



July 13, 2016

**National Stock Exchange of India Limited**  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai 400051

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001

**Symbol : CEATLTD**

**Security Code: 500878**

**Sub: Corporate Governance Report for the quarter and year ended June 30, 2016**

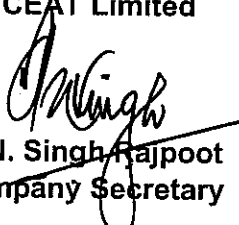
Dear Sir/Madam,

Pursuant to the Regulation 27 (2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular CIR/CFD/CMD/5/2015 dated September 24, 2015, please find attached herewith compliance reports on Corporate Governance for the quarter ended June 30, 2016.

Request you to kindly take the same on record and acknowledge receipt.

Thanking you,

Yours faithfully,  
For **CEAT Limited**

  
**H. N. Singh Rajpoot**  
Company Secretary

Encl: As above

## CEAT Limited

Compliance Report on Corporate Governance for the Quarter ending June 30, 2016

1. Name of Listed Entity: CEAT Limited
2. Quarter ending: June 30, 2016

I. Composition of Board of Directors as on June 30, 2016								
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson / Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the Current term/cessation	Tenure <sup>A</sup>	No. of Directorship in listed entities including this listed entity (Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity
Mr.	Harsh Vardhan Goenka	AABPG7041G 00026726	Chairman, Non-Executive Director	16.10.1981	NA	5	-	-
Mr.	Anant Vardhan Goenka	AENPG5875N 02089850	Executive Director (Managing Director)	01.04.2012 (Refer Note 1)	NA	2	-	-
Mr.	Arnab Banerjee	AAPPB2432A 06559516	Executive Director (Whole Time Director)	07.05.2013	NA	1	-	-
Mr.	Paras K. Chowdhary	ACBPC9088K 00076807	Non-Executive Director	01.04.2013	NA	2	2	-
Mr.	Hari L. Mundra	AAHPM7832R 00287029	Non-Executive Director	10.09.1998	NA	2	5*	-
Mr.	Mahesh S. Gupta	AAAPG4247R 00046810	Non-Executive- Independent Director	26.09.2014 (Refer Note 2)	5	4	7*	2
Mr.	Atul C. Choksey	ACUPC8493P 00002102	Non-Executive -Independent Director	26.09.2014 (Refer Note 3)	5	4	1*	-
Mr.	S. Doreswamy	ADLPR6188C 00042897	Non-Executive- Independent Director	26.09.2014 (Refer Note 4)	5	2	4*	2
Mr.	Haignreva Khaitan	AEVVK7531H 00005290	Non-Executive- Independent Director	26.09.2014 (Refer Note 5)	5	8	9*	2
Mr.	Kantikumar R. Podar	AACPP5471A 00086038	Non-Executive- Independent Director	26.09.2014 (Refer Note 6)	5	2	-	-
Mr.	Vinay Bansal	AADPB5570B 01674284	Non-Executive- Independent Director	26.09.2014 (Refer Note 7)	5	1	1	-



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### Compliance Report on Corporate Governance for the Quarter ending June 30, 2016

Ms.	Punita Lal	ABQPL3616A 03412604	Non-Executive -Independent Director	26.09.2014 (Refer Note 8)	5	3	-	-
Mr.	Ranjit Pandit	AFFPP4307R 00782296	Non-Executive-Independent Director	12.08.2015 (Refer Note 9)	5	1	-	-

^Tenure for current term

\*Membership includes Chairmanship of Committees. Membership in Unlisted Companies, if any is also included.

Notes:

1. Original Date of appointment of Mr. Anant Goenka as Additional Director is 21.12.2009
2. Original date of appointment of Mr. Mahesh Gupta is 02-05-2002
3. Original date of appointment of Mr. Atul C. Choksey is 28-01-2000
4. Original date of appointment of Mr. S. Doreswamy is 27-07-2000
5. Original date of appointment of Mr. Haigreve Khaitan is 29-07-1999
6. Original date of appointment of Mr. Kantikumar R. Podar is 27-09-1997
7. Original date of appointment of Mr. Vinay Bansal is 24-07-2009
8. Original date of appointment of Ms. Punita Lal is 29-04-2014.
9. Original date of appointment of Mr. Ranjit Pandit is 03-03-2015

#### I. Composition of Committees as on June 30, 2016

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	1. Mr. Mahesh S. Gupta	Non-Executive-Independent Director
	2. Mr. S. Doreswamy	Non-Executive-Independent Director
	3. Mr. Hari L. Mundra	Non-Executive Director
	4. Mr. Vinay Bansal	Non-Executive-Independent Director
2. Nomination & Remuneration Committee	1. Mr. Mahesh S. Gupta	Non-Executive-Independent Director
	2. Mr. S. Doreswamy	Non-Executive-Independent Director
	3. Mr. Paras K. Chowdhary	Non-Executive Director
3. Risk Management Committee	1. Mr. Mahesh S. Gupta	Non-Executive-Independent Director
	2. Mr. S. Doreswamy	Non-Executive-Independent Director
	3. Mr. Hari L. Mundra	Non-Executive Director
	4. Mr. Vinay Bansal	Non-Executive-Independent
4. Stakeholders Relationship Committee	1. Mr. S. Doreswamy	Non-Executive-Independent Director
	2. Mr. Mahesh S. Gupta	Non-Executive-Independent Director
	3. Mr. Paras K. Chowdhary	Non-Executive Director



## CEAT Limited

Compliance Report on Corporate Governance for the Quarter ending June 30, 2016

II. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date (s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings in number of days	
February 12,2016 and March 16,2016	April 27, 2016	32 days and 41 days respectively	
III. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee			
April 27, 2016	Quorum was present. All 4 Members were present throughout both the meeting	February 12, 2016 and March 16,2016	32 days and 41 days respectively
Stakeholders Relationship Committee			
April 27, 2016	Quorum was present. All 3 Members were present throughout the meeting	January 28, 2016	89 days
Nomination and Remuneration Committee			
April 27, 2016	N.A.	No meeting held in the previous quarter	N.A.
Risk Management Committee			
No meeting held in the relevant quarter	Quorum was present. All 4 Members were present throughout the meeting	February 12, 2016	N.A.
IV. Related Party Transactions			
Subject	Compliance Status (Yes/No/NA)		
Whether prior approval of Audit Committee obtained	Yes		
Whether shareholder approval obtained for material RPT	NA		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes		



[Handwritten Signature]

## CEAT Limited

Compliance Report on Corporate Governance for the Quarter ending June 30, 2016

### V. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following Committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & Remuneration Committee
  - c. Stakeholders Relationship Committee
  - d. Risk Management Committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, wherever applicable.
5. The report submitted in the previous quarter had been placed before Board of Directors and there were no comments/observations/advice of Board of Directors on the said report. This report will be placed before the Board of Directors in ensuing meeting.

For CEAT Limited

  
H. N. Singh Rajpoot  
Company Secretary

13/7/2016

