August 13, 2015

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex,
Bandra (East), Mumbai 400 051

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001

Sub: Proceedings of Fifty-sixth Annual General Meeting (AGM) held on Wednesday, August 12, 2015

Pursuant to Clause 31 of the Listing Agreement entered into with the Stock Exchanges, we hereby enclose a copy of the proceedings of the fifty-sixth Annual General Meeting held on Wednesday, August 12, 2015.

Kindly take the above on record and acknowledge receipt.

Thanking you,

Yours faithfully,
For **CEAT Limited**

CEAT LIMITED 463, Dr. A. B. Road WORLI, MUMBAI-30

H. N. Singh Rajpoot
Company Secretary

Encl: As above

Proceedings of the Annual General meeting held on Wednesday, August 12, 2015:

1. The fifty-sixth Annual General Meeting (AGM) of the Company was held on Wednesday, August 12, 2015 at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai 400 025 at 3.00 p.m.

2. Mr. H. V. Goenka, Chairman of the Company, chaired the meeting and after ascertaining the quorum, called the meeting to order at 3.00 p.m. The Chairman then commenced the proceedings by welcoming the shareholders and introduced the Directors on dais and made his statement inter-alia the industry scenario, financial performance, new products developed and future outlook etc.

3. The Chairman therefore, with the permission of members, took the Notice already sent to the members as read and mentioned that the Auditors Report as well as Secretarial Auditors Report did not contain any qualification, observation or comment. Hence, it was not required to read the Auditors Report as well as Secretarial Auditors Report at the meeting.

4. Thereafter, the Chairman:

   a) Invited the shareholders to offer their comments & suggestions, if any.
   b) Few shareholders addressed the meeting and raised certain queries on the Company's performance which were answered by the Chairman.

5. The Chairman then informed the shareholders that the Company:

   i. Had pursuant to Section 108 of the Companies Act, 2013 and Clause 35B of the Listing Agreement provided the facility of e-voting and physical ballot to the shareholders, for voting on the resolutions contained in the Notice calling the AGM.
   ii. Propose to extend physical ballot facility to those shareholders who did not exercise the above facilities earlier.

6. Accordingly, the Chairman ordered the poll at meeting on the following items listed in the Notice of the Meeting:

Sr. No.	Particulars	Ordinary/Special Resolution
1.	Adoption of Audited Financial Statements including the Consolidated Financial Statements for the year ended March 31, 2015, the Report of the Auditors' thereon and the Report of the Directors' for the year ended on that date.	Ordinary

CEAT LIMITED 463, Dr. A. B. Road WORLI, MUMBAI

2.	Declaration of dividend on Equity shares.	Ordinary
3.	Re-appointment of Mr. Hari L. Mundra (DIN: 00287029) as a Director of the Company, retiring by rotation.	Ordinary
4.	Ratification of the appointment of Statutory Auditors of the Company.	Ordinary
5.	Appointment of Mr. Ranjit V. Pandit (DIN: 00782296) as an Independent Director of the Company.	Special
6.	Ratification of remuneration payable to M/s N. I. Mehta & Co., Cost Auditors of the Company.	Ordinary
7.	Adoption of new set of draft Articles as contained in Articles of Association in substitution of the existing Articles of Association of the Company.	Special

7. Thereafter, Ms. Jigyasa Ved, a practising Company Secretary, the Scrutinizer conducted the Poll in accordance with the provisions of the Companies Act, 2013 and the Listing Agreement. The Chairman then mentioned that the results would be declared on or before August 14, 2015 on the website of the Company.

8. Thereafter, the meeting concluded with a vote of thanks to the chair.

9. The Scrutinizer prepared combined results of votings as aforesaid and made her report to the Chairman.

10. Chairman declared on August 13, 2015 that all the items mentioned above at point No.6 have been passed with the requisite majority.

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