



November 24, 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 Special Resolution passed through Postal Ballot.**

Dear Sir,

Pursuant to Clause 35 A of the Listing Agreement entered into with the Stock Exchanges, we enclose herewith the voting results declared for the resolutions passed through Postal Ballot on November 24, 2014:

- Date of Declaration of Results through Postal Ballot : November 24, 2014
- Total number of shareholders on record date : 56,077
- No. of shareholders casted their votes through postal ballot:
  - Promoter & Promoter Group : 10 ( 7 through Authorised Representative)
  - Public : 313
- The detail of the resolutions passed through Postal Ballot is enclosed as Annexure A.

Kindly take the same on record and acknowledge receipt.

Thanking you,

Yours faithfully,

For **CEAT Limited**

  
**H N Singh Rajpoot**

**Company Secretary**



**CEAT LIMITED**

**Special Resolution under Section 13 of the Companies Act, 2013 granting approval for alteration of the Objects Clause of the Memorandum of Association.**

Resolution No 1									
Details for reporting as per Clause 35A of listing agreement based on result of Poll									
Promoter/Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes - against	Votes in favour on votes polled	% of Votes in favour on votes polled	Votes against 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		0	
2 Public - Institutional holders	7991423	3670379	45.93	3670379	0	100		0	
3 Public-Others	7289892	16925	0.23	16512	413	97.56		2.44	
<b>Grand Totals</b>	<b>35815053</b>	<b>24221042</b>	<b>67.63</b>	<b>24220629</b>	<b>413</b>	<b>100</b>		<b>0.00</b>	

(Out of Total Paid up Capital 35955710 ) **140657** shares excluded which have been transferred to Unclaimed and Suspense account and do not carry voting rights as per Clause 5A of the Listing Agreement, the voting rights has been calculated on the reduced capital.



For CEAT LIMITED

H. N. SINGH RAJPOOT  
COMPANY SECRETARY

Category = <All>  
All Ballot Results (Ballot No Wise)

CEAT LIMITED

Special Resolution for increasing in shareholding of Foreign Institution Investor from twenty four per cent upto forty-five percent of the total paid-up share capital of the Company

Resolution No 2									
Details for reporting as per Clause 35A of listing agreement based on result of Poll									
Promoter/Public	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	Promoter and Promoter Group [1] 20533738	[2] 20533738	100	[4] 20533738	[5] 0	100	0		
2	Public - Institutional holders 7991423	3670379	45.93	3670379	0	100	0		
3	Public-Others 7289892	16729	0.23	16366	363	97.83	2.17		
	Grand Totals 35815053	24220846	67.63	24220483	363	100	0.00		

(Out of Total Paid up Capital 35955710 ) 140657 shares excluded which have been transferred to Unclaimed and Suspense account and do not carry voting rights as per Clause 5A of the Listing Agreement, the voting rights has been calculated on the reduced capital.



For CEAT LIMITED

H. N. SINGH RAJPOOT  
COMPANY SECRETARY

Category = <All>  
All Ballot Results (Ballot No Wise)

**DECLARATION OF THE RESULTS OF VOTING BY POSTAL BALLOT ON  
NOVEMBER 24, 2014**

As per the Report of the Scrutinizer, Mr. P. N. Parikh, Practicing Company Secretary, dated November 22, 2014 who was appointed by the Board of Directors of the Company for conducting the voting by Postal Ballot in a fair and transparent manner, the result of the Special Resolutions pursuant to the Notice for Postal Ballot dated October 10, 2014 is as under:

- i. Special Resolution under Section 13 and other applicable provisions of the Companies Act, 2013 granting approval for alteration of the Objects Clause of the Memorandum of Association of the Company:

“RESOLVED THAT pursuant to Section 13 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) (hereinafter referred to as the Act) and such other approvals, sanctions or consents as may be required, the Objects Clause of the Memorandum of Association of the Company be altered and amended by inserting the following new sub-clause (2H) immediately after the existing sub-clause (2G) under Clause III of the Memorandum of Association of the Company:

*(2H) “To carry on the business of manufacturers, fabricators, processors, producers, makers, importers, exporters, buyers, sellers, suppliers, stockists, agents, merchants, distributors, dealers in all kinds of sports equipments and merchandise including but not limited to cricket bats, cricket balls, protective cricket pads, other cricketing gear, apparel, footwear, textiles, bags, accessories, eyewear and eye care and all kind of other products related to sports, sports equipment and personal care and cosmetic products.”*

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to complete all necessary formalities and to take all necessary steps and to accept any modification(s) / condition(s) as may be stipulated by any statutory authority while registering the altered objects and to do all acts, deeds, matters and things as may be necessary for giving effect to the above resolution and matters incidental and consequential thereto.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized for undertaking and commencing the business as specified in newly incorporated sub-clause (2H) of the Objects Clause of the Memorandum of Association of the Company upon the same



becoming effective as and when deemed fit and considered most appropriate by the Board of Directors of the Company.

**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 acts, 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 and that all the acts and deeds of the Board of Directors in connection with the above be and are hereby confirmed, approved and ratified."

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 in against on Votes Polled
	1	2	3 = $\{(2/1)*100\}$	4	5	6 = $\{(4/2)*100\}$	7 = $\{(5/2)*100\}$
Promoter and Promoter Group	20533738	20533738	100	20533738	0	100	0
Public Institutional Holder	7991423	3670379	45.93	3670379	0	100	0
Public- Others	7289892	16925	0.23	16512	413	97.56	2.44
Total	35815053	24221042	67.63	24220629	413	100	0.00

The resolution was passed with overwhelming majority.

- ii) Special resolution for permitting Foreign Institutional Investors to acquire and hold Equity shares not exceeding forty-five per cent of the total paid-up equity share capital of the Company:

"RESOLVED THAT pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and all other applicable rules, regulations, circulars, directions, notifications, press notes, guidelines and laws (including any statutory modifications or re-enactment thereof, from time to time) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as

the "Board" which term shall be deemed to include a Committee thereof for the time being exercising the powers conferred on the Board by this Resolution, to which Committee any such powers of the board may be delegated by the Board), consent of the Company be and is hereby accorded to the Board to permit Foreign Institutional Investors ("FII") registered with the Securities and Exchange Board of India ("SEBI") to acquire and hold, on their own account and/or and on behalf of their SEBI approved sub-accounts or Foreign Portfolio Investors ("FPI"), equity shares of the Company, provided that the equity shareholding of all such FIIs and sub-accounts put together shall not exceed 45% (forty five per cent) of the total paid-up Equity Share Capital of the Company, provided however that the shareholding of each FII, on its own account and on behalf of each of the SEBI approved sub-accounts in the Company or FPI shall not exceed 10% (ten per cent) of the total paid-up Equity Share Capital of the Company or such limits as are applicable or may be prescribed, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or other regulatory bodies and delegating all or any of the power conferred herein to any Committee or Directors of the Company. "


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 in against on Votes Polled
	1	2	3 = $\{(2/1)*100\}$	4	5	6 = $\{(4/2)*100\}$	7 = $\{(5/2)*100\}$
Promoter and Promoter Group	20533738	20533738	100	20533738	0	100	0
Public Institutional Holder	7991423	3670379	45.93	3670379	0	100	0
Public- Others	7289892	16729	0.23	16366	363	97.83	2.17
Total	35815053	24220846	67.63	24220483	363	100	0.00

The Special Resolution was passed with overwhelming majority.

A certified true copy of the Report of the Scrutinizer is attached herewith.

Place: Mumbai

Date: November 24, 2014

 H N Singh Rajpoot  
Company Secretary

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████████████████████  
████████████████████

**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

November 22, 2014

To,  
CEAT Limited  
463, Dr. Annie Besant Road,  
Worli, Mumbai 400 030

Kind Attn: Mr. H N Singh Rajpoot

Sub. : Postal Ballot

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the following resolutions:

- (a) Special Resolution under Section 13 of the Companies Act, 2013 granting approval for alteration of the Objects Clause of the Memorandum of Association of the Company.
- (b) Special Resolution for permitting Foreign Institutional Investors to acquire and hold Equity shares not exceeding forty-five percent of the total paid-up equity share capital of the Company.

I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballots received from shareholders in physical and electronic mode.
- b) The register showing the particulars of the physical postal ballots processed by the Registrar and Share Transfer Agent of the Company and the e-votes registered on the Central Depository Services (India) Limited (CDSL) e-voting system in respect of the said resolutions.

I hope you will find the above in order.

Thanking you.



Yours faithfully,

P. N. Parikh  
Parikh & Associates

Encl.: As above.

CERTIFIED TRUE COPY  
CEAT LIMITED  
SECRETARY



**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 400 030

**Report of Scrutinizer**

I, P. N. Parikh, Company Secretary in Whole time practice, having my office at 111, 11<sup>th</sup> Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai- 400 053 had been appointed as the Scrutinizer to conduct the postal ballot process in respect of the following resolutions:

- (a) Special Resolution under Section 13 of the Companies Act, 2013 granting approval for alteration of the Objects Clause of the Memorandum of Association of the Company.
- (b) Special Resolution for permitting Foreign Institutional Investors to acquire and hold Equity shares not exceeding forty-five percent of the total paid-up equity share capital of the Company.

I have scrutinized the poll papers and e-voting and votes tendered therein and maintained register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014.

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

Contd...2



CERTIFIED TRUE COPY  
CEAT LIMITED  
*[Signature]*  
SECRETARY

Special Resolution under Section 13 of the Companies Act, 2013 granting approval for alteration of the Objects Clause of the Memorandum of Association of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
294	2,42,20,629	*100.00 (Rounded-off)

(ii) Voted against the resolution:

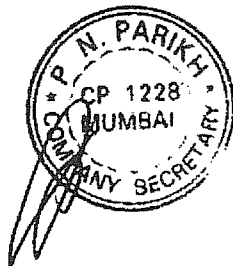
Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
8	413	#0.00

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
21	1201

\* % of votes in favour: 99.9983

#% of votes against: 0.0017



CERTIFIED TRUE COPY  
CEAT LIMITED

SECRETARY

**Special Resolution for permitting Foreign Institutional Investors to acquire and hold Equity shares not exceeding forty-five percent of the total paid-up equity share capital of the Company.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
287	2,42,20,483	*100.00 (Rounded-off)

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
6	363	#0.00

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
30	1397

\* % of votes in favour: 99.9985

#% of votes against: 0.0015

Place: Mumbai



Dated: November 22, 2014

Signature:

Name:

P. N. Parikh

Scrutinizer

FCS: 327

CP: 1228