August 22, 2013

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 Annual General Meeting held on Thursday, August 22, 2013

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 Thursday, August 22, 2013.

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 Thursday, August 22, 2013

The 54th Annual General Meeting of the Company was held on Thursday, August 22, 2013 at Ravindra Natya Mandir, P.L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai 400 025 at 10:00 a.m.

Mr. H. V. Goenka, Chairman of the Company, chaired the meeting. The requisite quorum was present when the Chairman called the meeting to order at 10:00 a.m. The Chairman commenced the proceedings by welcoming the Members and introduced the Directors on dias.

Thereafter, the Chairman rose to address the meeting and made his statement on the industry scenario, performance, products, future outlook and the preferential allotment to M/s Instant Holdings Limited, the Promoters of the Company.

The Chairman of the meeting then requested the Company Secretary, Mr. H. N. Singh Rajpoot, to read the Auditors' Report. He then invited the 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, 2013, the Report of the Auditor's thereon and the Report of the Directors as an Ordinary Resolution. Mr. Anil Parikh, shareholder of the Company proposed the resolution and the same was seconded by Ms. Shobhana Mehta. The Chairman then invited the shareholders, to give their comments, if any.

16 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, which was declaration of dividend of 40% i.e. Rs. 4/- per share of face value of Rs. 10/- each. as recommended by the Board of Directors of the Company. The resolution was proposed as an Ordinary Resolution by Mr. Bharat Shah and seconded by Mr. V. Mascarenhas. 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. Atul C Choksey was proposed by Mr. Abid Lala as an Ordinary Resolution and seconded by Mr.G. Bharucha. 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. Hari L. Mundra as Director of the Company was proposed as an Ordinary Resolution by Mr. J. P. Maheshwari and seconded by Mr. B. V. Joshi. This resolution was then put to vote on show of hands and was passed unanimously.

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

The Chairman being interested in the resolution at Item No. 5 of the Notice i.e. his re-appointment as Director of the Company, vacated the Chair. The members elected Mr. S. Doreswamy to take the chair at the meeting for this resolution, which was then proposed by Mr. Michael Martins and seconded by Mr. V. Mascarenhas. Mr. S. Doreswamy then put the said resolution to vote on show of hands which was passed with majority vote.

Mr. Goenka then resumed the Chiar and moved the resolution at Item No. 6 of the Notice relating to the re-appointment of Messers S R Batliboi & Associates LLP. This was proposed by Mr. Rohit Merchant as an Ordinary Resolution and seconded by Ms. Smita Shah. 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. 7 of the Notice relating to the appointment of Mr. Arnab Banerjee, as Director of the Company was proposed as an Ordinary Resolution by Mr. Ronald Fernandes and seconded by Mr. G. Bharucha. This resolution, when put to vote on show of hands, was passed unanimously.

Resolution at Item No. 8 of the Notice relating to the appointment of Mr. Arnab Banerjee as the whole-time Director and the remuneration payable to Mr. Banerjee for a period of 5(five) years. The resolution was proposed as a Special Resolution by Ms. Shobhana Mehta and seconded by Ms. Smita Shah. This resolution, when put to vote on show of hands, was passed unanimously.

Resolution at Item No. 9 of the Notice relating to the appointment of Mr. Kunal Mundra, a relative of Mr. Hari L. Mundra Director of the Company, to hold an office or place of profit in the Company w.e.f. January 01, 2014 or date of approval of Central Government whichever is earlier. The resolution was proposed as a Special Resolution by Mr. Abid Lala and seconded by Mr. Bharat Shah. This resolution, when put to vote on show of hands, was passed unanimously.

Resolution at Item No. 10 of the Notice relating to payment of commission to the Directors of the Company who is / are neither in whole-time employment nor Managing Directors of the Company for a period of 5 (five) years. The resolution was proposed as a Special Resolution by Ms. Shobhana Mehta and seconded by Ms. Smita Shah. This resolution, when put to vote on show of hands, was passed unanimously.

Vote of thanks to the Chair was then proposed by Mr. J. P. Maheshwari. The meeting, thereafter, terminated with a vote of thanks to the Chair.

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