

August 10, 2012

The Bombay Stock Exchange limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai 400 001

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: Proceedings of the Annual General Meeting held on August 10, 2012**

Dear Sir,

Pursuant to Clause 31 of the Listing Agreement entered into with the Stock Exchange, we hereby enclose a copy of the proceedings of the Annual General Meeting held on August 10, 2012.

Kindly take the above on record and acknowledge receipt.

Thanking you,

Yours faithfully  
For CEAT Limited



H. N. Singh Rajpoot  
Company Secretary

**Proceedings of the Annual General Meeting held on Friday, August 10, 2012**

The 53<sup>rd</sup> Annual General Meeting of the Company was held on Friday, August 10, 2012 at Ravindra Natya Mandir, P.L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai 400 025 at 3.00 p.m.

In the absence of Dr. R P Goenka, Chairman of the Company, the meeting was presided over by Mr. H V Goenka, Vice Chairman of the Company. The requisite quorum was present when the Chairman called the meeting to order at 3.00 p.m. 90 attendance slips had been deposited by the members for recording their presence. The Company had received 26 proxies from members for 8,94,383 equity shares representing 2.61% of the equity shares capital and 7 representations for 1,79,04,977 equity shares representing 52.29% of the equity share capital from member bodies corporate.

As instructed by the Chairman of the meeting, the Company Secretary, Mr. H. N. Singh Rajpoot, read out the Auditor's Report. Thereafter, the Chairman rose to address the meeting and made his statement on the performance and the future outlook of the Company. The Chairman also made a brief declaration of the excellent results achieved by the Company in the first quarter of the financial year 2012-2013.

After his address to the shareholders, the Chairman invited shareholders to propose the resolution at Item No. 1 in the Notice i.e adoption of the Balance Sheet and Statement of Profit & Loss Account for the year ended March 31, 2012, the Report of the Auditor's thereon and the Report of the Directors as an Ordinary Resolution. Ms. Shobhana Mehta, shareholder of the Company proposed the resolution and the same was seconded by Mr. J. P. Maheshwari. The Chairman then invited the shareholders, to give their comments, if any.

Eight shareholders made brief speeches and placed their queries, comments, views and requests before the meeting. After responding to the same, the Chairman put the first resolution to vote by show of hands. The resolution was passed unanimously.

The Chairman then moved on to the second resolution on the Agenda, i.e. declaration of dividend of 10% as recommended by the Board of Directors of the Company. The resolution was proposed as an Ordinary Resolution by Mr. B. V. Joshi and seconded by Mr. Jogidasani. This resolution when put to vote on show of hands was passed unanimously by the shareholders.

The resolution at Item no 3 of the Notice relating to the re-appointment of Mr. Mahesh S Gupta was proposed by Mr. J. P. Maheshwari as an Ordinary Resolution and seconded by Mr. Shobhana Mehta. This resolution was then put to vote on a show of hands and was passed unanimously.



The resolution at Item No. 4 of the Notice i.e. re-appointment of Mr. Haigreve Khaitan as Director of the Company was proposed as an Ordinary Resolution by Mr. Ronald Fernandez and seconded by Mr. B. V. Joshi. This resolution was then put to vote on show of hands and was passed unanimously.

The resolution at Item No. 5 of the Notice i.e. re-appointment of Mr. K R Podar as Director of the Company was proposed as an Ordinary Resolution by Mr. Janak Mathuradas and seconded by Mr. J. P. Maheshwari. This resolution was then put to vote on show of hands and was passed unanimously.

The Chairman then moved on to the Special Business mentioned in the Notice.

The resolution at Item No. 6 of the Notice relating to the appointment of auditors M/s S R Batliboi & Associates as Statutory Auditors of the Company was proposed as an Ordinary Resolution by Mr. B. V. Joshi and seconded by Mr. Ronald Fernandez. This resolution when put to vote on show of hands was passed unanimously.

The resolution at Item No. 7 of the Notice relating to the appointment of Mr Paras K Chowdhary, as Director of the Company was proposed as an Ordinary Resolution by Ms. Shobhana Mehta and seconded by Mr. B. V. Joshi. This resolution, when put to vote on show of hands was passed unanimously.

Resolution at Item No. 8 of the Notice related to the remuneration payable to Mr. Paras K Chowdhary for the financial year April 1, 2012 to March 13, 2013. The resolution was proposed as a Special Resolution by Mr. Ronald Fernandez and seconded by Mr. Janak Mathuradas. This resolution, when put to vote on show of hands was passed unanimously.

The Chairman being interested in the resolution at Item No. 9 of the Notice vacated the Chair for consideration of the Special Resolution relating to payment of remuneration for Mr Anant Vardhan Goenka, Managing Director of the Company for a period of 3 (three) financial years viz. 2012-13, 2013-14 and 2014-15.

Mr. Hari L. Mundra, with the approval of the shareholders, took over the Chair and requested shareholders to propose the resolution as a Special Resolution. Mr. J. P. Maheshwari proposed the resolution at Item No.9 and Mr. Ronald Fernandez seconded the same. This resolution, when put to vote on show of hands was passed unanimously.

Ms. Shobhana Mehta proposed a vote of thanks to the Chair. The meeting terminated with a vote of thanks to the Chair.

  
-f- 10.8.2012