

## CEAT Limited

Compliance Report on Corporate Governance for the Quarter ending September 30, 2017

1. Name of Listed Entity: CEAT Limited
2. Quarter ending : September 30, 2017

I. Composition of Board of Directors as on September 30, 2017								
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>^</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)	01.04.2017 (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	3	-
Mr.	Hari L. Mundra	00287029	Non-Executive Director	10.09.1998	NA	2	6	-
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	2	-	-
Mr.	S. Doreswamy	00042897	Non-Executive- Independent Director	26.09.2014 (Refer Note 5)	5 years	2	4	3
Mr.	Haigreve Khaitan	00005290	Non-Executive- Independent Director	26.09.2014 (Refer Note 6)	5 years	6	8	2
Mr.	Vinay Bansal	01674284	Non-Executive- Independent Director	26.09.2014 (Refer Note 7)	5 years	1	1	-
Ms.	Punita Lal	03412604	Non-Executive -Independent Director	26.09.2014 (Refer Note 8)	5 years	3	-	-
Mr.	Ranjit Pandit	00782296	Non-Executive-Independent Director	12.08.2015 (Refer Note 9)	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 and as Managing Director is 01.04.2012.
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. Vinay Bansal is 24-07-2009
8. Original date of appointment of Ms. Punita Lal is 29-04-2014
9. Original date of appointment of Mr. Ranjit Pandit is 03-03-2015

### II. Composition of Committees as on September 30, 2017

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

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
April 28, 2017	August 3, 2017	96 days

### IV. Meeting of Committees

## CEAT Limited

Compliance Report on Corporate Governance for the Quarter ending September 30, 2017

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>			
August 3, 2017	Quorum was present. 3 Members were present throughout the meeting except Mr. Hari L Mundra, who was granted a leave of absence.	April 27, 2017	97 days
<b>Stakeholders Relationship Committee</b>			
August 3, 2017	Quorum was present. All 3 Members were present throughout the meeting	April 28, 2017	96 days
<b>Nomination and Remuneration Committee</b>			
July 6, 2017	Quorum was present. All 3 Members were present throughout the meeting	April 28, 2017	68 days
<b>Risk Management Committee</b>			
August 3, 2017	Quorum was present. 3 Members were present throughout the meeting except Mr. Hari L Mundra, who was granted a leave of absence.	No meeting held in the previous quarter	
<b>V. Related Party Transactions</b>			
<b>Subject</b>	<b>Compliance Status (Yes/No/NA)</b>		
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 September 30, 2017

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**

## CEAT Limited

Compliance Report on Corporate Governance for the Quarter ending September 30, 2017

### **Compliance Report on Corporate Governance at the end of 6 months after end of financial year 2016-17 along-with second quarter report of 2017-18**

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b> <small>refer note below</small>
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	Yes
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	Yes
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	Yes
<p><b>Note</b></p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p><b>For CEAT Limited</b></p> <p><b>Sd/-</b></p> <p><b>Shruti Joshi</b> <b>Company Secretary</b></p>		