

January 2, 2012

The National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No C/1, G Block  
Bandra Kurla Complex  
Bandra East  
Mumbai 400 051

**Sub: Quarterly Compliance Report on Corporate Governance for the quarter ended  
December 31, 2011**

Dear Sir,

Enclosed please find the Compliance Report under Clause 49 of the Listing Agreement for the quarter ended December 31, 2011 for your information and record.


Name of the Company: **CEAT LIMITED**  
Quarter ending on: **December 31, 2011**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	<b>49 (I)</b>		
(A) Composition of Board	49(IA)	Yes	
(B) Non executive Directors' Compensation and disclosures	49 (IB)	Yes	
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (I D)	Yes	
<b>II Audit Committee</b>	<b>49 (II)</b>		
(A) Qualified and Independent Audit Committee	49 (II A)	Yes	
(B) Meetings of Audit Committee	49 (II B)	Yes	
(C) Powers of the Audit Committee	49 (II C)	Yes	
(D) Role of Audit Committee	49 (II D)	Yes	
(E) Review of information by Audit Committee	49 (II E)	Yes	
<b>III Subsidiary Companies</b>	<b>(49 III)</b>	Yes	
<b>IV Disclosures</b>	<b>49 (IV)</b>		
(A) Basis of related party transactions	49 (IV A)	Yes	

(B) Disclosure of Accounting Treatment	49 (IV B)	-	Not Applicable
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	-	Not Applicable
(E) Remuneration of Directors	49 (IV E)	Yes	Complied for the year 2010-11
(F) Management	49 (IV F)	Yes	Complied for the year 2010-11
(G) Shareholders	49 (IV G)	Yes	Complied for the year 2010-11
V CEO/CFO Certification	49 (V)	Yes	Complied for the year 2010-2011
VI Report on Corporate Governance	49 (VI)	Yes	Complied for the year 2010-11
VII Compliance	49 (VII)	Yes	Complied for the year 2010-11

Thanking you,

Yours faithfully,  
For CEAT Limited

  
H N Singh Rajpoot  
Company Secretary

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