



CEAT Limited

CIN: L25100MH1958PLC011041

Registered Office: 463, Dr. Annie Besant Road, Worli, Mumbai 400 030

Website: www.ceat.com; E-mail: investors@ceat.in; Tel: (022) 24930621 Fax: (022) 24938933

Notice of Postal Ballot

Dear Shareholder(s),

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT & ADMINISTRATION) RULES, 2014.

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, that the resolution set out below is proposed to be passed as a Special Resolution through Postal Ballot.

The Statement setting out the material facts and the reasons therefor pertaining to the said resolution pursuant to Section 102 of the Companies Act, 2013, along with a Postal Ballot Form, are annexed for your consideration. The Company has appointed Mr. P. N Parikh, or failing him Ms. Jigyasa Ved of M/s Parikh & Associates, Practicing Company Secretaries as Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner.

As required under Clause 35B of the Listing Agreement entered into with the Stock Exchanges ("Listing Agreement") and in compliance with Section 108 of the Act read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to the shareholders of the Company as an alternate option to cast their votes electronically. Detailed instructions to use this facility are given in Note no. 8 below.

Shareholders are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed and signed, in the attached self addressed pre-paid postage envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. on Monday, July 06, 2015. Upon completion of the scrutiny of the Postal Ballot Forms, the Scrutinizer will submit his report to the Chairman and/or Managing Director of the Company. Subsequently, the result of the Postal Ballot will be announced by the Chairman and/or Managing Director and/or Company Secretary on Thursday July 09, 2015, at the Registered Office of the Company situated at 463, Dr. Annie Besant Road, Worli, Mumbai 400 030 and shall also be posted on the website of the Company viz. www.ceat.com.

The Shareholders are requested to consider, and if thought fit, pass the following resolution as a Special Resolution through Postal Ballot.

1. To consider and, if thought fit, to pass with or without modification the following resolution as a Special Resolution:
"RESOLVED THAT pursuant to Sections 42, 71 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder including any statutory modification or re-enactment thereof, for the time being in force (hereinafter referred to as the Act) and applicable provisions of any other Laws, Rules, Regulations, Guidelines, Circulars, if any, and subject to the provisions of the Memorandum and Articles of Association of the Company and such sanctions, approvals or permissions as may be required, approval of the shareholders be and is hereby accorded to the Board of Directors of the Company ("the Board" which expression shall also include a Committee thereof) to issue and offer secured Non-Convertible Debentures aggregating upto an amount of Rs. 500.00 crores (Rupees Five Hundred crores only) through private placement basis in one or more series/tranches and at such price or on such terms and conditions as the Board may from time to time determine and consider proper and beneficial to the Company including listing of such debentures with Stock Exchange(s), time of issue, consideration, utilization of the issue proceeds and all matters connected with or incidental thereto.
RESOLVED FURTHER THAT for the purpose of giving effect to the said resolution, the Board be and is hereby authorized to take all such actions and to do all such deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question or doubt that may arise in this regard."

By Order of the Board of Directors
For **CEAT Limited**

Place: Mumbai
Date: May 22, 2015

H N Singh Rajpoot
Company Secretary

Notes:

1. The consent of the shareholders is solicited by passing a Special Resolution by way of a Postal Ballot as detailed in Item no. 1 of this Notice. Notice of this Postal Ballot is being sent to all shareholders, whose names appear in the Register of Members and the List of Beneficial Owners as received from Depositories as on May 22, 2015.
2. Statement setting out all material facts as required under Section 102 and 110 of the Act in respect of the aforesaid special business of the Company is appended.
3. The resolution, if assented to by the requisite majority, shall be taken as passed on Thursday, July 09, 2015 being the date of declaration of the result.
4. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email ids with the Company and to other shareholders through courier.
5. Shareholders who have received the Postal Ballot Notice by email and who do not wish to avail the electronic voting facility, such shareholder can send a request on email to investors@ceat.in or write a letter for obtaining physical Notice and Postal Ballot Form to the Registrars & Share Transfer Agents of the Company i.e. M/s TSR Darashaw Limited Unit: CEAT Limited, 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E Moses Road, Mahalaxmi, Mumbai 400 011.
6. Voting through Electronic means:

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, and Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to provide the facility to Shareholders to exercise their right to vote by electronic means. The period for voting through electronic means will commence at 9:00 a.m. on Sunday, June 07, 2015 and will end at 5:00 p.m. on Monday, July 06, 2015. The Company has appointed Mr. P. N. Parikh, or failing him Ms. Jigyasa Ved of M/s Parikh & Associates, Practising Company Secretaries, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Shareholders desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

Shareholders have option to vote either through electronic voting or through Physical Ballot Form. If a shareholder has opted for electronic voting, then he/she should not vote by Physical Ballot also and vice-versa. However, in case shareholders cast their vote both via physical ballot and electronic voting then electronic voting shall prevail and voting done through physical ballot shall be treated as invalid.
7. The Scrutinizer shall submit his report to the Chairman and/or Managing Director or any person authorized by the Board after completion of scrutiny of Postal Ballot in a fair and transparent manner.
8. The result of the Postal Ballot shall be announced on Thursday, July 09, 2015 and will be communicated to the Stock Exchange(s) where the Company's shares are listed i.e BSE Limited and National Stock Exchange of India Limited. The result shall also be displayed on the website of the Company i.e. www.ceat.com.

The instructions for shareholders for voting electronically are as under:

- (A) The voting period begins at 9:00 a.m on Sunday, June 07, 2015 and ends at 5:00 p.m. on Monday, July 06, 2015. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date May 22, 2015, may cast their vote electronically. The electronic voting module shall be disabled by CDSL for voting thereafter.

In case of shareholders receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and Folio No. / Client ID in the PAN field. In case the Folio No. / Client ID is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with Folio No. / Client ID 1 then enter RA00000001 in the PAN field.
Date of Birth OR Date of Incorporation OR Bank Account Number	Enter the Date of Birth as recorded in your Demat Account or in the Company's records for the said Demat account in dd/mm/yyyy format or enter Folio No. OR Enter the Bank Account Number as recorded in your Demat Account or in the Company's records for the said Demat Account or Folio No. Please enter any one of the details in order to login. In case both the details are not recorded with the Depository or the Company, please enter the number of shares held by you as on cut-off date in the Bank Account Number field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.

(x) Click on the EVSN for CEAT Limited.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Note for Non-Individual Shareholders and Custodians .

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case of shareholders receiving the physical copy:

(B) Please follow all steps from sl. no. (i) to sl. no. (xv) above to cast vote.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013

ITEM NO. 1:

Pursuant to Sections 42, 71, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, inter alia, an offer or invitation to subscribe for Secured Non-Convertible Debentures through private placement can be done by obtaining previous approval of shareholders by way of a Special Resolution.

In order to augment long term working capital resources, inter alia, financing of the ongoing capital expenditure for expansion projects/ setting up of the two-three wheeler tyre plant of the Company, reduction of overall interest and finance cost as well as for general purposes including the restructuring/ replacement of high cost debt, the Company may offer or invite subscription for secured Non-Convertible Debentures, in one or more series/tranches on private placement basis.

Accordingly, consent of the members is sought by way of a Special Resolution at Item no. 1 of the accompanying Notice to enable the Board of Directors to offer or invite subscription for Secured Non-Convertible Debentures as may be required by the Company from time to time for a year from the date of passing of the Special Resolution through this Postal Ballot.

Accordingly, the Board of Directors recommend the resolution at Item No. 1 of the Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their Relatives is concerned with or interested in the above resolution.

By Order of the Board of Directors
For **CEAT Limited**

Place: Mumbai
Date: May 22, 2015

H N Singh Rajpoot
Company Secretary

RESIDENT ENVELOPE (NON-JUDICIAL) TEL: 2893237



CEAT LIMITED

Regd. Office: 463, Dr. Annie Besant Road, Worli, Mumbai - 400 030
CIN: L25100MH1958PLC011041
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POSTAL BALLOT FORM

- (1) Name and Registered Address :
of the Sole/First named
Holder
- (2) Name(s) of the :
Joint Holder(s)
(if any)
- (3) Registered Folio No./ :
DP ID No. and Client ID No.*
(*Applicable to shareholders holding
shares in dematerialized form)
- (4) Number of Equity Share(s) held :
- (5) EVSN (e-Voting Sequence Number) :

(6) I/ We hereby exercise my/our vote(s) in respect of the Special Resolution to be passed through Postal Ballot for the business enumerated in the Notice dated May 22, 2015 by conveying my/our assent or dissent to the said resolution by placing a tick mark (✓) at the appropriate box below.

Item no.	Brief Description of the resolution	No. of shares	(FOR)	(AGAINST)
			I/We assent to the Resolution	I/We dissent to the Resolution
1	Special Resolution under Sections 42 and 71 of the Companies Act, 2013, granting approval to the Board for offer, issue and allotment of non-convertible debentures on private placement basis for an aggregate amount upto Rs. 500.00 crores, in one or more tranches.			

Place: _____

Date: _____

Signature of the Shareholder

Note:

Last date for receipt of Ballot Form by the Scrutinizer: On Monday, July 06, 2015 not later than 5:00 p.m.

Please read the instructions printed overleaf before exercising your vote.



Instructions:

1. A shareholder desiring to exercise vote by physical ballot may complete this ballot form and send it to Scrutinizer in the attached self-addressed envelope bearing the address of the Scrutinizer. Postage will be borne and paid by the Company. However, envelopes containing ballot form, if sent by courier at the expense of the registered shareholder will also be accepted.
2. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per specimen signature(s) registered with the Company) by the first named shareholder and in his absence, by the next named shareholder. Unsigned ballot form will be rejected. A Power of Attorney (POA) holder may vote on behalf of a shareholder, mentioning the registration number of the POA or enclosing an attested copy of POA. Exercise of vote is not permitted through proxy.
3. This vote may be accorded by recording the assent in column 'For' or dissent in Column 'Against' by placing a tick (✓) mark in the appropriate column.
4. Duly completed ballot form(s) should reach the scrutinizer not later than 05:00 p.m. on Monday, July 06, 2015. Ballot form(s) received after this date will be strictly treated as if the reply from the shareholder has not been received.
5. In case of shares held by companies, trusts, societies etc. the duly completed ballot form should be accompanied by a certified true copy of Board Resolution/ Authority.
6. Shareholders are requested not to send any other paper along with the ballot form in the enclosed postage pre-paid self addressed envelope.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on May 22, 2015.
8. The Scrutinizer's decision on the validity of the ballot form shall be final.
9. The Company is also offering e-voting facility as an alternate, for all the shareholders to enable them to cast their vote electronically instead of dispatching physical ballot form. The detailed procedure is enumerated at Point 8 of the Notes to the Postal Ballot Notice.
10. If a shareholder has opted for e-voting, then he/she should not vote by physical ballot also and vice-versa. However, in case shareholders cast their vote both via physical ballot and e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid.
11. The results of the voting shall be declared on Thursday, July 09, 2015. The Results declared along with the Scrutinizer's Report, shall be placed on the Company's website www.ceat.com and communicated to the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited.