred on the Board by this resolution) may so determine from time to time upon recommendation of the Nomination and Remuneration Committee, but not exceeding 3 (three) percent of the net profits calculated pursuant to Section 198 of the Act and such payments shall be made in respect of profits of the Company for each financial year.

RESOLVED FURTHER THAT the above remuneration/ commission shall be in addition to the fees payable to the Directors for attending the meetings of the Board or any Committee thereof or for any other purpose whatsoever, as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board or any other meetings.

RESOLVED FURTHER THAT for the purpose of giving effect to the said resolution, the Board be and is hereby authorised to take all such actions and to do all such deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question or doubt that may arise in this regard."

NOTES:

1. The statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to the special business at the Annual General Meeting, is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

3. A person can act as proxy on behalf of the members not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the Company. In case, a proxy is appointed by a member holding more than 10% of the total share capital carrying voting rights, such proxy shall not act as proxy for any other person or member. During the business hours of the Company, proxies are open for inspection for the period beginning before 24 (twenty-four) hours from the commencement of the Meeting and ending with the conclusion of the Meeting provided that an advance notice of not less than 3 (three) days is given to the Company.

4. Proxy in prescribed Form No. MGT-11 is enclosed herewith. Proxy shall not have a right to speak at the Meeting.

5. Corporate members intending to send their authorized representative to attend the meeting are requested to send certified true copy of the Board resolution to the Company authorizing their representative to attend and vote on their behalf at the Meeting.

6. Securities and Exchange Board of India (SEBI) has, through a circular, directed all the companies to pay dividend through electronic mode. Accordingly, all the members holding shares in dematerialized form are requested to kindly update their bank account details with their respective Depository Participant (DP). Members holding shares in physical form are requested to kindly inform their bank account details to the Company and/ or Registrar and Share Transfer Agents viz. TSR Darashaw Limited.

7. Members are requested to kindly refer to the Corporate Governance Report in the Annual Report for the information in respect of appointment/re-appointment of Directors, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

8. Pursuant to the provisions of Section 152 of the Companies Act, 2013 ("the Act") and rules made thereunder and Article of Association of the Company, Mr. Hari L Mundra retires by rotation and being eligible, offers himself for re-appointment. A brief resume of Mr. Hari L Mundra along with nature of his expertise is given in the Corporate Governance Report. Mr. Hari L Mundra is not related to any other Director of the Company.

9. The Register of Members and the Share Transfer Books of the Company will be closed from Thursday, July 12, 2018 to Friday, July 20, 2018 (both days inclusive).

10. **Important notice for Members:**
For convenience of the members and for proper conduct of the Meeting, the members are required to deposit the Attendance Slip duly signed at the counter at entry place of the meeting. Members can avail of the nomination facility, under Section 72 of the Companies Act, 2013 by filing Form No. SH-13 with the Company. Blank forms will be supplied on request.

11. **Consolidation of Folios:**
The members holding shares in the same name or in the same order of names, under different folios are requested to notify the relevant details of the said holdings to TSR Darashaw Limited at 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai- 400011 for consolidation of their shareholding into single folio.

12. **Change in address:**
Members are requested to notify immediately any change in their address:

    a) If the shares are held in physical form to:

        (i) The Company at its Registered Office at: CEAT Limited, 463, Dr. Annie Besant Road, Worli, Mumbai - 400 030

        OR

        (ii) The Registrar and Share Transfer Agents of the Company at the following address: TSR Darashaw Limited, 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011.

    b) If the shares are held in demat form to: The respective Depository Participants

13. **Green Initiative:**
Members holding shares in physical form are requested to convert their holdings into dematerialized mode to avoid loss of shares and fraudulent transactions and for quick credit of dividend.

    Members holding shares in dematerialized form are requested to register their email addresses with their Depository Participant (DP) and Members holding shares in physical form are requested to register their email addresses with the Company at investors@ceat.com or with the Registrar and Share Transfer Agents viz. TSR Darashaw Limited by sending duly signed request.

    Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Share Transfer Agents, TSR DARASHAW Limited (TSRDL) to provide efficient and better services.

    Members holding shares in physical form are requested to intimate such changes to TSRDL.

14. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to TSRDL.

    As per Regulation 40(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 submission of a copy of PAN card of the transferor and transferee is mandatory for transfer of shares held in physical form.

15. Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF):

    During the financial year ended March 31, 2018, the Company, after compliance with the due procedure laid down under Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority

(Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), had transferred 2,04,838 shares (7,600 records) in respect of which dividend has not been claimed for 7 (seven) consecutive years or more, in the name of Investor Education and Protection Fund (DP ID/CLIENT ID: 1204720013676780) ("IEPF Authority"). Such shares including dividends and other benefits accruing thereon can be claimed from IEPF Authority, after following the procedure prescribed under the IEPF Rules and no claim shall lie against the Company or its RTA.

16. Pursuant to the provisions of Section 124 (5) of the Companies Act, 2013, dividend for the financial year ended March 31, 2011, which would remain unclaimed for the period of 7 (seven) years will be transferred to the Investor Education and Protection Fund (IEPF) established under Section 125 of the Companies Act, 2013. Member(s) who have not encashed their dividend warrants so far for the financial year ended March 31, 2011 or any subsequent financial years are requested to make their claims to the office of the Registrar and Share Transfer Agents, TSR Darashaw Limited, 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011 on or before September 10, 2018. The dividend for the financial year ended March 31, 2011 will be transferred to the aforesaid account in the month of October 2018.

    Further, pursuant to Section 124 (6) of the Companies Act, 2013 ("the Act") read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, as notified and amended from time to time (collectively referred as "IEPF Rules"), shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more, shall liable to be transferred to IEPF Authority. You are therefore requested to claim unclaimed dividend for the financial year ended March 31, 2011 onwards.

17. Electronic copy of the Annual Report for the FY 2017-18 is being sent to all the Members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members, who have not registered their email address, physical copy of the Annual Report for FY 2017-18 is being sent by permitted mode.

18. Members may also note that the Notice of the Fifty-Ninth Annual General Meeting and the Annual Report for FY 2017-18 will also be available on the Company's website i.e. www.ceat.com under the tab "Investors" for download by the Members. Further, relevant documents referred to in this Notice are open for inspection at the Registered Office of the Company on all working days (except Saturdays) between 11:00 a.m. and 1:00 p.m. up to the date of the ensuing Annual General Meeting.

19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.

20. The route map showing directions to reach the venue of the Fifty-Ninth Annual General Meeting is annexed.

21. Pursuant to Section 108 of the Companies Act, 2013 ("the Act"), read with the relevant Rules under the Act and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote through electronic means (Remote e-voting), on all the resolutions set forth in this Notice. The e-voting period will commence at 9.00 a.m. on Tuesday, July 17, 2018 and will end at 5.00 p.m. on Thursday, July 19, 2018. The Company has signed an agreement with CDSL for facilitating remote e-voting. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

    The Company has appointed Mr. P. N. Parikh, or failing him Mr. Mitesh Dhabliwala of Messrs Parikh & Associates, Practicing Company Secretaries, to act as the Scrutinizer, to scrutinize the voting at the Annual General Meeting (AGM) and remote e-voting process in a fair and transparent manner.

    The facility for voting either through electronic voting system or physical ballot paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.

    The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. However, in case members cast their vote both via remote e-voting and electronic voting system or physical ballot paper at AGM, then remote e-voting shall prevail and voting done through electronic voting system or physical ballot paper at the AGM shall be treated as invalid.

    The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, July 13, 2018. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories

as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the meeting.

Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as on the cut-off date, may follow the same procedure as mentioned below for e-voting.

The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman and/ or Managing Director or a Director or a person authorized by him in writing who shall countersign the same.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ceat.com and on the website of CDSL e-voting and communicated to the Stock Exchanges where the shares of the Company are listed. The results shall also be displayed on the Notice Board at the registered office of the Company.

22. **Voting on resolutions:**
The instructions for members for voting electronically are as under:

(i) The voting period begins on 9.00 a.m. on Tuesday, July 17, 2018 and will end at 5.00 p.m. on Thursday, July 19, 2018. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, July 13, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The members should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	• Enter your 10-digit alpha-numeric/PAN issued by Income Tax Department (Applicable for both demat members as well as physical members)
	• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.
	• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
Dividend Bank Details 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 number of shares held by you as on the cut-off date in the Dividend Bank details field.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant CEAT Limited on which you choose to vote. **Electronic Voting Sequence Number (EVSN): 180611002**

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) 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 & entering the details as prompted by the system.

(xviii) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Members and Custodians

- Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- 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.
- 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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Deputy Manager, Central Depository Services (India) Limited (CDSL), 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 1800225533.

Under the Authority of the Board of Directors

Shruti Joshi
Company Secretary

Place: Mumbai
Date: April 30, 2018

CEAT Limited
CIN: L25100MH1958PLC011041
Registered Office: 463, Dr. Annie Besant Road, Worli, Mumbai 400 030
Telephone no.:022-24930621 Fax: 022-25297423
E-mail: investors@ceat.com; Website: www.ceat.com

ANNEXURE TO THE NOTICE

Explanatory Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013, to the accompanying Notice dated April 30, 2018.

Item No. 5:

For expansion of business and markets, the Company proposes to set up Branch Offices within and outside India. For carrying out the audit of the accounts of such Branch Offices, it is necessary to appoint Branch Auditors. Members are requested to authorize the Board of Directors of the Company to appoint Branch Auditors in consultation with the Statutory Auditors of the Company and to fix their remuneration.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of the Notice for approval of the Members.

None of the Director, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the resolution set out at item no. 5 of the Notice.

Item No. 6:

The Board of Directors of the Company at its meeting held on February 1, 2018, upon on the recommendation of the Nomination and Remuneration Committee appointed Mr. Pierre E. Cohade as an Additional (Non- Executive) Director of the Company with effect from February 1, 2018. As per Section 161 of the Companies Act, 2013 ("the Act"), Mr. Pierre E. Cohade holds office up to the date of this Annual General Meeting of the Company and is eligible for appointment as Director.

The Company has received a notice from a member under Section 160 of the Act, in writing proposing his candidature for the office of Directors of the Company. The Nomination and Remuneration Committee of the Board ("NRC") has considered his candidature and recommended his appointment as a Non-Executive Non-Independent Director of the Company, who shall be liable to retirement by rotation.

Accordingly, the resolution set out at Item No. 6 of the Notice for the appointment of Mr. Pierre E. Cohade as Director (Non-Executive Non-Independent Director), liable to retire by rotation is placed before the members for approval by way of an Ordinary Resolution.

None of Director, Key Managerial Personnel of the Company or their relatives (except Mr. Pierre E. Cohade and his relatives) are in any way, concerned or interested, in the resolution set out at Item No. 6 of the Notice

A brief profile of Mr. Pierre E. Cohade and the information pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India is provided in the Corporate Governance Report forming part of the Annual Report.

Item No. 7:

The Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, mandate audit of the cost accounting records of the Company in respect of certain products. Accordingly, the Board of Directors, based on the recommendation of the Audit Committee, at its meeting held on April 30, 2018 appointed Messrs D. C. Dave & Co., Cost Accountants (Firm Registration No. 000611), as the Cost Auditor of the Company for the financial year ending March 31, 2019 at a remuneration of ₹ 3,00,000 (Rupees Three Lacs Only) plus applicable taxes and out of pocket expenses, at actual, if any, incurred in connection with the audit. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor should be ratified by the Members of the Company. Accordingly, approval of the Members is sought by way of Ordinary Resolution set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2019 as stated above.

The Board recommends the Ordinary Resolution as set out in Item No. 7 of the Notice for approval of the Members.

None of the Director, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the resolution set out at item no. 7 of the Notice.

Item No. 8:

At the Annual General Meeting held on August 22, 2013, Mr. Arnab Banerjee was appointed as a Whole-time Director (WTD) designated as Executive Director-Operations of the Company, for a period of 5 (five) years with effect from May 7, 2013. His term ended on May 6, 2018. At the meeting of the Board held on April 30, 2018, the Board of Directors upon recommendation of the Nomination and Remuneration Committee re-appointed Mr. Arnab Banerjee as a Whole-time Director (WTD), designated as Executive Director–Operations for a period of 5 (five) years w.e.f. May 7, 2018 to May 6, 2023 on the terms and conditions including remuneration set out in the agreement dated April 30, 2018 and submitted to this meeting.

The remuneration and other terms and conditions of re-appointment of Mr. Arnab Banerjee as Whole-time Director, as set out in the resolution shall be within the ceiling limit provided in the Agreement and in accordance with the Schedule V and Sections 197 and 198 of the Companies Act, 2013 ("the Act") for the period of 5 (five) years with effect from May 7, 2018 and is subject to approval of the members.

A brief profile of Mr. Arnab Banerjee and the information pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India is provided in the Corporate Governance Report forming part of the Annual Report.

Pursuant to the provisions of Sections 196, 197 and all other applicable provisions of the Act, including Schedule V, the resolution for re-appointment of Mr. Banerjee as Whole-time Director designated as Executive Director–Operations and payment of remuneration to him as set out at Item No. 8 of the Notice is placed before the members for their approval by way of a Special Resolution.

A copy of the Agreement dated April 30, 2018 entered into with Mr. Banerjee is open for inspection by members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days except Saturdays, Sundays and Public Holidays upto the date of this Annual General Meeting.

The Board of Directors recommends the re-appointment of Mr. Banerjee as the Whole-time Director of the Company and the payment of remuneration to him for a further period of five (5) years with effect from May 7, 2018.

The Board recommends the Special Resolution as set out in Item No. 8 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives (except Mr. Arnab Banerjee and his relatives) are in any way, concerned or interested in the resolution set out at item no. 8 of the Notice.

Statement as per Part II of Schedule V of the Companies Act, 2013, is as under:

I. General Information:

1) Nature of industry: Automobile and Auto-ancillary

2) Date or expected date of commencement of commercial production: February 22, 1960

3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable

4) Financial performance (consolidated) based on given indicators:

(₹ in lacs)

Particulars	2017-18	2016-17
Revenue from operations	6,39,968	6,44,130
Profit before tax	36,732	46,565
Profit for the year	23,329	35,923

5) Foreign investments or collaborations, if any. Detail of Foreign Shareholders as on March 31, 2018 is as under:

Category	Sub-Category	No. of Shareholders	No. of Equity Shares held by them	% to the total capital of the Company
Promoter Group	Foreign Body Corporate	1	17,82,348	4.41%
Public	Foreign Body Corporate	1	14,21,375	3.51%
	Foreign Portfolio Investors	118	90,24,240	22.31%
	Overseas Corporate Body	1	37	00.00%
	Non-Resident Indian	306	1,32,523	0.33%

II. Information about the appointee:

1) Background details:

Mr. Arnab Banerjee, 54 years, was appointed as the Whole-time Director designated as Executive Director–Operations of the Company w.e.f. May 7, 2013. Mr. Banerjee comes with a vast experience and knowledge of FMCG & Paints sector and has more than 25 years of experience having worked in diverse industries at various locations. He has completed graduation from Indian Institute of Technology, Kharagpur in Mechanical Engineering in 1985. Subsequently, he did PGDM from Indian Institute of Management, Calcutta in 1987. Prior to joining CEAT Limited, Mr. Banerjee worked with Berger Paints and Marico Limited.

2) Past remuneration paid:

(₹ in lacs)

Description	2017-18	2016-17
Salary	2,42,60,052	2,33,43,946
Perquisites and Allowances	1,59,589	2,53,308
Others	10,73,180	9,78,477
Total	**2,54,92,821**	**2,45,75,731**

3) Recognition or awards: Nil

4) Job profile and his suitability:

At CEAT Limited, Mr. Banerjee spearheads the Sales, Marketing and Manufacturing functions and is responsible for driving revenue in Domestic, Exports & OE markets. He is also developing CEAT as the most Premium, Dynamic and Robust Brand. At the same time, he also handles integrated supply chain of CEAT. He joined CEAT as Vice President-Sales & Marketing on November 21, 2005 and later elevated as the Whole- time Director of the Company designated as Executive Director-Operations w.e.f. May 7, 2013.

5) Remuneration proposed: As per the details mentioned in the Special Resolution in the accompanying Notice.

6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

The proposed remuneration (duly approved by the Nomination and Remuneration Committee and the Board) is in line with the trends in the industry and is befitting Mr. Banerjee's competence.

7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Except to the extent of employment relationship, no such relationship between Mr. Banerjee with the Company or with managerial personnel. Mr. Banerjee holds 1,207 equity shares in the Company as on March 31, 2018.

III. Other information:

1) Reasons of loss or inadequate profits: Not applicable

2) Steps taken or proposed to be taken for improvement: Not applicable

3) Expected increase in productivity and profits in measurable terms: Not applicable

Item No. 9:

Pursuant to Sections 23, 42, 71 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, the Company is required to obtain the previous approval of its members by means of a Special Resolution for any offer or invitation to subscribe to non-convertible debentures is made by the Company on a private placement basis. Special Resolution can be obtained once in a year for all the offer(s) or invitation(s) for such debentures during that year.

In order to augment long term resources and for general corporate purposes *inter-alia*, financing of the ongoing capital expenditure for expansion of capacity, reduction of overall interest and finance cost as well as for general purposes including the restructuring/ replacement of high cost debt, the Company intends to offer invitation for subscription for secured/unsecured, non-convertible debentures/bonds or such other debt securities, in one or more series/tranches on private placement basis, not exceeding ₹ 5,00,00,00,000 (Rupees Five Hundred Crores only).

The members of the Company had, by passing a special resolution at the Annual General Meeting held on August 8, 2017, granted an approval to the Board to offer and issue Non- Convertible Debentures on private placement basis for an aggregate amount up to ₹ 5,00,00,00,000 (Rupees Five Hundred Crores only) in one or more tranches. The above resolution passed at that Annual General Meeting will be valid only till August 7, 2018.

The Board recommends the Special Resolution as set out in Item No. 9 of the Notice for approval of the Members.