

April 09, 2015

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| Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 | The National Stock Exchange of India Limited Exchange Plaza, 5 th Floor Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai- 400 051 |
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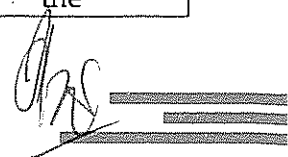
Sub: Quarterly Compliance Report on Corporate Governance for the quarter and year ended March 31, 2015.

Dear Sirs,

Enclosed please find the Compliance Report on Corporate Governance for the quarter and year ended March 31, 2015.

Name of the Company : CEAT LIMITED
Quarter ending on : March 31, 2015

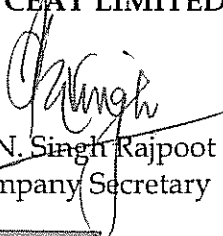
| Particulars | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|---|-----------------------------|--------------------------|---------------|
| II. Board of Directors | 49 (II) | | |
| (A) Composition of Board | 49 (II A) | Yes | |
| (B) Independent Directors | 49 (II B) | Yes | |
| (C) Non executive Directors' compensation and disclosures | 49 (II C) | Yes | |
| (D) Other Provisions as to Board and Committees | 49 (II D) | Yes | |
| (E) Code of Conduct | 49 (II E) | Yes | |
| (F) Whistle Blower Policy | 49(II F) | Yes | |
| | | | |
| III. Audit Committee | 49 (III) | | |
| (A) Qualified & Independent Audit Committee | 49 (III A) | Yes | |
| (B) Meeting of Audit Committee | 49 (III B) | Yes | |
| (C) Powers of Audit Committee | 49 (III C) | Yes | |
| (D) Role of Audit Committee | 49 (III D) | Yes | |
| (E) Review of Information by Audit Committee | 49 (III E) | Yes | |
| | | | |
| IV. Nomination and Remuneration Committee | 49(IV) | Yes | |
| | | | |
| V. Subsidiary Companies | 49 (V) | Yes | As of now the |



| | | | |
|---|-------------|-----|--|
| | | | Company does not have any material non listed Indian subsidiary company. |
| VI. Risk Management | 49 (VI) | Yes | |
| VII. Related Party Transactions | 49 (VII) | Yes | |
| VIII. Disclosures | 49(VIII) | | |
| (A) Related party transactions | 49 (VIII A) | Yes | |
| (B) Disclosure of Accounting Treatment | 49 (VIII B) | Yes | |
| (C) Remuneration of Directors | 49 (VIII C) | Yes | Disclosure will be made in the Annual Report for the year 2014-15 |
| (D) Management | 49 (VIII D) | Yes | Disclosure will be made in the Annual Report for the year 2014-15 |
| (E) Shareholders | 49 (VIII E) | Yes | Disclosure will be made in the Annual Report for the year 2014-15 |
| (F) Proceeds from public issues, rights issue, preferential issues, etc | 49 (VIII F) | Yes | |
| IX. CEO/CFO Certification | 49 (IX) | Yes | Will be complied with in the Annual Report of FY 2014-15 |
| X. Report on Corporate Governance | 49 (X) | Yes | Will be complied with in the Annual Report of FY 2014-15 |
| XI. Compliance | 49 (XI) | Yes | Disclosure will be made in the Annual Report for the year 2014-15 |

Thanking you,

Yours faithfully,
For **CEAT LIMITED**


H. N. Singh Rajpoot
Company Secretary