

April 09, 2015

Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, 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
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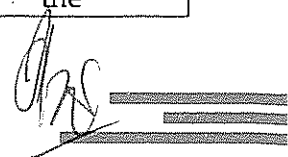
**Sub: Quarterly Compliance Report on Corporate Governance for the quarter and year ended March 31, 2015.**

Dear Sirs,

Enclosed please find the Compliance Report on Corporate Governance for the quarter and year ended March 31, 2015.

**Name of the Company : CEAT LIMITED**  
**Quarter ending on : March 31, 2015**

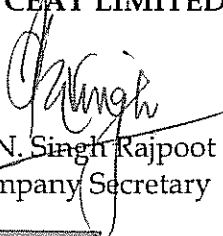
Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (II A)	Yes	
(B) Independent Directors	49 (II B)	Yes	
(C) Non executive Directors' compensation and disclosures	49 (II C)	Yes	
(D) Other Provisions as to Board and Committees	49 (II D)	Yes	
(E) Code of Conduct	49 (II E)	Yes	
(F) Whistle Blower Policy	49( II F)	Yes	
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	
(B) Meeting of Audit Committee	49 (III B)	Yes	
(C) Powers of Audit Committee	49 (III C)	Yes	
(D) Role of Audit Committee	49 (III D)	Yes	
(E) Review of Information by Audit Committee	49 (III E)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49(IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	Yes	As of now the



			Company does not have any material non listed Indian subsidiary company.
<b>VI. Risk Management</b>	49 (VI)	Yes	
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	
<b>VIII. Disclosures</b>	49(VIII)		
(A) Related party transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	Disclosure will be made in the Annual Report for the year 2014-15
(D) Management	49 (VIII D)	Yes	Disclosure will be made in the Annual Report for the year 2014-15
(E) Shareholders	49 (VIII E)	Yes	Disclosure will be made in the Annual Report for the year 2014-15
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	Yes	
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	Will be complied with in the Annual Report of FY 2014-15
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Will be complied with in the Annual Report of FY 2014-15
<b>XI. Compliance</b>	49 (XI)	Yes	Disclosure will be made in the Annual Report for the year 2014-15

Thanking you,

Yours faithfully,  
For **CEAT LIMITED**

  
H. N. Singh Rajpoot  
Company Secretary