

CEAT Limited

Compliance Report on Corporate Governance for the Quarter ending September 30, 2017

1. Name of Listed Entity: CEAT Limited
2. Quarter ending : September 30, 2017

| I. Composition of Board of Directors as on September 30, 2017 | | | | | | | | |
|---|----------------------|----------|--|---|---------------------|---|--|--|
| Title (Mr./Ms) | Name of the Director | DIN | Category (Chairperson / Executive/Non-Executive/Independent/Nominee) | Date of Appointment in the Current term/cessation | Tenure [^] | 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 | 00026726 | Chairman, Non-Executive Director | 16.10.1981 | NA | 5 | - | - |
| Mr. | Anant Vardhan Goenka | 02089850 | Executive Director (Managing Director) | 01.04.2017 (Refer Note 1) | NA | 2 | - | - |
| Mr. | Arnab Banerjee | 06559516 | Executive Director (Whole Time Director) | 07.05.2013 | NA | 1 | - | - |
| Mr. | Paras K. Chowdhary | 00076807 | Non-Executive -Independent Director | 09.08.2016 (Refer Note 2) | 5 years | 2 | 3 | - |
| Mr. | Hari L. Mundra | 00287029 | Non-Executive Director | 10.09.1998 | NA | 2 | 6 | - |
| Mr. | Mahesh S. Gupta | 00046810 | Non-Executive- Independent Director | 26.09.2014 (Refer Note 3) | 5 years | 4 | 7 | 2 |
| Mr. | Atul C. Choksey | 00002102 | Non-Executive -Independent Director | 26.09.2014 (Refer Note 4) | 5 years | 2 | - | - |
| Mr. | S. Doreswamy | 00042897 | Non-Executive- Independent Director | 26.09.2014 (Refer Note 5) | 5 years | 2 | 4 | 3 |
| Mr. | Haigreve Khaitan | 00005290 | Non-Executive- Independent Director | 26.09.2014 (Refer Note 6) | 5 years | 6 | 8 | 2 |
| Mr. | Vinay Bansal | 01674284 | Non-Executive- Independent Director | 26.09.2014 (Refer Note 7) | 5 years | 1 | 1 | - |
| Ms. | Punita Lal | 03412604 | Non-Executive -Independent Director | 26.09.2014 (Refer Note 8) | 5 years | 3 | - | - |
| Mr. | Ranjit Pandit | 00782296 | Non-Executive-Independent Director | 12.08.2015 (Refer Note 9) | 5 years | 1 | - | - |

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^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 and as Managing Director is 01.04.2012.
2. Original Date of appointment of Mr. Paras K. Chowdhary is 01-04-2013
3. Original date of appointment of Mr. Mahesh Gupta is 02-05-2002
4. Original date of appointment of Mr. Atul C. Choksey is 28-01-2000
5. Original date of appointment of Mr. S. Doreswamy is 27-07-2000
6. Original date of appointment of Mr. Haigreve Khaitan is 29-07-1999
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

II. Composition of Committees as on September 30, 2017

| 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 - Independent 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 Director |
| 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-Independent Director |

III. 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 |
|---|--|--|
| April 28, 2017 | August 3, 2017 | 96 days |

IV. Meeting of Committees

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| 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 | | | |
| August 3, 2017 | Quorum was present. 3 Members were present throughout the meeting except Mr. Hari L Mundra, who was granted a leave of absence. | April 27, 2017 | 97 days |
| Stakeholders Relationship Committee | | | |
| August 3, 2017 | Quorum was present. All 3 Members were present throughout the meeting | April 28, 2017 | 96 days |
| Nomination and Remuneration Committee | | | |
| July 6, 2017 | Quorum was present. All 3 Members were present throughout the meeting | April 28, 2017 | 68 days |
| Risk Management Committee | | | |
| August 3, 2017 | Quorum was present. 3 Members were present throughout the meeting except Mr. Hari L Mundra, who was granted a leave of absence. | No meeting held in the previous quarter | |
| V. 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 | |
| VI. Affirmations | | | |

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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

**Sd/-
Shruti Joshi
Company Secretary**

CEAT Limited

Compliance Report on Corporate Governance for the Quarter ending September 30, 2017

Compliance Report on Corporate Governance at the end of 6 months after end of financial year 2016-17 along-with second quarter report of 2017-18

| I Affirmations | | |
|--|--------------------------------------|--|
| Broad heading | Regulation Number | Compliance status (Yes/No/NA) <small>refer note below</small> |
| <i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i> | 46(2) | Yes |
| <i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i> | 18(1)(d) | Yes |
| <i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i> | 19(3) | Yes |
| <i>Whether "Corporate Governance Report" disclosed in Annual Report</i> | 34(3) read with para C of Schedule V | Yes |
| <p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p> | | |
| <p>For CEAT Limited</p> <p>Sd/-</p> <p>Shruti Joshi Company Secretary</p> | | |