

April 2, 2012

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

Sub-: Quarterly Compliance Report on Corporate Governance.

Dear Sir.

Enclosed please find the Report under Clause 49 of the listing Agreement for the quarter and financial year ended March 31, 2012 for your information and record.

Name of the Company-: CEAT LIMITED

Quarter Ending on-: March 31, 2012.

| Particulars  | Clause of<br>Listing<br>Agreement | Compliance Status<br>Yes/No | Remarks        |
|--|-----------------------------------|-----------------------------|----------------|
| I. Board Of Directors                                      | 49(I)                             |                             |                |
| A) Composition Of Board                                    | 49(IA)                            | Yes                         |                |
| B) Non- executive Directors' Compensations and disclosures | 49(IB)                            | Yes                         |                |
| C) Other Provisions as to<br>Board And Committees          | 49(IC)                            | Yes                         |                |
| D) Code of Conduct   | 49(ID)                            | Yes                         |                |
| II. Audit Committee  | 49(11)                            |                             |                |
| A) Qualified Independent Audit Committee.                  | 49(II A)                          | Yes                         |                |
| B) Meeting Of Audit Committee                              | 49(II B)                          | Yes                         |                |
| C) Powers of Audit Committee                               | 49(II C)                          | Yes                         |                |
| D) Role of Audit Committee                                 | 49(II D)                          | Yes                         |                |
| E) Review of Information by Audit Committee                | 49(II E)                          | Yes                         |                |
| III. Subsidiary Companies                                  | 49(III)                           | Yes                         |                |
| IV. Disclosures  | 49(IV)                            |                             |                |
| A) Basis Of related Party transactions                     | 49(IV A)                          | Yes                         | •              |
| B) Disclosures of<br>Accounting Treatment                  | 49(IV B)                          |                             | Not Applicable |
| C) Board Discloures  | 49(IV C)                          | Yes                         |                |



| D) Proceeds From Public issues, Right issues, Preferential issues. | 49(IV D) | Yes |  |
|--|----------|-----|--|
| E) Remuneration of directors                                       | 49(IV E) | Yes | Shall form part of the Annual Report 2011-12       |
| F) Management  | 49(IV F) | Yes | Shall form part of the<br>Annual Report<br>2011-12 |
| G) Shareholders  | 49(IV G) | Yes | Shall form part of the<br>Annual Report<br>2011-12 |
| V. CEO/CFO<br>Certification  | 49(V)    | Yes | Shall be complied for the year 2011-12             |
| VI. Report on<br>Corporate Governance                              | 49(VI)   | Yes | Shall form part of the<br>Annual Report<br>2011-12 |
| VII. Compliance  | 49(VII)  | Yes | Shall be complied for the year 2011-12             |

Thanking you,

Yours faithfully For CEAT Limited

H N Singh Rajpoot Company Secretary