



**CEAT LTD.**  
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+91 22 24930621  
CIN: L25100MH1958PLC011041  
www.ceat.com

August 2, 2019

**BSE Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai 400 001

**Security Code: 500878/952523**

**National Stock Exchange of India Limited**

Exchange Plaza  
Bandra Kurla Complex,  
Bandra (East), Mumbai 400 051

**Symbol: CEATLTD**

**Sub: Disclosure under Regulation 30 and 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") – Brief Proceedings and details of the voting results of the 60<sup>th</sup> Annual General Meeting of the Company**

Pursuant to Regulation 30 read with Part A in Schedule III of the Listing Regulations, we enclose herewith brief proceedings of the 60<sup>th</sup> Annual General Meeting (AGM) of the Company held on Thursday, August 1, 2019 at 3.00 p.m. at Ravindra Natya Mandir, P.L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai- 400 025 as **Annexure A**.

Further, pursuant to Regulation 44(3) of the Listing Regulations, we are also submitting herewith the details regarding the voting results of the business transacted at the AGM in the prescribed format along with the Consolidated report of the Scrutinizer on the remote e-voting and e-voting conducted at the AGM as **Annexure B** and **Annexure C** respectively.

All the resolutions at the said AGM have been passed with requisite majority.

The above information will be uploaded on the website of the Company and on the website of Central Depository Services (India) Limited.

You are requested to take the same on record.

Thanking you,

Yours Truly,

For **CEAT Limited**

  
**Vallari Gupte**  
Company Secretary & Compliance Officer

✓ Encl: As above

**Brief Proceedings of the 60<sup>th</sup> Annual General meeting of the Company held on Thursday, August 1, 2019**

The Sixtieth Annual General Meeting (AGM) of the Company was held on Thursday, August 1, 2019 at 3.00 p.m. at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Sayani Road Prabhadevi, Mumbai 400 025 ('the AGM').

Mr. H. V. Goenka, Chairman of the Company, chaired the meeting and after ascertaining the quorum, called the meeting to order at 3.00 p.m. The Chairman then commenced the proceedings by welcoming the shareholders and introduced the Directors on dais. Thereafter, the Chairman with the permission of shareholders, took the Notice already sent to the members as read. He then mentioned that the Auditor's Report as well as Secretarial Auditor's Report did not contain any qualification, observation or comment, hence, it was not required to read the Auditor's Report as well as Secretarial Auditor's Report at the meeting.

Thereafter he addressed the meeting, *inter-alia*, highlighting the industry scenario, financial performance of the Company and highlights of FY 2018-19, etc.

He then invited the shareholders to raise any queries or comments on the financial performance of the Company or in general, if any. Few shareholders addressed the meeting and raised certain queries on the Company's performance which were answered by the Chairman.

The Chairman then informed the shareholders that pursuant to Section 108 of the Companies Act, 2013 read with relevant Rules thereon and Regulation 44 of the Listing Regulations, the Company had provided the facility of remote e-voting for voting on the resolutions contained in the Notice calling the AGM and also facility of tablet based electronic voting was made available at AGM venue to facilitate those shareholders who did not exercise their vote through remote e-voting (Collectively referred to as "E-voting"). He further informed that Mr. P. N. Parikh (FCS 327) of M/s Parikh & Associates, Practicing Company Secretaries was appointed as the Scrutinizer to scrutinize the process of remote e-voting and electronic voting at the Meeting.

Accordingly, the Chairman announced the availability of facility of tablet based electronic voting at the meeting on the following resolutions as set out in the Notice convening the AGM:

Sr. No.	Particulars	Ordinary/Special Resolution
1	Adoption of: a. Audited Financial Statements for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon; and b. Audited Consolidated Financial Statements for the financial year ended March 31, 2019, together with the Report of the Auditors thereon	Ordinary
2	Declaration of dividend on Equity shares for the Financial year ended March 31, 2019.	Ordinary
3	Re-appointment of Mr. H. V. Goenka (DIN: 00026726) as a	Ordinary



Sr. No.	Particulars	Ordinary/Special Resolution
	Director of the Company.	
4	Authority for appointment of Branch Auditors	Ordinary
5	Ratification of remuneration payable to Messrs D. C. Dave & Co., Cost Auditors of the Company.	Ordinary
6	Re-appointment of Mr. Atul C. Choksey (DIN:00002102) as an Independent Director for the second term of five consecutive years	Special
7	Re-appointment of Mr. Haigreve Khaitan (DIN: 00005290) as an Independent Director for the second term of five consecutive years	Special
8	Re-appointment of Mr. Mahesh S. Gupta (DIN: 00046810) as an Independent Director for the second term of five consecutive years	Special
9	Re-appointment of Ms. Punita Lal (DIN: 03412604) as an Independent Director for the second term of five consecutive years	Special
10	Re-appointment of Mr. Vinay Bansal (DIN:00383325) (Age 74 years) as an Independent Director for the second term of five consecutive years and his continuation as an Independent Director after attaining the age of 75 years	Special
11	Approval of remuneration payable to Mr. H. V. Goenka, Chairman, Non-Executive Director, for the year 2018-19	Special
12	Approval under section 180 (1)(c) of the Companies Act, 2013 for borrowings in excess of the aggregate of the paid-up capital and free reserves of the Company	Special
13	Approval under section 180 (1)(a) of the Companies Act, 2013 for creation of mortgage/charge/hypothecation, on the movable or immovable properties of the Company	Special
14	Issuance of Non-Convertible Debentures up to Rs. 500 Crores on private placement basis	Special

The Chairman then requested the shareholders to cast their votes through tablet based electronic voting system, who had not cast their votes earlier through the remote e- voting.

The Chairman declared the AGM as concluded.

All the resolutions as set out in the Notice of Annual General Meeting were duly approved by the members with requisite majority.





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Voting results	
Record date	25-07-2019
Total number of shareholders on record date	85168
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	23
b) Public	34
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of resolution passed in the meeting</b>	<b>14</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

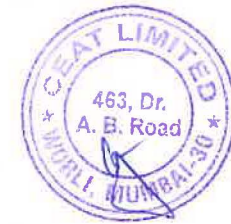
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**Text Block**

Textual Information(1)

- 1) Total number of shareholders on the record date does not include beneficiary account namely CEAT Limited - Unclaimed Securities Suspense Account", voting rights on which have been frozen as per Regulation 39 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, in view of the voting rights being frozen, the voting results do not include such 15,471 shares while considering the number of shares held, under column 1 of the table.
- 2) The term 'Poll' as stated under the voting results means e-voting conducted at the venue of the meeting.



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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of: a. Audited Financial Statements for the Financial year ended March 31, 2019, together with the Report of the Board of Directors and Auditors thereon ; and b. Audited Consolidated Financial Statements for the Financial year ended March 31, 2019, together with the				
Category	Mode of voting	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
Promoter and Promoter Group	E-Voting		20663701	100.0000	20663701	0	100.0000	0.0000
	Poll	20663701	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>20663701</b>	<b>20663701</b>	<b>100.0000</b>	<b>20663701</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting		8233229	66.2315	8233229	0	100.0000	0.0000
	Poll	12430993	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>12430993</b>	<b>8233229</b>	<b>66.2315</b>	<b>8233229</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting		10224	0.1393	10173	51	99.5012	0.4988
	Poll	7339927	540	0.0074	540	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>7339927</b>	<b>10764</b>	<b>0.1466</b>	<b>10713</b>	<b>51</b>	<b>99.5262</b>	<b>0.4738</b>
<b>Total</b>	<b>Total</b>	<b>40434621</b>	<b>28907694</b>	<b>71.4924</b>	<b>28907643</b>	<b>51</b>	<b>99.9998</b>	<b>0.0002</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of Dividend on Equity Shares at the rate of Rs. 12 per share for the year ended March 31, 2019.				
Category	Mode of voting	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
Promoter and Promoter Group	E-Voting		20663701	100.0000	20663701	0	100.0000	0.0000
	Poll	20663701	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>20663701</b>	<b>20663701</b>	<b>100.0000</b>	<b>20663701</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting		8279841	66.6064	8279841	0	100.0000	0.0000
	Poll	12430993	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>12430993</b>	<b>8279841</b>	<b>66.6064</b>	<b>8279841</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting		10229	0.1394	10192	37	99.6383	0.3617
	Poll	7339927	540	0.0074	540	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>7339927</b>	<b>10769</b>	<b>0.1467</b>	<b>10732</b>	<b>37</b>	<b>99.6564</b>	<b>0.3436</b>
<b>Total</b>	<b>Total</b>	<b>40434621</b>	<b>28954311</b>	<b>71.6077</b>	<b>28954274</b>	<b>37</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0





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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. H.V.Goenka (DIN: 00026726) as a Director of the Company				
Category	Mode of voting	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
Promoter and Promoter Group	E-Voting		20663701	100.0000	20663701	0	100.0000	0.0000
	Poll	20663701	0	0.0000	0	0	0	0
	Postal Ballot [if applicable]		0	0.0000	0	0	0	0
	<b>Total</b>	<b>20663701</b>	<b>20663701</b>	<b>100.0000</b>	<b>20663701</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting		8279841	66.6064	8222473	57368	99.3071	0.6929
	Poll	12430993	0	0.0000	0	0	0	0
	Postal Ballot [if applicable]		0	0.0000	0	0	0	0
	<b>Total</b>	<b>12430993</b>	<b>8279841</b>	<b>66.6064</b>	<b>8222473</b>	<b>57368</b>	<b>99.3071</b>	<b>0.6929</b>
Public- Non Institutions	E-Voting		10215	0.1392	9127	1088	89.3490	10.6510
	Poll	7339927	540	0.0074	540	0	100.0000	0.0000
	Postal Ballot [if applicable]		0	0.0000	0	0	0	0
	<b>Total</b>	<b>7339927</b>	<b>10755</b>	<b>0.1465</b>	<b>9667</b>	<b>1088</b>	<b>89.8838</b>	<b>10.1162</b>
<b>Total</b>	<b>Total</b>	<b>40434621</b>	<b>28954297</b>	<b>71.6077</b>	<b>28895841</b>	<b>58456</b>	<b>99.7981</b>	<b>0.2019</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



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Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Authority for appointment of Branch Auditor of the Company				
Category	Mode of voting	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
Promoter and Promoter Group	E-Voting		20663701	100.0000	20663701	0	100.0000	0.0000
	Poll	20663701	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>20663701</b>	<b>20663701</b>	<b>100.0000</b>	<b>20663701</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting		8279841	66.6064	8279841	0	100.0000	0.0000
	Poll	12430993	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>12430993</b>	<b>8279841</b>	<b>66.6064</b>	<b>8279841</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting		10215	0.1392	9617	598	94.1459	5.8541
	Poll	7339927	540	0.0074	540	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>7339927</b>	<b>10755</b>	<b>0.1465</b>	<b>10157</b>	<b>598</b>	<b>94.4398</b>	<b>5.5602</b>
<b>Total</b>	<b>Total</b>	<b>40434621</b>	<b>28954297</b>	<b>71.6077</b>	<b>28953699</b>	<b>598</b>	<b>99.9979</b>	<b>0.0021</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



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Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of the Remuneration payable to Messrs D C Dave & Co., Cost Auditors of the Company				
Category	Mode of voting	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
Promoter and Promoter Group	E-Voting		20663701	100.0000	20663701	0	100.0000	0.0000
	Poll	20663701	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>20663701</b>	<b>20663701</b>	<b>100.0000</b>	<b>20663701</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting		8279841	66.6064	8279841	0	100.0000	0.0000
	Poll	12430993	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>12430993</b>	<b>8279841</b>	<b>66.6064</b>	<b>8279841</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting		10215	0.1392	9582	633	93.8032	6.1968
	Poll	7339927	540	0.0074	540	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>7339927</b>	<b>10755</b>	<b>0.1465</b>	<b>10122</b>	<b>633</b>	<b>94.1144</b>	<b>5.8856</b>
<b>Total</b>	<b>Total</b>	<b>40434621</b>	<b>28954297</b>	<b>71.6077</b>	<b>28953664</b>	<b>633</b>	<b>99.9978</b>	<b>0.0022</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0





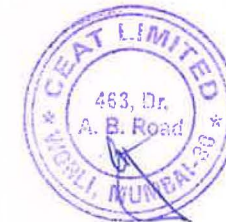
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Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Atul C. Choksey (DIN:00002102) as an Independent Director for the second term				
Category	Mode of voting	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
Promoter and Promoter Group	E-Voting		20663701	100.0000	20663701	0	100.0000	0.0000
	Poll	20663701	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>20663701</b>	<b>20663701</b>	<b>100.0000</b>	<b>20663701</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting		8047722	64.7392	7910314	137408	98.2926	1.7074
	Poll	12430993	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>12430993</b>	<b>8047722</b>	<b>64.7392</b>	<b>7910314</b>	<b>137408</b>	<b>98.2926</b>	<b>1.7074</b>
Public- Non Institutions	E-Voting		10185	0.1388	9086	1099	89.2096	10.7904
	Poll	7339927	540	0.0074	540	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>7339927</b>	<b>10725</b>	<b>0.1461</b>	<b>9626</b>	<b>1099</b>	<b>89.7529</b>	<b>10.2471</b>
<b>Total</b>	<b>Total</b>	<b>40434621</b>	<b>28722148</b>	<b>71.0336</b>	<b>28583641</b>	<b>138507</b>	<b>99.5178</b>	<b>0.4822</b>
<b>Whether resolution Is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



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Resolution (7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Haigreve Khaitan (DIN:00005290) as an Independent Director for the second term.				
Category	Mode of voting	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
Promoter and Promoter Group	E-Voting	20663701	20663701	100.0000	20663701	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>20663701</b>	<b>20663701</b>	<b>100.0000</b>	<b>20663701</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	12430993	8047722	64.7392	7886155	161567	97.9924	2.0076
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>12430993</b>	<b>8047722</b>	<b>64.7392</b>	<b>7886155</b>	<b>161567</b>	<b>97.9924</b>
Public- Non Institutions	E-Voting	7339927	10215	0.1392	9128	1087	89.3588	10.6412
	Poll		540	0.0074	540	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>7339927</b>	<b>10755</b>	<b>0.1465</b>	<b>9668</b>	<b>1087</b>	<b>89.8931</b>
<b>Total</b>	<b>Total</b>	<b>40434621</b>	<b>28722178</b>	<b>71.0336</b>	<b>28559524</b>	<b>162654</b>	<b>99.4337</b>	<b>0.5663</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



[Home](#)[Validate](#)**Resolution (8)**

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Re-appointmnet of Mr. Mahesh S. Gupta (DIN:00046810) as an Independent Director for the second term						
Category	Mode of voting	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
Promoter and Promoter Group	E-Voting		20663701	100.0000	20663701	0	100.0000	0.0000
	Poll	20663701	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>20663701</b>	<b>20663701</b>	<b>100.0000</b>	<b>20663701</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting		8279841	66.6064	8118274	161567	98.0487	1.9513
	Poll	12430993	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>12430993</b>	<b>8279841</b>	<b>66.6064</b>	<b>8118274</b>	<b>161567</b>	<b>98.0487</b>	<b>1.9513</b>
Public- Non Institutions	E-Voting		10215	0.1392	9116	1099	89.2413	10.7587
	Poll	7339927	540	0.0074	540	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>7339927</b>	<b>10755</b>	<b>0.1465</b>	<b>9656</b>	<b>1099</b>	<b>89.7815</b>	<b>10.2185</b>
<b>Total</b>	<b>Total</b>	<b>40434621</b>	<b>28954297</b>	<b>71.6077</b>	<b>28791631</b>	<b>162666</b>	<b>99.4382</b>	<b>0.5618</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0





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Resolution (9)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Ms.Punita Lal (DIN: 03412604) as an Independent Director for the second term				
Category	Mode of voting	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
Promoter and Promoter Group	E-Voting		20663701	100.0000	20663701	0	100.0000	0.0000
	Poll	20663701	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>20663701</b>	<b>20663701</b>	<b>100.0000</b>	<b>20663701</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting		8279841	66.6064	8279841	0	100.0000	0.0000
	Poll	12430993	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>12430993</b>	<b>8279841</b>	<b>66.6064</b>	<b>8279841</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting		10211	0.1391	9128	1083	89.3938	10.6062
	Poll	7339927	540	0.0074	540	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>7339927</b>	<b>10751</b>	<b>0.1465</b>	<b>9668</b>	<b>1083</b>	<b>89.9265</b>	<b>10.0735</b>
<b>Total</b>	<b>Total</b>	<b>40434621</b>	<b>28954293</b>	<b>71.6077</b>	<b>28953210</b>	<b>1083</b>	<b>99.9963</b>	<b>0.0037</b>
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



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Resolution (10)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Vinay Bansal (DIN:00383325) (Age 74 years) as an Independent Director for the second term				
Category	Mode of voting	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
Promoter and Promoter Group	E-Voting		20663701	100.0000	20663701	0	100.0000	0.0000
	Poll	20663701	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>20663701</b>	<b>20663701</b>	<b>100.0000</b>	<b>20663701</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting		8047722	64.7392	7910314	137408	98.2926	1.7074
	Poll	12430993	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>12430993</b>	<b>8047722</b>	<b>64.7392</b>	<b>7910314</b>	<b>137408</b>	<b>98.2926</b>	<b>1.7074</b>
Public- Non Institutions	E-Voting		10215	0.1392	9096	1119	89.0455	10.9545
	Poll	7339927	540	0.0074	540	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>7339927</b>	<b>10755</b>	<b>0.1465</b>	<b>9636</b>	<b>1119</b>	<b>89.5955</b>	<b>10.4045</b>
<b>Total</b>	<b>Total</b>	<b>40434621</b>	<b>28722178</b>	<b>71.0336</b>	<b>28583651</b>	<b>138527</b>	<b>99.5177</b>	<b>0.4823</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



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Validate

Resolution (11)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of Remuneration payable to Mr. H.V.Goenka, Chairman, Non-Executive Director, for the year 2018-19				
Category	Mode of voting	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
Promoter and Promoter Group	E-Voting		20663701	100.0000	20663701	0	100.0000	0.0000
	Poll	20663701	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>20663701</b>	<b>20663701</b>	<b>100.0000</b>	<b>20663701</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting		8279841	66.6064	7668174	611667	92.6126	7.3874
	Poll	12430993	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>12430993</b>	<b>8279841</b>	<b>66.6064</b>	<b>7668174</b>	<b>611667</b>	<b>92.6126</b>	<b>7.3874</b>
Public- Non Institutions	E-Voting		8215	0.1119	7086	1129	86.2568	13.7432
	Poll	7339927	540	0.0074	540	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>7339927</b>	<b>8755</b>	<b>0.1193</b>	<b>7626</b>	<b>1129</b>	<b>87.1045</b>	<b>12.8955</b>
<b>Total</b>	<b>Total</b>	<b>40434621</b>	<b>28952297</b>	<b>71.6027</b>	<b>28339501</b>	<b>612796</b>	<b>97.8834</b>	<b>2.1166</b>
<b>Whether resolution Is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0





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Validate

Resolution (12)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval under Section 180 (1) (c) of the Companies Act, 2013 for borrowings in excess of the aggregate of the paid-up Capital of the Company				
Category	Mode of voting	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
Promoter and Promoter Group	E-Voting		20663701	100.0000	20663701	0	100.0000	0.0000
	Poll	20663701	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>20663701</b>	<b>20663701</b>	<b>100.0000</b>	<b>20663701</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting		8279841	66.6064	8279841	0	100.0000	0.0000
	Poll	12430993	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>12430993</b>	<b>8279841</b>	<b>66.6064</b>	<b>8279841</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting		10215	0.1392	9507	708	93.0690	6.9310
	Poll	7339927	540	0.0074	540	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>7339927</b>	<b>10755</b>	<b>0.1465</b>	<b>10047</b>	<b>708</b>	<b>93.4170</b>	<b>6.5830</b>
<b>Total</b>	<b>Total</b>	<b>40434621</b>	<b>28954297</b>	<b>71.6077</b>	<b>28953589</b>	<b>708</b>	<b>99.9976</b>	<b>0.0024</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



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Resolution (13)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval under Section 180 (1)(a) of the Companies Act, 2013 for creation of mortgage/charge/hypothecation, on the movable or immovable properties of the Company				
Category	Mode of voting	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
Promoter and Promoter Group	E-Voting		20663701	100.0000	20663701	0	100.0000	0.0000
	Poll	20663701	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>20663701</b>	<b>20663701</b>	<b>100.0000</b>	<b>20663701</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting		8279841	66.6064	8279841	0	100.0000	0.0000
	Poll	12430993	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>12430993</b>	<b>8279841</b>	<b>66.6064</b>	<b>8279841</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting		10215	0.1392	9507	708	93.0690	6.9310
	Poll	7339927	540	0.0074	540	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>7339927</b>	<b>10755</b>	<b>0.1465</b>	<b>10047</b>	<b>708</b>	<b>93.4170</b>	<b>6.5830</b>
<b>Total</b>	<b>Total</b>	<b>40434621</b>	<b>28954297</b>	<b>71.6077</b>	<b>28953589</b>	<b>708</b>	<b>99.9976</b>	<b>0.0024</b>
<b>Whether resolution is Pass or Not.</b>						Yes		
Disclosure of notes on resolution						Add Notes		

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0





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Resolution (14)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Issuance of Non-Convertible Debentures upto Rs. 500 Crore on private placement basis				
Category	Mode of voting	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
Promoter and Promoter Group	E-Voting		20663701	100.0000	20663701	0	100.0000	0.0000
	Poll	20663701	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>20663701</b>	<b>20663701</b>	<b>100.0000</b>	<b>20663701</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting		8279841	66.6064	8279841	0	100.0000	0.0000
	Poll	12430993	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>12430993</b>	<b>8279841</b>	<b>66.6064</b>	<b>8279841</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting		10215	0.1392	9575	640	93.7347	6.2653
	Poll	7339927	540	0.0074	540	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>7339927</b>	<b>10755</b>	<b>0.1465</b>	<b>10115</b>	<b>640</b>	<b>94.0493</b>	<b>5.9507</b>
<b>Total</b>	<b>Total</b>	<b>40434621</b>	<b>28954297</b>	<b>71.6077</b>	<b>28953657</b>	<b>640</b>	<b>99.9978</b>	<b>0.0022</b>
<b>Whether resolution Is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0





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-400 030

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and voting by electronic voting system at the 60<sup>th</sup> Annual General Meeting of CEAT Limited held on Thursday, August 01, 2019 at 3.00 p.m. at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai 400 025.**

I, P. N. Parikh, of Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of CEAT Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 60<sup>th</sup> Annual General Meeting (AGM) of CEAT Limited held on Thursday, August 01, 2019 at 3.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on August 01, 2019.

The notice dated May 07, 2019 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed at the AGM of the Company.



The Company had availed the e-voting facility offered by Central Depository Services (India) Limited ("CDSL") for conducting remote e-voting by the Shareholders of the Company.

The Company had also provided voting by electronic voting system to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the Company holding shares as on the "cut-off" date of Thursday, July 25, 2019 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Monday, July 29, 2019 at 09:00 a.m. (IST) and ended on Wednesday, July 31, 2019 at 05:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast thereunder were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system and voting by electronic voting system conducted at the AGM.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the voting conducted through electronic voting system at the venue of the meeting on the resolutions contained in the Notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through electronic voting system at the venue of the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and voting by electronic voting system at the AGM in respect of the said resolutions.



**Resolution 1: Ordinary Resolution****Adoption of:**

**a. Audited Financial Statements for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon;**

**b. Audited Consolidated Financial Statements for the financial year ended March 31, 2019, together with the Report of the Auditors thereon.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
175	2,89,07,643	100.00 (Rounded-off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	51	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL





**Resolution 2: Ordinary Resolution**

**Declaration of dividend on equity shares at the rate of Rs. 12 per share for the year ended March 31, 2019.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
179	2,89,54,274	100.00(Rounded-off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	37	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution 3: Ordinary Resolution**

**Re-appointment of Mr. H. V. Goenka (DIN: 00026726) as a Director of the Company.**

(i) Voted in **favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
160	2,88,95,841	99.80

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
22	58,456	0.20

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution 4: Ordinary Resolution****Authority for appointment of Branch Auditor of the Company.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
172	2,89,53,699	100.00(Rounded-off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	598	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL





**Resolution 5: Ordinary Resolution**

**Ratification of the remuneration payable to Messrs D C Dave & Co., Cost Auditors of the Company.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
170	2,89,53,664	100.00(Rounded-off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
12	633	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution 6: Special Resolution**

**Re-appointment of Mr. Atul C. Choksey (DIN:00002102) as an Independent Director for the second term.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
159	2,85,83,641	99.52

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
21	1,38,507	0.48

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution 7: Special Resolution**

**Re-appointment of Mr. Haigreve Khaitan (DIN: 00005290) as an Independent Director for the second term.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
156	2,85,59,524	99.43

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
25	1,62,654	0.57

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL





**Resolution 8: Special Resolution**

**Re-appointment of Mr. Mahesh S. Gupta (DIN: 00046810) as an Independent Director for the second term.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
156	2,87,91,631	99.44

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
26	1,62,666	0.56

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution 9: Special Resolution**

**Re-appointment of Ms. Punita Lal (DIN: 03412604) as an Independent Director for the second term.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
168	2,89,53,210	100.00(Rounded-off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
13	1,083	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution 10: Special Resolution**

**Re-appointment of Mr. Vinay Bansal (DIN:00383325) (Age 74 years) as an Independent Director for the second term.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
159	2,85,83,651	99.52

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
22	1,38,527	0.48

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL





**Resolution 11: Special Resolution**

**Approval of remuneration payable to Mr. H. V. Goenka (DIN: 00026726),  
Chairman, Non-Executive Director for the year 2018-19.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
159	2,83,39,501	97.88

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
22	6,12,796	2.12

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution 12: Special Resolution**

**Approval under section 180 (1)(c) of the Act for borrowings in excess of the aggregate of the paid-up capital of the Company.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
168	2,89,53,589	100.00(Rounded-off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
14	708	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution 13: Special Resolution**

**Approval under section 180 (1)(a) of the Act for creation of mortgage/charge/hypothecation, on the movable or immovable properties of the Company.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
168	2,89,53,589	100.00(Rounded-off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
14	708	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL





**Resolution 14: Special Resolution**

**Issuance of Non-Convertible Debentures upto Rs. 500 Crores on private placement basis.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
170	2,89,53,657	100.00(Rounded-off)

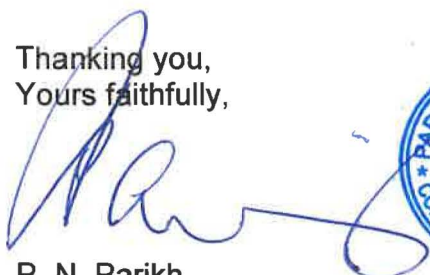

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
12	640	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking you,  
Yours faithfully,

**P. N. Parikh**  
**Parikh & Associates**  
**Practising Company Secretaries**  
 FCS: 327 CP No.: 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: August 01, 2019



For CEAT LIMITED

  
 Vani Gupta  
 Company Secretary