

April 4, 2013

The National Stock Exchange of India Exchange Plaza, 5th Floor Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai- 400 051

Sub: Quarterly Compliance Report on Corporate Governance for the quarter ended March, 2013.

Dear Sir,

Enclosed please find the Compliance Report on Corporate Governance for the quarter ended March, 2013.

Name of the Company: CEAT LIMITED Quarter ending on : March 31, 2013.

| Particulars | Clause of Listing Agreement. | Compliance Status. Yes/No | Remarks |
|--|---------------------------------|---------------------------------|----------------|
| I. Board of Directors | 49 (I) | | |
| (A) Composition of Board | 49 (IA) | Yes | |
| (B) Non executive Directors' Compensation and disclosures | 49 (IB) | Yes | |
| (C) Other Provisions as to Board and Committees | 49 (IC) | Yes | |
| (D) Code of Conduct | 49 (ID) | Yes | |
| II. Audit Committee | 49 (II) | | |
| (A) Qualified & Independent Audit Committee | 49 (IIA) | Yes | |
| (B) Meeting of Audit Committee | 49 (IIB) | Yes | |
| (C) Powers of Audit Committee | 49 (IIC) | Yes | |
| (D) Role of Audit Committee | 49 II(D) | Yes | |
| (E) Review of Information by Audit Committee | 49 (IIE) | Yes | |
| III. Subsidiary Companies | 49 (III) | Yes | |
| IV. Disclosures | 49 (IV) | | |
| (A) Basis of related party transactions | 49 (IV A) | Yes | |
| (B) Disclosure of Accounting Treatment | 49 (IV B) | - | Not applicable |



| (C) Board Disclosures | 49 (IV C) | Yes | |
|--|-----------|-----|---|
| (D) Proceeds from public issues, rights issues, preferential issues etc. | 49 (IV D) | Yes | |
| (E) Remuneration of Directors | 49 (IV E) | Yes | Shall form a part of the Annual Report for 2012-13 |
| (F) Management | 49 (IV F) | Yes | Shall form a part of the Annual Report for 2012-13 |
| (G) Shareholders | 49 (IV G) | Yes | Shall form a part of the Annual Report for 2012-13. |
| V. CEO/CFO Certification | 49 (V) | Yes | Shall be complied for the year 2012-13 |
| VI. Report on Corporate Governance | 49 (VI) | Yes | Shall be complied for the year 2012-13 |
| VII. Compliance | 49 (VII) | Yes | Shall be complied for the year 2012-13 |

Thanking you,

Yours faithfully, For **CEAT LIMITED**

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ל ∰ H. N. Singh Rajpoot Company Secretary