

## CEAT Limited

Compliance Report on Corporate Governance for the Quarter ending December 31, 2016

1. Name of Listed Entity: CEAT Limited
2. Quarter ending: December 31, 2016

### I. Composition of Board of Directors as on December 31, 2016

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>A</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)	01.04.2012 (Refer Note 1)	NA	2	-	-
Mr.	Arnab Banerjee	06559516	Executive Director (Whole Time Director)	07.05.2013	NA	1	-	-
Mr.	Paras K. Chowdhary	00076807	Non-Executive -Independent Director	09.08.2016 (Refer Note 2)	5 years	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 3)	5 years	4	7*	2
Mr.	Atul C. Choksey	00002102	Non-Executive -Independent Director	26.09.2014 (Refer Note 4)	5 years	4	1*	1
Mr.	S. Doreswamy	00042897	Non-Executive- Independent Director	26.09.2014 (Refer Note 5)	5 years	2	4*	2
Mr.	Haignreve Khaitan	00005290	Non-Executive- Independent Director	26.09.2014 (Refer Note 6)	5 years	7	9*	3
Mr.	Kantikumar R. Podar	00086038	Non-Executive- Independent Director	26.09.2014 (Refer Note 7)	5 years	2	-	-
Mr.	Vinay Bansal	01674284	Non-Executive- Independent Director	26.09.2014 (Refer Note 8)	5 years	1	1	-
Ms.	Punita Lal	03412604	Non-Executive -Independent Director	26.09.2014 (Refer Note 9)	5 years	3	-	-

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Mr.	Ranjit Pandit	00782296	Non-Executive-Independent Director	12.08.2015 (Refer Note 10)	5 years	1	-	-
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^Tenure for current term

\*Membership includes Chairmanship of Committees. Membership in Unlisted Companies, if any is also included.

Notes:

1. Original Date of appointment of Mr. Anant Goenka as Additional Director is 21-12-2009
2. Original Date of appointment of Mr. Paras K. Chowdhary is 01-04-2013
3. Original date of appointment of Mr. Mahesh Gupta is 02-05-2002
4. Original date of appointment of Mr. Atul C. Choksey is 28-01-2000
5. Original date of appointment of Mr. S. Doreswamy is 27-07-2000
6. Original date of appointment of Mr. Haigreve Khaitan is 29-07-1999
7. Original date of appointment of Mr. Kantikumar R. Podar is 27-09-1997
8. Original date of appointment of Mr. Vinay Bansal is 24-07-2009
9. Original date of appointment of Ms. Punita Lal is 29-04-2014
10. Original date of appointment of Mr. Ranjit Pandit is 03-03-2015

### II. Composition of Committees as on December 31, 2016

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 – Independent 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 Director
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-Independent Director

### III. Meeting of Board of Directors

## CEAT Limited

Compliance Report on Corporate Governance for the Quarter ending December 31, 2016

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 28, 2016	November 7, 2016 and December 16, 2016	101 days and 38 days respectively	
<b>IV. Meeting of Committees</b>			
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*
<b>Audit Committee</b>			
November 7, 2016 and December 16, 2016	Quorum was present. All 4 Members were present throughout both the meeting	July 28, 2016	101 days and 38 days respectively
<b>Stakeholders Relationship Committee</b>			
November 7, 2016	Quorum was present. All 3 Members were present throughout the meeting	July 28, 2016	101 days
<b>Nomination and Remuneration Committee</b>			
December 16, 2016	Quorum was present. All 3 Members were present throughout the meeting	July 06, 2016	162 days
<b>Risk Management Committee</b>			
No meeting held in the relevant quarter	N.A.	July 28, 2016	N.A.
<b>V. Related Party Transactions</b>			
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	Yes		
<b>VI. Affirmations</b>			

## CEAT Limited

Compliance Report on Corporate Governance for the Quarter ending December 31, 2016

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, wherever applicable.
5. The report submitted in the previous quarter had been placed before Board of Directors and there were no comments/observations/advice of Board of Directors on the said report. This report will be placed before the Board of Directors in ensuing meeting.

**For CEAT Limited**

**Sd/-**

**Shruti Joshi  
Company Secretary**