

August 26, 2011

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

The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No C/1, G Block
Bandra Kurla Complex
Bandra East
Mumbai 400 051

Dear Sirs,

Sub: Proceedings of the Annual General Meeting held on August 26, 2011

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 26, 2011.

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 26, 2011.

The 52nd Annual General Meeting of the Company was held on Friday, August 26, 2011 at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai 400 025 at 3.30p.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 3.30 p.m. 79 attendance slips had been deposited by the members for recording their presence. The Company had received 29 proxies from members for 15,11,065 equity shares and 10 representations for 1,82,67,890 equity shares from member bodies corporate.

As instructed by the Chairman of the meeting, the Company Secretary, Mr. H. N. Singh Rajpoot, then 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.

After the Chairman's address to the shareholders, Mr. H. V. Goenka, Chairman proposed Resolution for Item No. 1 in the Notice i.e. adoption of the Balance Sheet and Profit & Loss Account for the year ended March 31, 2011, the Report of the Auditor's thereon and the Report of the Directors as an Ordinary Resolution. Mrs. C. Mascernhas, shareholder of the Company seconded the Resolution. 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 satisfactorily 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 next resolution at Item No. 2 of the Notice, i.e. declaration of dividend @ 20% for the financial year 2010-2011. The Resolution was proposed as an Ordinary Resolution by Mr. Rusi S. Khambata and seconded by Mr. Beruz Pourdehi. This resolution when put to vote on show of hands was passed unanimously by the shareholders.

After this resolution, the Chairman vacated the Chair for consideration of the resolution relating to his re-appointment as a Director retiring by rotation. For this item, Mr. Hari L. Mundra was elected as Chairman. He then took the Chair and requested the shareholders to propose/second the said resolution. Mr. B. V. Joshi proposed the resolution as an Ordinary Resolution and Mr. Beruz Pourdehi seconded the same. This resolution was then put to vote on a show of hands and was passed unanimously.



Thereafter, Mr. Hari L. Mundra vacated the Chair and Mr. H. V. Goenka occupied the Chair again. The Chairman put Resolution at Item No. 4 of the Notice i.e re-appointment of Mr. S. Doreswamy for consideration of the shareholders. The Resolution was proposed as an Ordinary Resolution by Mr. Beruz Pourdehi and seconded by Mr. Sunderlal S. Talreja. This resolution was then put to vote on show of hands and was passed unanimously.

Resolution to Item No. 5 of the Notice i.e re-appointment of Mr. Bansi S. Mehta was proposed as an Ordinary Resolution by Mr. Beruz Pourdehi and seconded by Mr. Rusi S. Khambata. The resolution was then put to vote on show of hands and passed unanimously.

Resolution to Item No. 6 of the Notice relating to the re-appointment of auditors M/s N. M. Rajji & Co as Statutory Auditors of the Company was proposed as an Ordinary Resolution by Mr. P. D. Shah and seconded by B. V. Joshi. This resolution when put to vote on show of hands was passed unanimously.

Resolution to Item No. 7 of the Notice i.e appointment of Mr. Vinay Bansal was proposed as an Ordinary Resolution by Mr. Beruz Pourdehi and seconded by Mr. B. V. Joshi. The resolution was then put to vote on show of hands and passed unanimously.

The meeting terminated with a vote of thanks to the Chair.

