

## CEAT Limited

Compliance Report on Corporate Governance for the Quarter ending December 31, 2015

1. Name of Listed Entity: CEAT Limited
2. Quarter ending: December 31, 2015

### I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson / Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the Current term/cessation	Tenure <sup>^</sup>	No. of Directorship in listed entities including this listed entity (Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity
Mr.	Harsh Vardhan Goenka	00026726	Chairman Non-Executive Director	16.10.1981	NA	5	-	-
Mr.	Anant Vardhan Goenka	02089850	Executive Director (Managing Director)	21.12.2009	NA	2	-	-
Mr.	Arnab Banerjee	06559516	Executive Director (Whole Time Director)	07.05.2013	NA	1	-	-
Mr.	Paras K. Chowdhary	00076807	Non-Executive Director	01.04.2012	NA	2	2	-
Mr.	Hari L. Mundra	00287029	Non-Executive Director	10.09.1998	NA	2	5	-
Mr.	Mahesh S. Gupta	00046810	Non-Executive- Independent Director	26.09.2014 (Refer Note 1)	5	4	6*	3
Mr.	Atul C. Choksey	00002102	Non-Executive -Independent Director	26.09.2014 (Refer Note 2)	5	4	1*	1
Mr.	S. Doreswamy	00042897	Non-Executive- Independent Director	26.09.2014 (Refer Note 3)	5	2	3*	2
Mr.	Haigreve Khaitan	00005290	Non-Executive- Independent Director	26.09.2014 (Refer Note 4)	5	7	8*	2
Mr.	Kantikumar R. Podar	00086038	Non-Executive- Independent Director	26.09.2014 (Refer Note 5)	5	2	-	-
Mr.	Vinay Bansal	01674284	Non-Executive- Independent Director	26.09.2014 (Refer Note 6)	5	1	1	-

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Ms.	Punita Lal	03412604	Non-Executive -Independent Director	26.09.2014 (Refer Note 7)	5	2	-	-
Mr.	Ranjit Pandit	00782296	Non-Executive-Independent Director	12.08.2015 (Refer Note 8)	5	1	-	-

^Tenure for current term

\*Membership includes Chairmanship of Committees

Notes:

1. Original date of appointment of Mr. Mahesh Gupta is 02-05-2002
2. Original date of appointment of Mr. Atul C. Choksey is 28-01-2000
3. Original date of appointment of Mr. S. Doreswamy is 27-07-2000
4. Original date of appointment of Mr. Haigreve Khaitan is 29-07-1999
5. Original date of appointment of Mr. Kantikumar R. Podar is 27-09-1997
6. Original date of appointment of Mr. Vinay Bansal is 24-07-2009
7. Original date of appointment of Ms. Punita Lal is 29-04-2014.
8. Original date of appointment of Mr. Ranjit Pandit is 03-03-2015.

### I. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	1. Mr. Mahesh S. Gupta	Non-Executive-Independent Director
	2. Mr. S. Doreswamy	Non-Executive-Independent Director
	3. Mr. Hari L. Mundra	Non-Executive Director
	4. Mr. Vinay Bansal	Non-Executive-Independent Director
2. Nomination & Remuneration Committee	1. Mr. Mahesh S. Gupta	Non-Executive-Independent Director
	2. Mr. S. Doreswamy	Non-Executive-Independent Director
	3. Mr. Paras K. Chowdhary	Non-Executive Director
3. Risk Management Committee	1. Mr. Mahesh S. Gupta	Non-Executive-Independent Director
	2. Mr. S. Doreswamy	Non-Executive-Independent Director
	3. Mr. Hari L. Mundra	Non-Executive Director
	4. Mr. Vinay Bansal	Non-Executive-Independent
4. Stakeholders Relationship Committee	1. Mr. S. Doreswamy	Non-Executive-Independent Director
	2. Mr. Mahesh S. Gupta	Non-Executive-Independent Director
	3. Mr. Paras K. Chowdhary	Non-Executive Director

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II. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date (s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings in number of days	
July 22, 2015, September 07, 2015	October 27, 2015	49 days	
III. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee			
October 27, 2015	Quorum was present. 3 members out of total 4 members were present throughout the meeting	July 22, 2015	96 days
Stakeholders Relationship Committee			
October 27, 2015	Quorum was present. All 3 members were present throughout the meeting	July 22, 2015	96 days
Nomination and Remuneration Committee			
No meeting held in the relevant quarter	N.A.	July 22, 2015	N.A.
Risk Management Committee			
No meeting held in the relevant quarter	N.A.	July 22, 2015	N.A.
IV. Related Party Transactions			
Subject	Compliance Status (Yes/No/NA)		
Whether prior approval of audit committee obtained	Yes		
Whether shareholder approval obtained for material RPT	NA		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA		

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### V. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in Erstwhile Listing Agreement or SEBI (Listing obligations and disclosure requirements) Regulations, 2015, wherever applicable.
5. This report will be placed before the Board of Directors in ensuing meeting.

**For CEAT Limited**

**H. N. Singh Rajpoot**  
**Company Secretary**