



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: Voting Results for the resolution passed at the Fifty-sixth Annual General Meeting held on Wednesday, August 12, 2015

Dear Sir,

Pursuant to Clause 35A of the Listing Agreement entered into with Stock Exchanges, we enclose herewith the voting results declared for the resolutions passed at the Fifty-sixth Annual General Meeting held on Wednesday, August 12, 2015.

- Date of AGM : August 12, 2015
- Total number of shareholders on record date : 57818
- No. of shareholders present in the meeting either in person or through Proxy:
 - Promoter & Promoter Group : 8 (6 through Authorised Representative)
 - Public : 120 (1 through Authorised Representative)
- No. of shareholders attended the meeting through Video Conferencing:
 - Promoter & Promoter Group : Nil
 - Public : Nil
- The details of resolutions passed in the Annual General Meeting is enclosed as Annexure A

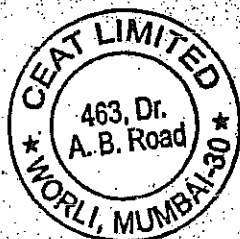
Kindly take above on record and acknowledge receipt.

Thanking You,

Yours faithfully
For CEAT Limited

H. N. Singh Rajpoot
Company Secretary

Encl: As above



Resolution No.1

Ordinary Resolution- 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:

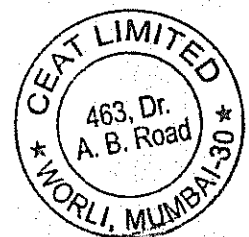
Details for reporting as per Clause 35A of listing agreement based on result of Evoting/Poll								
	Promoter/Public	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	20533738	20533738	100.00	20533738	0	100.00	0.00
2	Public - Institutional holders	11340926	6190241	54.58	6190241	0	100.00	0.00
3	Public-Others	8436768	1871	0.02	1871	0	100.00	0.00
	Grand Totals	40311432	26725850	66.30	26725850	0	100.00	0.00

Resolution No. 2

Ordinary Resolution- Declaration of dividend on Equity shares.

Details for reporting as per Clause 35A of listing agreement based on result of Evoting/Poll								
	Promoter/Public	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	20533738	20533738	100.00	20533738	0	100.00	0.00
2	Public - Institutional holders	11340926	6190241	54.58	6190241	0	100.00	0.00
3	Public-Others	8436768	1881	0.02	1881	0	100.00	0.00
	Grand Totals	40311432	26725860	66.30	26725860	0	100.00	0.00

[Handwritten Signature]



Resolution No. 3

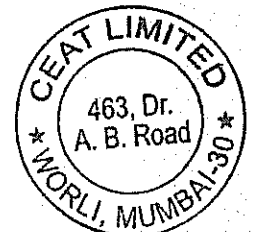
Ordinary Resolution- Re-appointment of Mr. Hari L. Mundra (DIN: 00287029) as a Director of the Company.

Details for reporting as per Clause 35A of listing agreement based on result of Evoting/Poll								
	Promoter/Public	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	20533738	20533738	100.00	20533738	0	100.00	0.00
2	Public - Institutional holders	11340926	6190241	54.58	5735372	454869	92.65	7.35
3	Public-Others	8436768	1881	0.02	1878	3	99.84	0.16
	Grand Totals	40311432	26725860	66.30	26270988	454872	98.30	1.70

Resolution No. 4

Ordinary Resolution- Ratification of the appointment of Statutory Auditors of the Company, retiring by rotation.

Details for reporting as per Clause 35A of listing agreement based on result of Evoting/Poll								
	Promoter/Public	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	20533738	20533738	100.00	20533738	0	100.00	0.00
2	Public - Institutional holders	11340926	6190241	54.58	6190241	0	100.00	0.00
3	Public-Others	8436768	1881	0.02	1881	0	100.00	0.00
	Grand Totals	40311432	26725860	66.30	26725860	0	100.00	0.00



Resolution No. 5

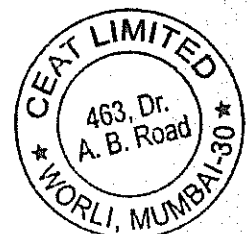
Special Resolution- Appointment of Mr. Ranjit V Pandit DIN: (00782296) as an Independent Director of the Company.

Details for reporting as per Clause 35A of listing agreement based on result of Poll								
	Promoter/Public	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	20533738	20533738	100.00	20533738	0	100.00	0.00
2	Public - Institutional holders	11340926	6190241	54.58	6190241	0	100.00	0.00
3	Public-Others	8436768	1881	0.02	1881	0	100.00	0.00
	Grand Totals	40311432	26725860	66.30	26725860	0	100.00	0.00

Resolution No. 6

Ordinary Resolution- Ratification of remuneration payable to M/s N. I. Mehta & Co., Cost Auditors of the Company

Details for reporting as per Clause 35A of listing agreement based on result of Evoting/Poll								
	Promoter/Public	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	20533738	20533738	100.00	20533738	0	100.00	0.00
2	Public - Institutional holders	11340926	6190241	54.58	6190241	0	100.00	0.00
3	Public-Others	8436768	1881	0.02	1878	3	99.84	0.16
	Grand Totals	40311432	26725860	66.30	26725857	3	100.00	0.00

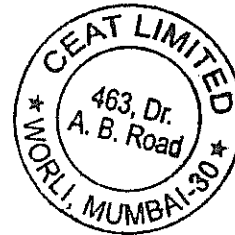
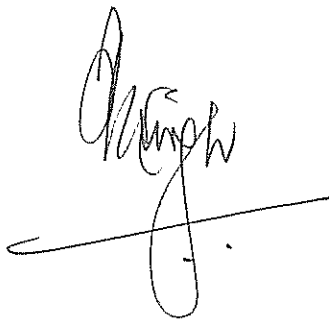



Resolution No. 7

Special Resolution- Adoption of new set of draft Articles as contained in Articles of Association in substitution of the existing Articles of Association of the Company.

Details for reporting as per Clause 35A of listing agreement based on result of Evoting/Poll								
	Promoter/Public	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
1	Promoter and Promoter Group	20533738	20533738	100.00	20533738	0	100.00	0.00
2	Public - Institutional holders	11340926	5867033	51.73	5343233	523800	91.07	8.93
3	Public-Others	8436768	1881	0.02	1881	0	100.00	0.00
	Grand Totals	40311432	26402652	65.50	25878852	523800	98.02	1.98

Note: The number of votes polled includes invalid votes also.



PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

To,
The Chairman
CEAT LIMITED
463, Dr. Annie Besant Road,
Worli,
Mumbai-400030

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting at the Annual General Meeting of Ceat Limited held on Wednesday, August 12, 2015 at 3.00 p.m.

I, Jigyasa Ved, of M/s. Parikh & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Ceat Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, to conduct the remote e-voting process in respect of the below mentioned resolutions passed at the Annual General Meeting of Ceat Limited held on Wednesday, August 12, 2015 at 3.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on August 12, 2015.

The Notice dated May 22, 2015 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company.



The Company had also provided voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of August 05, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Sunday, August 09, 2015 at 09:00 a.m. (IST) and ended on Tuesday, August 11, 2015 at 05:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system.

I now submit my consolidated Report as under on the result of the remote e-voting and voting at the meeting in respect of the said Resolutions.



Resolution 1: Ordinary Resolution

Adoption of the Audited Financial Statements including the Consolidated Financial Statements for the financial year ended March 31, 2015, the Reports of the Auditors thereon and the Report of the Directors for the year ended on that date.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
130	2,67,25,850	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	N.A.

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
6	489



Resolution 2: Ordinary Resolution

Declaration of dividend on Equity shares.

(i) Voted in favour of the resolution:

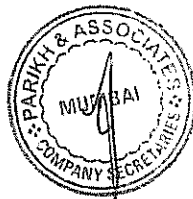
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
131	2,67,25,860	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	N.A.

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
6	489



Resolution 3: Ordinary Resolution

Appointment of a Director in place of Mr. Hari L. Mundra (DIN: 00287029), who retires by rotation and is eligible for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
123	2,67,20,988	98.30

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
8	4,54,872	1.70

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
6	489



Resolution 4: Ordinary Resolution**Ratification of the appointment of the Statutory Auditors of the Company**(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
131	2,67,25,860	100.00

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	N.A

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
6	489



Resolution 5: Ordinary Resolution

Appointment of Mr. Ranjit V. Pandit (DIN 00782296) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
131	2,67,25,860	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	N.A.

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
6	489



Resolution 6 : Ordinary Resolution

Ratification of remuneration payable to M/s. N. I. Mehta & Co., Cost Auditors of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
130	2,67,25,857	100.00 (rounded off)

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	3	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
6	489



Resolution 7: Special Resolution

Adoption of new set of Articles of Association in substitution and to the entire exclusion of regulations contained in the existing Articles of Association of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
120	2,58,78,852	98.02

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	5,23,800	1.98

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
6	489

Thanking you,
Yours faithfully,

Jyotsna Ved
Jyotsna Ved

Parikh & Associates

Practising Company Secretaries

FCS: 6488 CP No.: 6018

111,11th Floor, Sai Dwar CHS Ltd

Sab TV Lane, Opp.Laxmi Indl. Estate,

Off Link Road, Above Shabari Restaurant,

Andheri West, Mumbai - 400053



Place: Mumbai

Dated: August 12, 2015