



## EASTERN TREADS LIMITED

CIN: L25119KL1993PLC007213

3A, 3<sup>rd</sup> Floor, Eastern Corporate Office, 34/137 E, NH Bypass, Edappally, Kochi, Ernakulam, Kerala - 682 024  
Phone : 0484 3001100, Fax : 0484 3001110, E-mail: treads@eastern.in Website: www.eastertreads.com,

### NOTICE OF POSTAL BALLOT [Pursuant to Section 110 of the Companies Act, 2013]

Dear Member(s)

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, other applicable provisions of the Act and Rules made thereunder and Clause 35B of the Listing agreement with Stock Exchanges, that the Company is seeking consent of its members by passing Special Resolution through Postal Ballot in respect of the following Special Business.

#### **Special Business**

To consider and give assent / dissent pursuant to Section 110(1)(a) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, to the following resolution as a **Special resolution** by way of Postal Ballot so as to alter the Objects of the Memorandum of Association of the Company:

"RESOLVED THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, subject to such other approvals, consents, permissions and sanctions as may be necessary from the concerned Statutory Authorities the Objects Clauses of the Memorandum of Association of the Company be and are hereby altered:

- 1) by altering the heading in Object Clause III (A) as "The objects to be pursued by the Company on its incorporation are:"
- 2) by numbering the existing main object in Object Clause III (A) as Clause 1 and
- 3) by inserting following additional new objects as Clause 2 to 3 after the existing Main objects clause:

#### **New Objects:**

2. To manufacture, purchase, sell, acquire, import, export, distribute, market and otherwise deal in all kinds of tread rubber, repair patches, cushion gums, bonding gums, black vulcanizing cement/solution, durable envelopes, curing bags(tubes), butyl tubes, flaps, gloves, aqua coat, aqua lube and such other rubber and allied items for tyre retreading.
3. To carry on the business of tyre retreading and other tyre services of all types with or without patch works and to manufacture, purchase, sell, acquire, import, export, market and generally deal in retreaded and solid tyres of all type.
- 4) by altering the heading in Object Clause III (B) as "Matters which are necessary for furtherance of the objects specified in Clause III (A) are:"
- 5) by altering the existing Clause 1, 23 and 30 of the Incidental or Ancillary Objects Clause of the Memorandum of Association of the Company by replacing the existing Clause III(B) 1, 23 and 30 with the following new Clause III(B) 1, 23 and 30:
  1. To produce, prepare, manufacture, purchase, sell, import, export and generally to deal in all types of raw materials, plant, machinery, spare parts, implements, tools, utensils and other accessories and articles required for manufacture tyre retreading materials and providing tyre retreading and other tyre services.
  23. Subject to the provisions of the Companies Act, 2013 or any other enactment in force, to distribute as dividend, bonus or otherwise among members in kind any property or assets of the company and any shares, debentures or securities of this company or of other companies, belonging to this company, which this company may be competent to distribute
  30. Subject to the provisions of the Companies Act, 2013 or any other enactment in force, to indemnify and keep indemnified members, officers, directors, managing director, auditors, agents and servants of the company against proceedings, costs, damages, claim and demands in respect of anything done or ordered to be done by them for and in the interests of the Company and of any loss, damage or misfortune whatever and which shall happen in execution of the duties of their office or in relation thereto.
- 6) by deleting the objects in Clause III. (C) "The Other objects for which the company is established are:"

RESOLVED THAT the Board of Directors and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution."

By Order of the Board  
For Eastern Treads Limited

Kochi  
10/09/2015

CS Baiju. T.  
Company Secretary

**Notes:**

- 1 Statement of material facts pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 setting out all material facts is annexed hereto.
- 2 Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the assent or dissent of the members in respect of the Special Resolution contained in this notice dated 10<sup>th</sup> September, 2015 is being determined through Postal Ballot.
- 3 Company has appointed CS. Satheesh Kumar. N, Company Secretary (Membership No. 16543), Partner M/s. Satheesh & Remesh, Company Secretaries, Kochi as the Scrutinizer, for conducting the postal ballot process including scrutinizing of e-voting process in a fair and transparent manner.
- 4 The Board of Directors of the Company has appointed CS. Baiju T, Company Secretary & Internal Auditor as the person responsible for the entire postal ballot process.
- 5 Members have the option either to vote through the E-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the Company's website "www.easterntreads.com".
- 6 The cut-off date (i.e. the record date) for the purpose of voting is 11<sup>th</sup> September, 2015.
- 7 Voting period commences from 21<sup>st</sup> September, 2015 (9.00AM) and ends on 20<sup>th</sup> October, 2015 (5.00PM) for the members exercising their voting either by Postal Ballot or through E-Voting.
- 8 The Notice is being sent to all the Shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 11<sup>th</sup> September, 2015.
- 9 The members whose name appear in the Register of Members / Record of Depositories as on 11<sup>th</sup> September, 2015 will only be considered for voting.
- 10 You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed with the Assent (For) or Dissent (Against) in the attached Business Reply envelope so as to reach the Scrutinizer on or before 20<sup>th</sup> October, 2015 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. Hence the members are requested to send the duly completed Postal Ballot Form well before 20<sup>th</sup> October, 2015, being the last date for receipt of Postal Ballot Form by Scrutinizer, providing sufficient time for postal transit.
- 11 The date of declaration of the results will be treated as the date of passing of the said resolution. The resolution being Special Resolution, will be declared as passed if votes cast in favour of the resolution is three times more in number than the votes, if any, cast against it.
- 12 The result of the Postal Ballot shall be announced on or before the close of business hours on Tuesday, 27<sup>th</sup> October 2015, at the registered office of the Company and shall also be displayed on the Company's website www.easterntreads.com besides being communicated to the stock exchanges on which the shares of the Company are listed.
- 13 Members may, if they so desire, address any query in relation to the aforesaid Resolution to the Secretarial Department at the Registered Office of the Company. Tel.No: 0484 3001100, Fax : 0484 3001110, or by e-mail to treads@eastern.in/baijut@eastern.in.
- 14 The Postal Ballot Notice will also be available on the Company's website www.easterntreads.com. The physical copies of the documents referred in this Notice will also be available at the Company's Registered Office for inspection by any shareholder between 11:00 a.m. to 1:00 p.m. on all working days (excepts Saturdays, Sundays & Public Holidays) up to 20<sup>th</sup> October, 2015.
- 15 The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being Friday, 11<sup>th</sup> September, 2015.
- 16 The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
- 17 The Scrutinizer shall as soon as possible after the conclusion of e-voting period but before the closing of working hours on 27<sup>th</sup> October, 2015 unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company.
- 18 The Scrutinizer will submit his report of the votes cast, in favour or against, if any, to the Chairman of the Company as soon as possible after the last date of receipt of postal ballot including conclusion of e-voting period, but not later than closing working hours of 27<sup>th</sup> October, 2015.

**Instructions for Voting:****A) Voting Through Physical Postal Ballot Form**

1. Members are requested to carefully read the instructions printed overleaf on the enclosed Postal Ballot Form before casting their vote. A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed postage prepaid envelope. Postage will be borne and paid by the Company.

However, envelopes containing Postal Ballot Forms, if deposited in person or sent by courier at the expenses of the members, will also be accepted. The Postal Ballot Form duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than the close of working hours (5.00PM) on Tuesday, 20<sup>th</sup> October, 2015. Postal ballot forms received after that date will be treated as if the reply from such members has not been received.

2. There will be one Postal Ballot Form for every Folio / Client ID irrespective of the number of joint holder.
3. This form should be completed and signed by the sole / first named member. In case of joint holding, this Form should be completed and signed by the first named member and in his absence, by the next named joint holder. The signature of the member on this Postal Ballot Form should be as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form, respectively.
4. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authorisation together with attached specimen signature(s) of the duly authorised signatories.
5. The Postal Ballot shall not be exercised by a Proxy.
6. Members holding shares in dematerialised form are advised, in their own interest, to get their signatures verified by their Banker / Depository Participant (DP). Signatures should be verified by the Manager of the concerned Bank / DP by affixing a rubber stamp / seal mentioning name and address of the Bank / DP and name, stamp and signature of the Manager.
7. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope as all such envelopes will be sent to the Scrutinizer and any other paper found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
8. The votes should be cast in favour of or against the Resolution by putting the tick mark (✓) in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the column will render the form invalid. Incomplete, unsigned, incorrectly filed or bearing more than one Postal Ballot Forms will be subject to rejection by the Scrutinizer.
9. Postal Ballot Form – Votes will be considered invalid on the following grounds.
  - a. If the member's signature does not tally.
  - b. If the member has marked all his shares both in favour and also against the resolutions.
  - c. If the Ballot paper is unsigned.
  - d. If the Ballot paper is filled in pencil or signed in pencil.
  - e. If the Ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the above grounds.

**B) E-Voting Facility**

1. The Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Members have an option to vote either through e-voting or through Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-a-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid.
2. The e-voting period commences on 21<sup>st</sup> September, 2015 (9.00AM) and ends on 20<sup>th</sup> October, 2015 (5.00PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 11<sup>th</sup> September 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
3. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 11<sup>th</sup> September 2015.
4. Members are requested to read the instructions given below:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
    - i. Open email and open PDF file viz; "Eastern Treads remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
    - iii. Click on "Shareholder – Login"
    - iv. Put user ID and password as initial password / PIN noted in step (i) above. Click Login.
    - v. Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - vii. Select "EVEN" (E-Voting Event Number) of Eastern Treads Limited.
    - viii. Now you are ready for remote e-voting as Cast Vote page opens.
    - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

- x. Upon confirmation, the message "Vote cast successfully" will be displayed
- xi. Once you have voted on the resolution, you will not be allowed to modify your vote
- xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [evoting@eastern.in](mailto:evoting@eastern.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

B. In case a Member receives physical copy of the Postal Ballot [for members whose email IDs are not registered with the Company / Depository Participants(s) or requesting physical copy] :

- i. Initial password is provided at the bottom of the Postal Ballot Form attached with this notice.

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN

- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) OR contact NSDL at the following Telephone No:022 24994600.

- 5 If you are already registered with NSDL for e-voting then you can use your existing user ID and password / PIN for casting your vote.
- 6 You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

### ANNEXURE TO THE NOTICE

#### Statement of Material Facts

(Pursuant to Section 102 of the Companies Act, 2013)

The Company has been carrying on the business of manufacturing and dealing of all types of precured tread rubber and conventional tread rubber and other products required for the tyre retreading. Considering the current business situation and in order to improve the Company's Business profile and profitability and to create value for all stakeholders, the management of the Company has decided to opt for diversification and expand its business operations by diversifying in to the stream of tyre retreading services etc.

At the Extraordinary General Meeting of the Company held on 05/02/2009 as required under section 149 (2A) of the Companies Act, 1956, the shareholders had approved to commence such activities specified in clause 6 & 11 of the other object clause of the Memorandum of Association of the Company, with the intention to commence the manufacture and/or trading of Patches, Butyl tubes, Flaps, Bonding Gum, Black Vulcanising Solution, Retreading Machinery etc which is required for tyre retreading, along with the present business. Company then carrying on those businesses and is planning to provide tyre retreading services also. After the commencement of the Companies Act 2013, since the present regulations doesn't allow other objects in Clause III C company wish to alter the object clauses by incorporating these objects as its Main Objects along with the present Main Objects and to delete the objects in Clause III(C) of the Memorandum of Association.

For the Company to carry out the said new businesses, Alteration of the Main objects clause of the Memorandum of Association of the Company is required so as to insert new objects 2 to 3 specified in the resolution above in addition to the existing object in the Main Objects Clause of the Memorandum of Association of the Company and to amend the existing Clause 1 of the Incidental or Ancillary Objects Clause of the Memorandum of Association of the Company.

Additionally the introduction of new Companies Act, 2013 requires the amendment in existing Clause 23 and 30 of the Incidental or Ancillary Objects Clause of the Memorandum of Association of the Company as specified in the resolution above. Hence to incorporate these changes proposes to amend the object clauses of the Memorandum of Association as given in the resolution above.

In the best interests of the Company and its shareholders, the Board of Directors recommends to the Shareholders, the passing of the Special Resolution, by casting their vote through the Postal Ballot Form or E-Voting as explained in the enclosed Postal Ballot Form.

Your approval is being sought under the provisions of Section 110 of the said Act, read with Companies (Management & Administration) Rules, 2014 through a resolution to be passed by Postal Ballot as set out in the Notice.

You are requested to carefully read the instructions contained in the Postal Ballot Form and send the same after exercising your vote to the Scrutinizer CS. Satheesh Kumar. N, Company Secretary.

The Board has appointed him as Scrutinizer for the Postal Ballot Programme.

Please note that after recording your vote, please sign the postal form and forward it to the Scrutinizer in the enclosed prepaid self-addressed envelope so as to reach to the Scrutinizer on or before 20<sup>th</sup> October, 2015 – by 5.00 PM to be able to announce the result of the Postal Ballot.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution except as members of the Company.