



September 26, 2014

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 resolution passed at the Fifty-fifth Annual General Meeting held on Friday, September 26, 2014

Dear Sir,

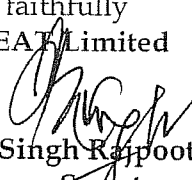
Pursuant to Clause 35A of the Listing Agreement entered into with Stock Exchanges, we enclose herewith the voting results declared for the resolutions passed at the Fifty-fifth Annual General Meeting held on Friday, September 26, 2014.

- Date of AGM : September 26, 2014
- Total number of shareholders on record date : 55,797
- No. of shareholders present in the meeting either in person or through Proxy:
 - Promoter & Promoter Group : 9 (7 through Authorised Representative)
 - Public : 102
- No. of shareholders attended the meeting through Video Conferencing:
 - Promoter & Promoter Group : Nil
 - Public : Nil
- The details of resolutions passed in the Annual General Meeting is enclosed as Annexure A

Kindly take above on record and acknowledge receipt.

Thanking You,

Yours faithfully
For CEAT Limited


H. N. Singh Rappoo
Company Secretary

Encl: As above

CEAT Limited, RPG House, 463, Dr. Annie Besant Road Worli, Mumbai 400030.
T + 91 22 24930621 (B) 24938933 (F) www.ceat.in
CIN No.: L25100MH1958PLC011041



CEAT LIMITED

Adoption of Audited Financial Statements including the Consolidated Financial Statements for the year ended March 31, 2014.

Details for reporting as per Clause 35A of listing agreement based on result of Poll								
Resolution No 1								
	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 against on votes polled
		[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	20533738	20533738	100	20533738	0	100.00	0
2	Public - Institutional holders	6235741	3952790	63.39	3952790	0	100.00	0
3	Public-Others	9186231	83892	0.91	83602	290	99.65	0.35
	Grand Totals	35955710	24570420	68.34	24570130	290	100.00	0

Category = <All>

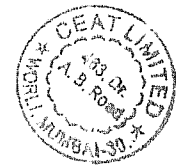
Sr.No Range = 0 to 124



CEAT LIMITED
Declaration of dividend on Equity shares.

Details for reporting as per Clause 35A of listing agreement based on result of Poll								
Resolution No 2								
	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 against on votes polled
		[1]	[2]	$[3] = \frac{[2]}{[1]} * 100$	[4]	[5]	$[6] = \frac{[4]}{[2]} * 100$	$[7] = \frac{[5]}{[2]} * 100$
1	Promoter and Promoter Group	20533738	20533738	100	20533738	0	100.00	0
2	Public - Institutional holders	6235741	4196083	67.29	4196083	0	100.00	0
3	Public-Others	9186231	83889	0.91	83599	290	99.65	0.35
	Grand Totals	35955710	24813710	69.01	24813420	290	100.00	0

Category = <All>
Sr.No Range = 0 to 124

CEAT LIMITED

Re-appointment of Mr. Paras k Chowdhary (DIN : 00076807) as a Director of the Company.

Details for reporting as per Clause 35A of listing agreement based on result of Poll								
Resolution No 3								
	Promoter/Public	Total 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]	[2]		[4]	[5]		
1	Promoter and Promoter Group	20533738	20533738	100	20533738	0	100.00	0
2	Public - Institutional holders	6235741	4196083	67.29	4106884	89199	97.87	2.13
3	Public-Others	9186231	83889	0.91	83254	635	99.24	0.76
	Grand Totals	35955710	24813710	69.01	24723876	89834	99.64	0.36

Category = <All>
Sr.No Range = 0 to 124



CEAT LIMITED

Appointment of Messrs S R B C & Co., LLP in place of the retiring auditors Messrs S. R. Batliboi & Associates, LLP.

Details for reporting as per Clause 35A of listing agreement based on result of Poll								
Resolution No 4								
	Promoter/Public	Total 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]	[2]		[4]	[5]		
1	Promoter and Promoter Group	20533738	20533738	100	20533738	0	100.00	0.00
2	Public - Institutional holders	6235741	4196083	67.29	4196083	0	100.00	0.00
3	Public-Others	9186231	83889	0.91	83254	635	99.24	0.76
	Grand Totals	35955710	24813710	69.01	24813075	635	100.00	0.00

Category = <All>
Sr.No Range = 0 to 124

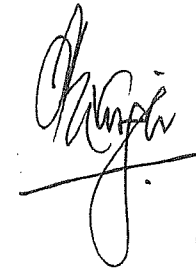
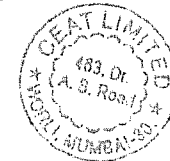



CEAT LIMITED

Appointment of Mr. Atul Choksey (DIN : 00002102) as an Independent Director of the Company.

Details for reporting as per Clause 35A of listing agreement based on result of Poll								
Resolution No 5								
	Promoter/Public	Total 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]	[2]		[4]	[5]		
1	Promoter and Promoter Group	20533738	20533738	100	20533738	0	100.00	0.00
2	Public - Institutional holders	6235741	4196083	67.29	1821442	2374641	43.41	56.59
3	Public-Others	9186231	83889	0.91	83063	826	99.02	0.98
	Grand Totals	35955710	24813710	69.01	22438243	2375467	90.43	9.57

Category = <All>
Sr.No Range = 0 to 124


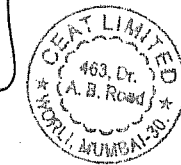



CEAT LIMITED

Appointment of Mr. Haigreve Khaitan (DIN : 00005290) as an Independent Director of the Company.

Details for reporting as per Clause 35A of listing agreement based on result of Poll								
Resolution No 6								
	Promoter/Public	Total 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]	[2]		[4]	[5]		
1	Promoter and Promoter Group	20533738	20533738	100	20533738	0	100.00	0.00
2	Public - Institutional holders	6235741	4196083	67.29	1821442	2374641	43.41	56.59
3	Public-Others	9186231	83889	0.91	82613	1276	98.48	1.52
	Grand Totals	35955710	24813710	69.01	22437793	2375917	90.42	9.58

Category = <All>
Sr.No Range = 0 to 124

CEAT LIMITED

Appointment of Mr. S. Doreswamy (DIN : 00042897) as an Independent Director of the Company.

Details for reporting as per Clause 35A of listing agreement based on result of Poll								
Resolution No 7								
	Promoter/Public	Total 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]	[2]		[4]	[5]		
1	Promoter and Promoter Group	20533738	20533738	100	20533738	0	100.00	0.00
2	Public - Institutional holders	6235741	4196083	67.29	3310448	885635	78.89	21.11
3	Public-Others	9186231	83889	0.91	83063	826	99.02	0.98
	Grand Totals	35955710	24813710	69.01	23927249	886461	96.43	3.57

Category = <All>
Sr.No Range = 0 to 124




CEAT LIMITED

Appointment of Mr. Mahesh Gupta (DIN : 00046810) as an Independent Director of the Company.

Details for reporting as per Clause 35A of listing agreement based on result of Poll								
Resolution No 8								
	Promoter/Public	Total 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]	[2]		[4]	[5]		
1	Promoter and Promoter Group	20533738	20533738	100	20533738	0	100.00	0.00
2	Public - Institutional holders	6235741	4196083	67.29	3185349	1010734	75.91	24.09
3	Public-Others	9186231	83889	0.91	82593	1296	98.46	1.54
	Grand Totals	35955710	24813710	69.01	23801680	1012030	95.92	4.08

Category = <All>
Sr.No Range = 0 to 124

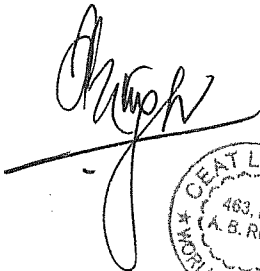




CEAT LIMITED

Appointment of Mr. K. R. Podar (DIN : 00086038) as an Independent Director of the Company.

Details for reporting as per Clause 35A of listing agreement based on result of Poll								
Resolution No 9								
	Promoter/Public	Total 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]	[2]		[4]	[5]		
1	Promoter and Promoter Group	20533738	20533738	100	20533738	0	100.00	0.00
2	Public - Institutional holders	6235741	4196083	67.29	3310448	885635	78.89	21.11
3	Public-Others	9186231	83889	0.91	82593	1296	98.46	1.54
	Grand Totals	35955710	24813710	69.01	23926779	886931	96.43	3.57

Category = <All>
Sr.No Range = 0 to 124

CEAT LIMITED

Appointment of Mr. Vinay Bansal (DIN : 01674284) as an Independent Director of the Company.

Details for reporting as per Clause 35A of listing agreement based on result of Poll								
Resolution No 10								
	Promoter/Public	Total 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]	[2]		[4]	[5]		
1	Promoter and Promoter Group	20533738	20533738	100	20533738	0	100.00	0.00
2	Public - Institutional holders	6235741	4196083	67.29	4196083	0	100.00	0.00
3	Public-Others	9186231	83875	0.91	82579	1296	98.45	1.55
	Grand Totals	35955710	24813696	69.01	24812400	1296	99.99	0.01

Category = <All>
Sr.No Range = 0 to 124




CEAT LIMITED

Appointment of Ms. Punita Lal (DIN : 03412604) as an Independent Director of the Company.

Details for reporting as per Clause 35A of listing agreement based on result of Poll								
Resolution No 11								
	Promoter/Public	Total 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]	[2]		[4]	[5]		
1	Promoter and Promoter Group	20533738	20533738	100	20533738	0	100.00	0.00
2	Public - Institutional holders	6235741	4196083	67.29	4196083	0	100.00	0.00
3	Public-Others	9186231	83875	0.91	82599	1276	98.48	1.52
	Grand Totals	35955710	24813696	69.01	24812420	1276	99.99	0.01

Category = <All>

Sr.No Range = 0 to 124




CEAT LIMITED
Ratification of remuneration to M/s N I Mehta & Co., Cost Auditors.

Details for reporting as per Clause 35A of listing agreement based on result of Poll								
Resolution No 12								
	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 against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
1	Promoter and Promoter Group	20533738	20533738	100	20533738	0	100.00	0.00
2	Public - Institutional holders	6235741	4196083	67.29	4196083	0	100.00	0.00
3	Public-Others	9186231	83855	0.91	83093	762	99.09	0.91
	Grand Totals	35955710	24813676	69.01	24812914	762	100.00	0.00



Category = <All>
Sr.No Range = 0 to 124



CEAT LIMITED
Authority to obtain loans/ borrowings.

Details for reporting as per Clause 35A of listing agreement based on result of Poll								
Resolution No 13								
	Promoter/Public	Total 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]	[2]		[4]	[5]		
1	Promoter and Promoter Group	20533738	20533738	100	20533738	0	100.00	0.00
2	Public - Institutional holders	6235741	4196083	67.29	4196083	0	100.00	0.00
3	Public-Others	9186231	83828	0.91	82982	846	98.99	1.01
	Grand Totals	35955710	24813649	69.01	24812803	846	100.00	0.00

Category = <All>
Sr.No Range = 0 to 124

CEAT LIMITED

Creation of mortgage and/or charge on all or any of the moveable and/or immovable properties of the Company.

Details for reporting as per Clause 35A of listing agreement based on result of Poll								
Resolution No 14								
	Promoter/Public	Total 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]	[2]		[4]	[5]		
1	Promoter and Promoter Group	20533738	20533738	100	20533738	0	100.00	0.00
2	Public - Institutional holders	6235741	4196083	67.29	4196083	0	100.00	0.00
3	Public-Others	9186231	83828	0.91	83002	826	99.01	0.99
	Grand Totals	35955710	24813649	69.01	24812823	826	100.00	0.00

Category = <All>
Sr.No Range = 0 to 124

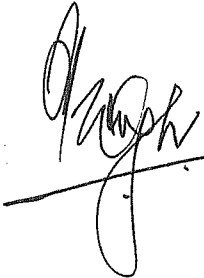




CEAT LIMITED

Acceptance of Renewal of deposits from members an persons other than members.

Details for reporting as per Clause 35A of listing agreement based on result of Poll								
Resolution No 15								
	Promoter/Public	Total 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]	[2]		[4]	[5]		
1	Promoter and Promoter Group	20533738	20533738	100	20533738	0	100.00	0.00
2	Public - Institutional holders	6235741	4196083	67.29	1934442	2261641	46.10	53.90
3	Public-Others	9186231	83828	0.91	83179	649	99.23	0.77
	Grand Totals	35955710	24813649	69.01	22551359	2262290	90.88	9.12

Category = <All>
Sr.No Range = 0 to 124


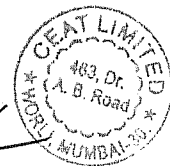



CEAT LIMITED

Payment of Remuneration to the Director(s) of the Company who is/are neither in the whole time employment with the Company nor Managing Director(s) of the Company.

Details for reporting as per Clause 35A of listing agreement based on result of Poll								
Resolution No 16								
	Promoter/Public	Total 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]	[2]		[4]	[5]		
1	Promoter and Promoter Group	20533738	20533738	100	20533738	0	100.00	0.00
2	Public - Institutional holders	6235741	4129789	66.23	4129789	0	100.00	0.00
3	Public-Others	9186231	83828	0.91	82741	1087	98.70	1.30
	Grand Totals	35955710	24747355	68.83	24746268	1087	100.00	0.00

Category = <All>
Sr.No Range = 0 to 124

CEAT LIMITED
Further Issue of securities.

Details for reporting as per Clause 35A of listing agreement based on result of Poll								
Resolution No 17								
	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 against on votes polled
		[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	20533738	20533738	100	20533738	0	100.00	0.00
2	Public - Institutional holders	6235741	4196083	67.29	2618052	1578031	62.39	37.61
3	Public-Others	9186231	83357	0.91	82531	826	99.01	0.99
	Grand Totals	35955710	24813178	69.01	23234321	1578857	93.64	6.36

Category = <All>
Sr.No Range = 0 to 124



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-400030.

Dear Sir,

Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the physical ballot forms received from the shareholders who do not have access to e-voting.

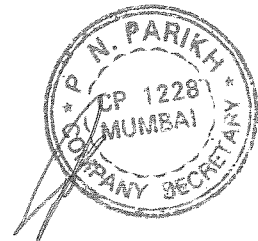
I, P.N.Parikh, of M/s Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of CEAT Limited vide resolution dated August 26, 2014 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions to be passed at the Fifty-Fifth Annual General Meeting of the Company to be held on September 26, 2014.

The Notice dated August 26, 2014 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on September 26, 2014.

The Company has availed the e-voting facility offered by Central Depository Services Limited (CDSL) for conducting e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot papers to the members who do not have access to e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of August 14, 2014, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 17 in the Notice of the 55th AGM of CEAT Limited.

The voting period for e-voting commenced on Saturday, September 20, 2014 at 09.00 a.m. and ended on Monday, September 22, 2014 at 6:00 p.m. and the CDSL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the company. Votes cast through Physical ballot forms received upto September 22, 2014 were considered.



I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the Central Depository Services Limited (CDSL) e-voting system and the ballot forms received respectively.

I now submit my Report as under on the result of the voting through electronic means and physical mode in respect of the said Resolutions.

I. Resolution No. 1 :-

Adoption of Audited Financial Statements for the year ended March 31, 2014 together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
170	2,42,60,953	100.00* (Rounded Off)

(ii) Voted against the resolution:

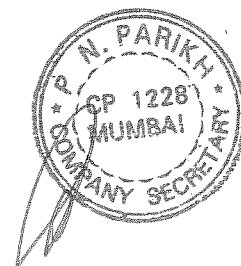
Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
4	290	0.00#

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
5	6,22,108

* % of votes in favour: 99.9988

#% of votes against :0.0012



II. Resolution No. 2 :-

To declare dividend on Equity Shares.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
170	2,45,04,243	100.00* (Rounded Off)

(ii) Voted against the resolution:

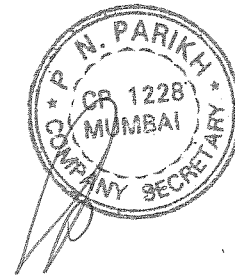
Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
4	290	0.00#

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
6	6,22,111

* % of votes in favour: 99.9988

#% of votes against: 0.0012



III. Resolution No. 3:-

Appointment of a Director in place of Mr. Paras K. Chowdhary (DIN 00076807), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

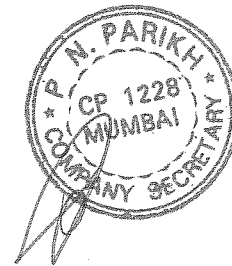
Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
166	2,44,14,699	99.63

(ii) Voted against the resolution:

Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
8	89,834	0.37

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
6	6,22,111



IV. Resolution No. 4 :-

Appointment of M/s. S R B C & Co., LLP, Chartered Accountants (Firm Registration No.324982E) in place of the retiring auditors M/s. S.R. Batliboi & Associates, LLP, as Statutory Auditors of the Company till the conclusion of the fifty-eighth Annual General Meeting and also fixing of their remuneration.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
168	2,45,03,898	100.00* (Rounded Off)

(ii) Voted against the resolution:

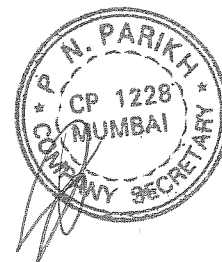
Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
6	635	0.00#

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
6	6,22,111

* % of votes in favour: 99.9974

#% of votes against : 0.0026



V. Resolution No. 5 :-

Appointment of Mr. Atul Choksey(DIN 00002102) as an Independent Director to hold office for a term of five consecutive years with effect from the date of the fifty-fifth Annual General Meeting of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
132	2,24,38,070	91.57

(ii) Voted against the resolution:

Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
42	20,66,463	8.43

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
6	6,22,111



VI. Resolution No. 6 :-

Appointment of Mr. Haigreave Khaitan (DIN 00005290) as an Independent Director to hold office for a term of five consecutive years with effect from the date of the fifty-fifth Annual General Meeting of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
131	2,24,37,620	91.57

(ii) Voted against the resolution:

Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
43	20,66,913	8.43

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
6	6,22,111



VII. Resolution No. 7 :-

Appointment of Mr. S. Doreswamy (DIN 00042897) as an Independent Director to hold office for a term of five consecutive years with effect from the date of the fifty-fifth Annual General Meeting of the Company.

(i) Voted in favour of the resolution:

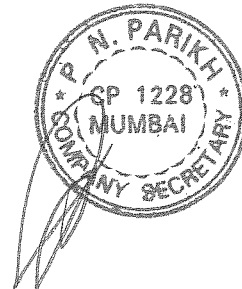
Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
154	2,36,18,072	96.38

(ii) Voted against the resolution:

Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
20	8,86,461	3.62

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
6	6,22,111



VIII. Resolution No. 8 :-

Appointment of Mr. Mahesh Gupta (DIN 00046810) as an Independent Director to hold office for a term of five consecutive years with effect from the date of the fifty-fifth Annual General Meeting of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
151	2,34,92,503	95.87

(ii) Voted against the resolution:

Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
23	10,12,030	4.13

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
6	6,22,111



IX. Resolution No. 9 :-

Appointment of Mr. K. R. Podar (DIN 00086038) as an Independent Director to hold office for a term of five consecutive years with effect from the date of the fifty-fifth Annual General Meeting of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
152	2,36,17,602	96.38

(ii) Voted against the resolution:

Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
22	8,86,931	3.62

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
6	6,22,111



X. Resolution No. 10 :-

Appointment of Mr. Vinay Bansal (DIN 01674284) as an Independent Director to hold office for a term of five consecutive years with effect from the date of the fifty-fifth Annual General Meeting of the Company.

(i) Voted in favour of the resolution:

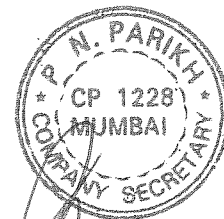
Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
159	2,45,03,223	99.99

(ii) Voted against the resolution:

Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
14	1,296	0.01

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
7	6,22,125



XI. Resolution No. 11 :-

Appointment of Ms. PunitaLal (DIN 03412604) as an Independent Director to hold office for a term of five consecutive years with effect from the date of the fifty-fifth Annual General Meeting of the Company.

(i) Voted in favour of the resolution:

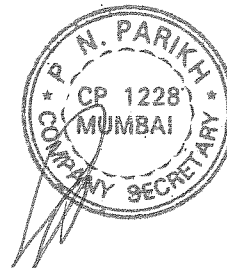
Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
160	2,45,03,243	99.99

(ii) Voted against the resolution:

Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
13	1,276	0.01

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
7	6,22,125



XII. Resolution No. 12 :-

Ratification of remuneration payable to M/s N I Mehta & Co., Cost Accountants, of the Company for the financial year ending March 31, 2015

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
159	2,45,03,737	100.00* (Rounded Off)

(ii) Voted against the resolution:

Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
13	762	0.00#

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
8	6,22,145

* % of votes in favour: 99.9968

#% of votes against :0.0032



XIII. Resolution No. 13 :-

Consent of the Company under Section 180 (1) (a) of the Act to the Board of Directors to create charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
159	2,45,03,626	100.00* (Rounded Off)

(ii) Voted against the resolution:

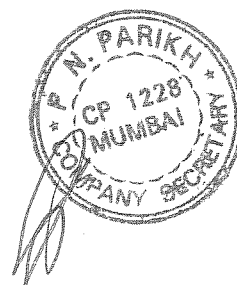
Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
13	846	0.00#

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
8	6,22,172

* % of votes in favour: 99.9965

#% of votes against :0.0035



XIV. Resolution No. 14 :-

Consent of the Company under Section 180(1)(c) of the Act to the Board of Directors to borrow upto Rs.1000crores (Rupees One Thousand Crores).

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
160	2,45,03,646	100.00* (Rounded Off)

(ii) Voted against the resolution:

Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
12	826	0.00#

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
8	6,22,172

* % of votes in favour: 99.9966

#% of votes against: 0.0034



XV. Resolution No. 15 :-

Consent of the Company for acceptance or renewal of deposits from its members and other than its members pursuant to the provisions of Sections 73, 76 and other applicable provisions of the Companies Act,2013 and the Rules made thereunder.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
135	2,25,51,186	92.03

(ii) Voted against the resolution:

Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
37	19,53,286	7.97

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
8	6,22,172



XVI. Resolution No. 16 :-

Remuneration to the Director(s) who is/are neither in whole-time employment nor the Managing Director(s) pursuant to the provisions of Sections 197 and 198 and any other applicable provisions of the Companies Act 2013 and the Rules made thereunder not exceeding 1% of the net profits.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
148	2,44,37,091	100.00* (Rounded Off)

(ii) Voted against the resolution:

Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
23	1,087	0.00#

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
8	6,22,172

* % of votes in favour: 99.9955

#% of votes against: 0.0045



XVII. Resolution No. 17 :-

Consent of the Company under Section 62 and all other applicable provisions of the Companies Act, 2013 and all other applicable laws, rules, regulations, circulars, notifications and guidelines for further issue of securities to the Board of Directors of the Company to issue securities such that the total amount including premium raised through the Securities does not exceed Rs. 5,00,00,00,000 (Rupees Five Hundred Crores) or equivalent thereof in one or more currencies."

(i) Voted in favour of the resolution:

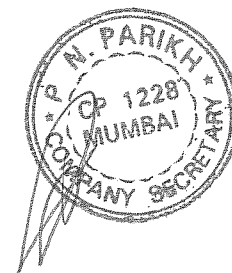
Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
130	2,32,34,148	94.82

(ii) Voted against the resolution:

Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
36	12,69,853	5.18

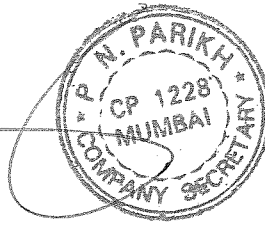
(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
14	6,22,643



The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same shall be handed over to the Company for safe keeping.

Thanking you,
Yours faithfully,



P.N.Parikh
Parikh & Associates
Practising Company Secretary
FCS: 327 CP: 1228

Place: Mumbai
Date: September 23, 2014

FORM NO. MGT-13

Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

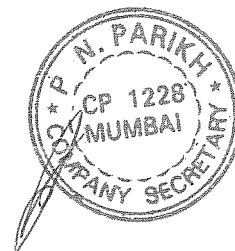
To
The Chairman
CEAT LIMITED
463, Dr. Annie Besant Road,
Worli,
Mumbai-400030.

The Fifty Fifth Annual General Meeting of the Equity Shareholders of CEAT Limited held on Friday, September 26, 2014 at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi , Mumbai 400 025 at 3:30 p.m.

Dear Sir,

I, P.N.Parikh of M/s. Parikh and Associates, Practising Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Fifty Fifth Annual General Meeting of the Shareholders of CEAT Limited, held on Friday, September 26, 2014 at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi , Mumbai 400 025 at 3:30 p.m., submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the Poll is as under:

RESOLUTION NO. 1 (ORDINARY RESOLUTION):

Adoption of Audited Financial Statements for the year ended March 31, 2014 together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
8	3,09,177	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	17



RESOLUTION NO. 2 (ORDINARY RESOLUTION):**To declare dividend on Equity Shares.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
8	3,09,177	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	17



RESOLUTION NO. 3 (ORDINARY RESOLUTION):

Appointment of a Director in place of Mr. Paras K. Chowdhary (DIN 00076807), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
8	3,09,177	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	17



RESOLUTION NO. 4 (ORDINARY RESOLUTION):

Appointment of M/s. S R B C & Co., LLP, Chartered Accountants (Firm Registration No.324982E) in place of the retiring auditors M/s. S.R. Batliboi& Associates, LLP, as Statutory Auditors of the Company till the conclusion of the fifty-eighth Annual General Meeting and also fixing of their remuneration.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
8	3,09,177	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	17



RESOLUTION 5 (ORDINARY RESOLUTION):

Appointment of Mr. Atul Choksey(DIN 00002102) as an Independent Director to hold office for a term of five consecutive years with effect from the date of the fifty-fifth Annual General Meeting of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
4	173	0.06

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
4	3,09,004	99.94

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	17



RESOLUTION NO. 6 (ORDINARY RESOLUTION):

Appointment of Mr. Haigreve Khaitan (DIN 00005290) as an Independent Director to hold office for a term of five consecutive years with effect from the date of the fifty-fifth Annual General Meeting of the Company.

(i) Voted in favour of the resolution:

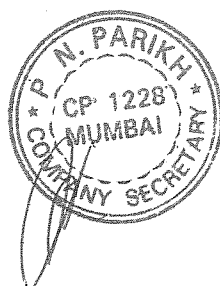
Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
4	173	0.06

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
4	3,09,004	99.94

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	17



RESOLUTION NO. 7 (ORDINARY RESOLUTION):

Appointment of Mr. S. Doreswamy (DIN 00042897) as an Independent Director to hold office for a term of five consecutive years with effect from the date of the fifty-fifth Annual General Meeting of the Company.

(i) Voted in favour of the resolution:

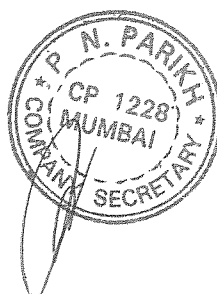
Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
8	3,09,177	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	17



RESOLUTION NO. 8 (ORDINARY RESOLUTION):

Appointment of Mr. Mahesh Gupta (DIN 00046810) as an Independent Director to hold office for a term of five consecutive years with effect from the date of the fifty-fifth Annual General Meeting of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
8	3,09,177	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	17



RESOLUTION NO. 9 (ORDINARY RESOLUTION):

Appointment of Mr. K. R. Podar (DIN 00086038) as an Independent Director to hold office for a term of five consecutive years with effect from the date of the fifty-fifth Annual General Meeting of the Company.

(i) Voted in favour of the resolution:

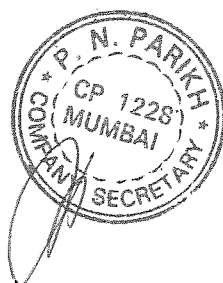
Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
8	3,09,177	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	17



RESOLUTION NO. 10 (ORDINARY RESOLUTION):

Appointment of Mr. Vinay Bansal (DIN 01674284) as an Independent Director to hold office for a term of five consecutive years with effect from the date of the fifty-fifth Annual General Meeting of the Company.

(i) Voted in favour of the resolution:

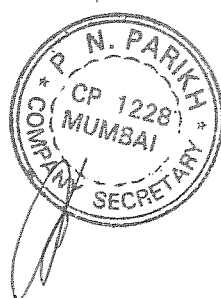
Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
8	3,09,177	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	17



RESOLUTION NO. 11 (ORDINARY RESOLUTION):

Appointment of Ms. Punita Lal (DIN 03412604) as an Independent Director to hold office for a term of five consecutive years with effect from the date of the fifty-fifth Annual General Meeting of the Company.

(i) Voted in favour of the resolution:

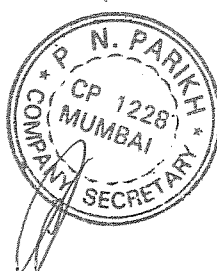
Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
8	3,09,177	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	17



RESOLUTION NO. 12 (ORDINARY RESOLUTION):

Ratification of remuneration payable to M/s N I Mehta & Co., Cost Accountants, of the Company for the financial year ending March 31, 2015

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
8	3,09,177	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	17



RESOLUTION NO. 13 (SPECIAL RESOLUTION):

Consent of the Company under Section 180 (1) (a) of the Act to the Board of Directors to create charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.

(i) Voted in favour of the resolution:

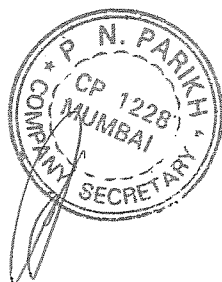
Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
8	3,09,177	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	17



RESOLUTION NO. 14 (SPECIAL RESOLUTION):

Consent of the Company under Section 180(1)(c) of the Act to the Board of Directors to borrow upto Rs.1000crores (Rupees One Thousand Crores).

(i) Voted in favour of the resolution:

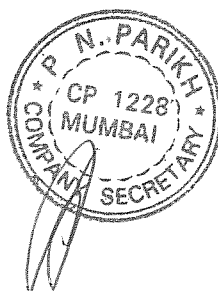
Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
8	3,09,177	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	17



RESOLUTION NO. 15 (SPECIAL RESOLUTION):

Consent of the Company for acceptance or renewal of deposits from its members and other than its members pursuant to the provisions of Sections 73, 76 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

(i) Voted in favour of the resolution:

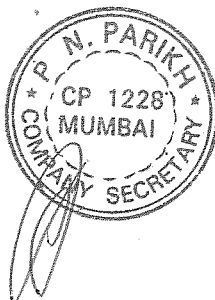
Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
4	173	0.06

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
4	3,09,004	99.94

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	17



RESOLUTION NO. 16 (SPECIAL RESOLUTION):

Remuneration to the Director(s) who is/are neither in whole-time employment nor the Managing Director(s) pursuant to the provisions of Sections 197 and 198 and any other applicable provisions of the Companies Act 2013 and the Rules made thereunder not exceeding 1% of the net profits.

(i) Voted in favour of the resolution:

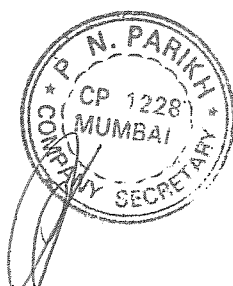
Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
8	3,09,177	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	17



RESOLUTION NO. 17 (SPECIAL RESOLUTION):

Consent of the Company under Section 62 and all other applicable provisions of the Companies Act, 2013 and all other applicable laws, rules, regulations, circulars, notifications and guidelines for further issue of securities to the Board of Directors of the Company to issue securities such that the total amount including premium raised through the Securities does not exceed Rs. 5,00,00,00,000 (Rupees Five Hundred Crores) or equivalent thereof in one or more currencies.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
4	173	0.06

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
4	3,09,004	99.94

(iii) Invalid votes:

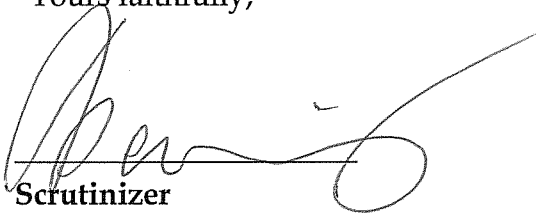
Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	17



5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



Scrutinizer

Name : Mr. P. N. Parikh

Parikh & Associates

Practising Company Secretary

FCS: 327 CP: 1228

111,11th Floor, Sai Dwar CHS Ltd

Sab TV Lane, Opp Laxmi Indl Estate,

Off Link Road, Above Shabari

Restaurant, Andheri West

Mumbai - 400053

Place: Mumbai

Dated: September 26, 2014