

July 9, 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 Special Resolution passed through Postal Ballot.

Dear Sir,

Pursuant to Clause 35 A of the Listing Agreement entered into with the Stock Exchanges, we enclose herewith the voting results declared for the resolutions passed through Postal Ballot on July 9, 2015.

- Date of Declaration of Results through Postal Ballot : July 9, 2015
- Total number of shareholders on record date : 58,957
- No. of shareholders casted their votes through postal ballot:
 - Promoter & Promoter Group : 7 (5 through Authorised Representative)
 - Public : 548
- The detail of the resolutions passed through Postal Ballot is enclosed as Annexure A.

Kindly take the same on record and acknowledge receipt.

Thanking you,

Yours faithfully,

For CEAT Limited


H N Singh Rajpoot

Company Secretary

Encl: As Above

CEAT LIMITED

Special Resolution under Section 42 and 71 of the Companies Act, 2013 granting approval to the Board for offer, issue and allotment of non-convertible debentures on private placement basis for an aggregate amount up to Rs.500.00 crores, in one or more tranches.

Details for reporting as per Clause 35A of listing agreement based on result of Poll

Resolution No 1	Promoter/Promoter Group	No. of Shares Held	No. of votes polled	% of Votes polled on outstanding shares [3]=[2]/[1]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/[2]*100	% of Votes against on votes polled [7]=[5]/[2]*100
1	Promoter and Promoter Group	[1] 20533738	[2] 18733405	[3]=[2]/[1]*100 91.23	[4] 18733405	[5] 0	[6]=[4]/[2]*100 100.00	[7]=[5]/[2]*100 0.00
2	Public - Institutional holders	12707781	7688072	60.50	7688072	0	100.00	0.00
3	Public-Others	7069495	92845	1.31	91564	1281	98.62	1.38
	Grand Totals	40311014	26514322	65.77	26513041	1281	100.00	0.00

Category = <All>
All Ballot Results (Ballot No Wise)



FOR CEAT LIMITED
H.N. Singh
H. N. SINGH RAJPOOT
COMPANY SECRETARY

**DECLARATION OF THE RESULTS OF VOTING BY POSTAL BALLOT ON
JULY 9, 2015**

As per the Report of the Scrutinizer, Mr. P. N. Parikh, Practicing Company Secretary, dated July 7, 2015 who was appointed by the Board of Directors of the Company for conducting the voting by Postal Ballot in a fair and transparent manner, the result of the Special Resolutions pursuant to the Notice for Postal Ballot dated May 22, 2015 is as under:

Special Resolution under Section 42 and 71 of the Companies Act, 2013, granting approval to the Board for offer, issue of Non-Convertible Debentures on private placement basis for an aggregate amount up to Rs. 500.00 crores, in one or more tranches:

“RESOLVED THAT pursuant to Sections 42, 71 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder including any statutory modification or re-enactment thereof, for the time being in force (hereinafter referred to as the Act) and applicable provisions of any other Laws, Rules, Regulations, Guidelines, Circulars, if any, and subject to the provisions of the Memorandum and Articles of Association of the Company and such sanctions, approvals or permissions as may be required, approval of the shareholders be and is hereby accorded to the Board of Directors of the Company (“the Board” which expression shall also include a Committee thereof) to issue and offer secured Non-Convertible Debentures aggregating up to an amount of Rs. 500.00 crores (Rupees Five Hundred crores only) through private placement basis in one or more series/ tranches and at such price or on such terms and conditions as the Board may from time to time determine and consider proper and beneficial to the Company including listing of such debentures with Stock Exchange(s), time of issue, consideration, utilization of the issue proceeds and all matters connected with or incidental thereto.

RESOLVED FURTHER THAT for the purpose of giving effect to the said resolution, the Board be and is hereby authorized to take all such actions and to do all such deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question or doubt that may arise in this regard.”



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 in against on Votes Polled
	1	2	3 = $\{(2/1)*100\}$	4	5	6 = $\{(4/2)*100\}$	7 = $\{(5/2)*100\}$
Promoter and Promoter Group	20533738	18733405	91.23	18733405	0	100.00	0.00
Public Institutional Holder	12707781	7688072	60.50	7688072	0	100.00	0.00
Public- Others	7069495	92845	1.31	91564	1281	98.62	1.38
Total	40311014	26514322	65.77	26513041	1281	100.00	0.00

The resolution was passed with overwhelming majority.

A certified true copy of the Report of the Scrutinizer is attached herewith.


H N Singh Rajpoot
Company Secretary

Place: Mumbai
Date: July 9, 2015

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

July 07, 2015

To,
CEAT LIMITED
463, Dr. Annie Besant Road,
Worli, Mumbai 400 030

Kind Attn: Mr. H N Singh Rajpoot

Sub. : Postal Ballot

Dear Sir,

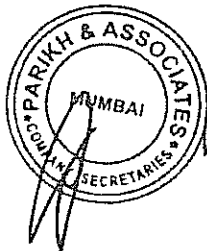
I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the Special Resolution under Sections 42 and 71 of the Companies Act, 2013 to grant approval to the Board for offer, issue and allotment of non-convertible debentures on private placement basis for an aggregate amount of Rs. 500.00 crores, in one or more tranches.

I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballots received from shareholders in physical and electronic mode.
- b) The register showing the particulars of the physical postal ballots processed by the Registrar and Share Transfer Agent of the Company and the e-votes registered on the Central Depository Services (India) Limited (CDSL) e-voting system in respect of the said resolution.

I hope you will find the above in order.

Thanking you.



Yours faithfully,

P.N.Parikh
Parikh & Associates

Encl.: As above.

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 400 030

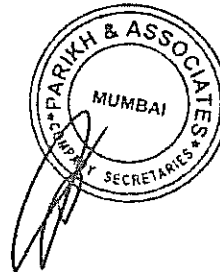
Report of Scrutinizer

I, P.N.Parikh, Company Secretary in Whole time practice having my office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai 400 053 had been appointed as the Scrutinizer to conduct the postal ballot process in respect of the Special Resolution under Sections 42 and 71 of the Companies Act, 2013 to grant approval to the Board for offer, issue and allotment of non-convertible debentures on private placement basis for an aggregate amount of Rs. 500.00 crores, in one or more tranches.

I have scrutinized the ballot forms and e-voting and votes tendered therein and maintained register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014.

I now submit my Report as under on the result of the voting by postal ballot in physical and electronic mode in respect of the said Resolution.

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- (a) Special Resolution under Sections 42 and 71 of the Companies Act, 2013 to grant approval to the Board for offer, issue and allotment of non-convertible debentures on private placement basis for an aggregate amount of Rs. 500.00 crores, in one or more tranches.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
508	2,65,13,041	99.995

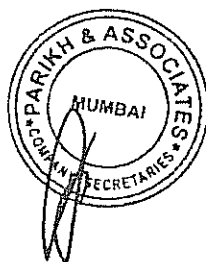
(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
25	1,281	0.005

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
22	1,796

Place: Mumbai
Date: July 07, 2015



For Parikh & Associates
Company Secretaries

Signature:
Name

P.N.Parikh

Scrutinizer

FCS: 327

CP No: 1228