



EASTERN TREADS LIMITED

CIN: L25119KL1993PLC007213

Regd. Office: 3A, 3rd Floor, Eastern Corporate Office, 34/137E, NH Bypass, Edappally, Kochi, Ernakulam – 682 024, Kerala

Phone: 91 0484 7161100, Website: www.eastertreads.com, E-mail: treads@eastertreads.com

NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of the members of Eastern Treads Limited will be held on Thursday, 29 September 2022 at 4.00 PM through Video Conferencing (VC) /Other Audio Visual Means (OAVM) to transact the following business:

Ordinary Business

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 March 2022, the Consolidated Financial Statements for the said financial year together with the Reports of the Board of Directors and the Auditors.
2. To appoint a Director in place of Mr. Navas M Meeran, having DIN: 00128692, who retires by rotation in compliance with the provisions of Section 152 of the Companies Act, 2013 and being eligible, seeks reappointment.
3. To appoint M/s. G Joseph & Associates, Chartered Accountants, Ernakulam (FRN 006310S), as Statutory Auditors of the Company, in place of M/s. Walker Chandiook & Co LLP, Chartered Accountants, Kochi, the retiring Auditors to hold office for a tenure of five years from the conclusion the 29th Annual General Meeting till conclusion of 34th Annual General Meeting, in compliance with the provisions of Section 139 of the Companies Act, 2013 and to authorise the Board of Directors to fix their remuneration.

Special Business

4. To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**.

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, subject to the provisions of Sections 196, 197, 198 read with Schedule V, The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, all other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification from time to time or any re-enactment thereof for the time being in force (the “Act”) and Article 18(a) of the Articles of Association of the Company, the appointment of Mr. M.E Mohamed, having DIN: 00129005, as the Managing Director of the Company for a period of three years with effect from 11th February, 2022, on the terms and conditions including terms of remuneration as set out in the Explanatory Statement of this resolution shall be deemed to form part hereof be and is here by approved and ratified.

RESOLVED FURTHER THAT so long as Mr. M.E. Mohamed functions as the Managing Director of the Company his office shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this resolution shall be deemed to form part hereof and the remuneration payable, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time and in the event of absence or inadequacy of profits in any financial year, the aforementioned remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to the Managing Director, subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013”.

RESOLVED FURTHER THAT the Board of Directors (including any Committee of Directors) be and is hereby authorised to vary and or revise the terms and conditions of appointment including the remuneration from time to time to the extent the Board of Directors may deem appropriate, within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid resolution.”

By Order of the Board
For Eastern Treads Limited

Kochi
02 September 2022

CS Baiju T.
Company Secretary

Notes

1. In view of the situation arising due to COVID-19 global pandemic and social distancing norms to be followed and pursuant to General Circular No: 02/2022 dated 05 May 2022 and all other relevant circulars issued from time to time by the Ministry of Corporate Affairs (MCA) (collectively referred to as 'MCA Circulars'), Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and other relevant circulars issued by the Securities and Exchange Board of India (SEBI) from time to time ('collectively referred to as SEBI Circulars') the AGM of the Company is being held in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The registered office of the Company shall be deemed the venue for the AGM.
2. The facility to attend the AGM through VC/OAVM will be provided through Central Depository Services (India) Limited (CDSL). The detailed instructions pertaining to remote e-voting, joining the AGM through VC/OAVM and Voting at the AGM are given separately hereunder.
3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and shall not be closed till expiry of 30 minutes after scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with and pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence, Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. As per the relaxation provided by the aforementioned MCA and SEBI circulars the Company will not be sending physical copies of AGM Notice and Annual Report to the shareholders. Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Notice and Audited Financial Statements for 2021-22 along with Directors' Report and Auditors' Report is also be available on the website of the Company at <https://www.eastertreads.com> under 'Investor Zone' section. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://www.evotingindia.com>
7. The required material facts pursuant to Section 102 of the Companies Act, 2013 in respect of the item under Special Business is annexed herewith and forming part of this Notice
8. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment/change in terms of appointment at this AGM are annexed to this notice.
9. The Company has fixed Thursday, 22 September 2022 as the 'Cut-off Date' for the purpose of AGM and reckoning the entitlement of the shareholders to cast their voting through remote e-voting/ e-voting during the AGM. The remote e-voting /voting rights of the Members shall be reckoned on the Equity Shares held by them as on the Cut-off Date only. Any person who is not a member on the cut-off date should treat this notice for information purposes only.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
11. The Company has also sent individual communication dated 10 May 2022 to the concerned shareholders whose dividend remains unpaid or unclaimed for period of Seven (7) consecutive years since 2015, at their registered address and shares are liable to be transferred to IEPF account under the aforesaid Rules, for taking appropriate action(s) by the shareholder concerned.

12. In terms of Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the amount of dividends that remain unclaimed/unpaid for a period of seven years from the date on which they were declared, is required to be transferred to the Investor Education and Protection Fund (IEPF) and if the dividends have been unpaid or unclaimed for seven consecutive years or more, the underlying shares shall be transferred to the IEPF Demat Account maintained with depositories. Upon transfer of such shares to IEPF account, all benefits if any, accruing on such shares shall also be credited to the IEPF Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. After such transfer, the Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. The Members who have not claimed their dividend including interim dividend if any, are requested to claim their dividends from the Company, within the stipulated timeline. The Complete details of unpaid or unclaimed dividends and shares due for transfer are available on the website of the Company, www.easterntreads.com.
13. The Company has sent individual communication dated 10 May 2022 to the concerned shareholders whose dividend amount for FY 2014-15 as well as subsequent dividend warrants issued up to FY 2016-17 remains unpaid or unclaimed indicating a timeline to claim the outstanding dividend amounts. The Company had also released an advertisement dated 22 May 2022 in National Daily viz., "Business Line", and Regional language daily viz., "Deepika" for transferring unpaid/ unclaimed dividend and unclaimed shares of the Company to Investor Education and Protection Fund (IEPF) Account as per Section 124(6) of the Companies Act, 2013. The Members are requested to respond the communications received from Integrated Registry Management Services Private Limited (RTA) in this regard as soon as possible or contact them for their assistance.
14. All documents referred to in the notice are open for inspection at the Registered Office of the Company on all working days between 10.00 AM and 5.00 PM up to the date of the Annual General Meeting.
15. The Shareholders are requested to update the contact address and e-mail address and are requested to notify immediately any change in their address, exclusively on separate letter without clubbing it with any other request, for quicker attention directly to the Company's Share Transfer Agent. Members who are holding shares in the same name or in the same order of names, under different folios, are requested to notify the same to the Registrar and Share Transfer Agent for consolidation of their shareholding into a single folio.
16. SEBI vide its Circular No. SEBI/ HO/ MIRSD/ MIRSD_RTAMB/ P/ CIR/ 2021/ 655 dated November 03, 2021 and with subsequent clarifications had mandated investors holding securities in physical mode of listed companies to furnish following documents / details to the RTA
 - a) PAN and KYC details,
 - b) Nomination (Either, Nomination through Form SH-13 as provided in the Rules 19 (1) of Companies (Shares capital and debenture) Rules, 2014 or 'Declaration to Opt-out', as per Form ISR-3, in case change in nominee through Form SH-14),
 - c) Contact details Postal address with PIN, Mobile number, E-mail address
 - d) Bank account details (bank name and branch, bank account number, IFS code)
 - e) Specimen signature.

Shareholders may kindly note that the folios wherein any one of the cited document / details are not available on or after April 01, 2023, shall be frozen by the RTA. The securities in the frozen folios shall be

- a) eligible to lodge grievance or avail service request from the RTA only after furnishing the complete documents / details as aforesaid
- b) eligible for any payment including dividend, interest or redemption payment only through electronic mode and an intimation from the RTA to the holder that the aforesaid such payment is due and will be made electronically upon complying with the requirements mentioned above.
- c) referred by the RTA / listed company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.

The RTA will be reverting the frozen folios to normal status only upon

- a) receipt of all the aforesaid documents / details mentioned above or
- b) dematerialization of all the securities in such folios.

The Company has sent an intimation in this regard to all physical shareholders on 31 January 2022. Request the Shareholders to furnish PAN, KYC details, Nomination, Contact details, Bank account details and specimen signature if the same is not updated in specified form.

17. Members holding shares in physical form are requested to address all their correspondence pertaining to change in their name, postal address, email address, telephone / mobile numbers, Permanent Account Number, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to the Registrar and Transfer Agents viz. Integrated Registry Management Services Private Limited, 2nd Floor, Kences Towers, No: 1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai - 600017. E-mail: yuvraj@integratedindia.in. Members whose shareholdings are in electronic mode are requested to approach their respective depository participants for the same.
18. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant provisions of Companies (Management and Administration) Rules, 2014, companies can serve annual reports and other communications through electronic mode to those members who have registered their e-mail address either with the company or with the depository. Hence, request the members to provide their email address, mobile numbers and other KYC Details to the Registrar and Transfer Agent or update the same with their depositories to enable the Company to send the documents in electronic form.
19. Transfer of securities of listed companies in physical mode has been discontinued with effect from, April 01, 2019, except in case of request received for transmission of securities. Hence the shares of the Company are traded compulsorily in demat mode. To eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
20. The Company is having agreements with NSDL and CDSL to enable Members to have the option of dealing and holding the shares of the Company in electronic form. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Any member desirous to dematerialise his holding may do so through any of the depository participants. The ISIN of the equity shares of the Company is INE500D01015. Members can also contact the Company or its Registrars and Transfer Agents for assistance in this regard.
21. Members desirous of getting any information on the Annual Accounts, at the Annual General Meeting, are requested to write to the Company at least 5 days in advance, so as to enable the Company to keep the information ready.
22. 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 Regulation 44 of SEBI Listing Regulations, and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and 05 May 2022 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM.

Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes (the "Remote e-voting") by a member using remote e-Voting system as well as e-voting system on the date of AGM will be provided by CDSL to the members of the Company holding share in physical or dematerialized form, as on the cut-off date, being Thursday, 22 September 2022, to exercise their right to vote by electronic means on any or all of the business specified in the accompanying Notice.

23. THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (1) The voting period begins on 26 September 2022 at 9.00 AM and ends on 28 September 2022 at 5.00 PM. 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 22 September 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (2) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (3) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (4) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are : https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(5) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by RTA or contact RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (6) After entering these details appropriately, click on "SUBMIT" tab.
- (7) 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.
- (8) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (9) Click on the EVSN **220903014** Relevant for Eastern Treads Limited on which you choose to vote.
- (10) 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.
- (11) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (12) 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.
- (13) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (14) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (15) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (16) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(17) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@eastertreads.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@eastertreads.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@eastertreads.com. These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to **Company**, investors@easterntreads.com or to **RTA email id**, yuvraj@integratedindia.in.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP), which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

24. The Board of Directors has appointed CS. Satheesh Kumar N., Company Secretary (Membership No. 16543), Partner M/s. Satheesh & Remesh, Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
25. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
26. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company <http://www.easterntreads.com> and on the website of CDSL www.evotingindia.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, where the shares of the Company are listed.

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.04 – Reappointment of Managing Director

Mr. M.E Mohamed (DIN: 00129005) was appointed as the Managing Director of the Company with effect from 09 February, 2017 for a period of 5 years. He vacated his office on 08 February 2022 and continued as a director of the Company. Keeping in view that Mr. M.E Mohamed has rich and varied experience in this industry and has been involved in the operations of the Company over a long period, as recommended by Nomination and Remuneration Committee, pursuant to the provisions of Sections 196, 197 and other applicable provisions read with Schedule V of the Companies Act, 2013 and the Rules made thereunder, the Board at its meeting held on 11th February, 2022 decided to recommend his reappointment as Managing Director for a period of 3 years, and to pay remuneration as given hereunder, subject to approval of the Shareholders.

Pursuant to Section 197 read with Schedule V, of the Companies Act, 2013 in case of absence or inadequacy of profits, the remuneration to be paid in excess of the limits specified in Schedule V has to be approved by the Members by way of a Special Resolution. Accordingly, in the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any Financial Year(s) Managing Director shall be entitled to the proposed remuneration as minimum remuneration subject Schedule V to the Act. Further as he is aged seventy nine years (D.O.B 21st September 1942), pursuant to Section 196 read with Part 1 of Schedule V of the Companies Act, 2013 he may be reappointed with the permission of Shareholders by passing special resolution.

Pursuant to Section 190 of the Companies Act, 2013 a copy of the draft agreement proposed to be executed by the Company with the Managing Director (on approval by Members of this Resolution) is kept and available for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the date of this Annual General Meeting ("AGM") and also at the venue of AGM. This Explanatory Statement may also be treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Company has received an undertaking from Mr. M.E Mohamed that he is not debarred from holding the office of Director pursuant to order of SEBI or any other authority and Intimation in Form DIR 8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub Section (2) of Section 164 of the Companies Act, 2013.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditor.

Brief Resume including Experience in specific functional area:-

Mr. M.E Mohamed is one of the promoter of the Company. He is a Civil Engineer by qualification. He joined the Company after pursuing a long career in Kerala State Housing Board as Executive Engineer. He joined the Board of Directors of the Company as Additional Director in the year 1997. He was appointed as Managing Director from 2005 and was reappointed during 2008, 2011 and 2017. He is the Member of Audit Committee, Share Transfer Committee and Risk Management Committee of the Company. He does not hold any Directorship and Membership/ Chairmanship in Committees of other listed companies. He has not resigned from any listed entity during the past three years. He is holding 23500 (0.45%) Equity Shares of the Company. He has attended six Board Meetings during FY2021-22. He does not have inter-se relationship with any other Director and Key Managerial Personnel (KMPs) of the Company.

Statement pursuant to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013

a) Nature of industry :

The Company is primarily engaged in the business of manufacturing and dealing of tread rubber, rubber based adhesives, tyre retreading accessories and retreading services and is being in operation since 1993

b) Date of commencement of commercial production :

The Company was incorporated on 02 July 1993

c) Financial performance based on given indicators :

The financial performance of the Company in the last 3 years is as follows:

Particulars	Year ended		
	31/03/22	31/03/21	31/03/20
Revenue from Operations	7,227	6,660	7,745
Other Income	34	49	33
Total Revenue	7,261	6,709	7,778
Expenditure	7,747	6,255	7,317
EBIDTA	(486)	454	461
Depreciation/Amortisation/ Impairment	183	212	247
Finance Costs	320	331	324
Profit (Loss) before Tax	(989)	(89)	(110)
Tax Expense	(21)	(32)	2
Profit (Loss) for the year	(968)	(57)	(112)

d) Foreign investments or collaborations, if any : NIL

e) Background details

For background details refer 'Brief Resume' including Experience in specific functional area as given above.

f) Recognition or awards

He was the President of Kerala Bottled Water Manufactures Association for the last 20 years and currently occupying the position of advisor to its Managing Committee. He has also occupied the position of Chairman of Kochi Bypass Beautification Society.

g) Job profile and his suitability

As Managing Director, he oversees the entire operations of the Company. Under his stewardship, the Company has scaled great heights and has expanded its operations and has begun several new initiatives. He is having rich and varied experience in the industry and his involved in the operations over a long period of time.

h) Past Remuneration

Even though the terms of his earlier appointment includes the payment of remuneration, he has waived his right to remuneration, hence, no remuneration has been paid to him till 31 March 2021. Subsequently, as recommended by the Board the shareholders at its meeting held on 10 August 2021 approved revision in his remuneration and other terms and conditions of his appointment with effect from 01 April 2021 and accordingly an amount of ₹13.80 Lakhs has been paid as the remuneration to Mr. M.E Mohamed during FY 2021-22.

i) Remuneration proposed - Terms of Remuneration (per Month)

1). Basic salary	₹69,000/- (Eligible for revision as determined by Nomination and Remuneration Committee)
2). House Rent Allowance	50 % of Basic salary
3). Allowance	₹11,500/-
4). Perquisites	Perquisites shall be allowed in addition to salary, limited to the following:
a) Medical benefits	As per the terms of Company medical insurance policy
b) Telephone	Mobile charges on Actual basis
c) Electricity & Water	Payment of electricity and water charges at the residence. Expenditure incurred by the Company on Electricity and water shall be valued as per the Income Tax Rules, 1962.

d) Car	Company shall provide a car for business and personal use/reimburse the running and maintenance expenses of the car owned by the Managing Director for business and personal use. Provision of car for use on Company's business will not be considered as perquisites use of car for personal purpose shall be valued as perquisite as per the Income Tax Rules, 1962.
5). Other benefits	As per the Rules applicable to the Senior Executives of the Company and/which may become applicable in future and/ any other allowances, perquisites as the Board may, from time to time decide.

j) Comparative remuneration profile with respect to industry, size of the company, profile of the position

His past remuneration structure as approved by the shareholders in the previous AGM is being proposed for the current term. Further, due to absence or inadequacy of profits, comparative remuneration profile would not be a determining factor for the remuneration. Considering his experience, seniority, expertise in this industry and his responsibilities the remuneration proposed are considered to be fair, just, appropriate and reasonable and are recommended for your approval.

k) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any;

Mr. M.E Mohamed has extended personal guarantee towards the loan taken by the Company from Federal Bank Limited. Besides his remuneration as the Managing Director, he does not have other pecuniary relationship with the Company. None of the other Directors or managerial personnel are pecuniary or otherwise related to Mr. M.E Mohamed.

l) Reasons of loss or inadequate profits, Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms

Tough economic environment due to the pandemic, rising raw material and other costs, hike in petroleum prices and supply chain issues affected significantly on the performance of this tyre retreading industry. However, on an overall basis, the Company is looking forward to recover and develop further. Company is reorienting and revamping its operations and implemented proactive measures to recover its growth and profitability. Company has taken aggressive marketing activities to boost competitiveness of the Company. Reasons for loss or inadequate profits, steps taken or proposed to be taken for improvement and expected increase in productivity and profits were discussed detail in Directors report. Members are requested to refer the financial performance and the management discussion and analysis report provided in the Directors report.

The Board recommends the reappointment of Mr. M.E Mohamed as Managing Director of the Company for a period of three years with effect from 11th February, 2022 and payment of remuneration and other terms and conditions of his appointment as set out in the resolution being item No.3 of the accompanying Notice and this explanatory statement for the approval of Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. M.E. Mohamed, is in any way concerned or interested, financial or otherwise, in the said Resolution.

DETAILS IN TERMS OF REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND & SECRETARIAL STANDARD-2 ON GENERAL MEETINGS.

Item No. 2 – Information on Director seeking re-appointment, Mr. Navas M. Meeran who retires by rotation

Mr. Navas M. Meeran (DIN : 00128692), aged 52 years (D.O.B 23-07-1969) holds a Post Graduate degree in Business Management. Mr. Navas Meeran is one of the promoter and current Chairman of Eastern Treads Limited. He also hold the position of C.E.O of the Eastern Condiments Private Limited. He hails from a respectable business family in Adimali renowned for manufacturing and exporting of spices and curry powder. After graduating in Commerce, Mr. Navas Meeran joined the family business and has over 30 years of experience and having immense practical experience in tyre retreading industry. His distinct entrepreneurial talent coupled with his hard work and persistence has contributed substantially to the growth of the group to its present stature. Through his leadership, Eastern has gained global presence, and its growth in the international market continues to soar. He is the past Chairman of Confederation of Indian Industry (CII), Southern Region and Member-CII National Council.

He joined the Board of Directors of the Company in the year 1993. He is the Chairman of Share Transfer Committee of the Company. He does not hold any Directorship and Membership/ Chairmanship in Committees of other listed companies. He has not resigned from any listed entity during the past three years.

He is holding 1322250 (25.27%) Equity Shares and 720000 (80%) Zero coupon Redeemable Preference shares of the Company. He has attended five Board Meetings during FY2021-22.

He does not have inter-se relationship with any other Director and Key Managerial Personnel (KMPs) of the Company, except Mrs. Shereen Navas his wife. He shall be entitled for the sitting fees for attending the Board/ Committee Meetings as per the applicable provisions of Companies Act, 2013 including rules related thereto and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, in accordance with the criteria for payment to Non-Executive Directors as approved by the Board.

None of the Directors or KMPs of the Company or their relatives except Mr. Navas Meeran and Mrs. Shereen Navas is concerned or interested (financial or otherwise) in the resolution.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services and the Board recommends his reappointment.

Item No. 3 – Appointment of Statutory Auditor

In accordance with Section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s. Walker Chandio & Co. LLP, Chartered Accountants (Firm Registration No. 001076N), Statutory Auditors of the Company shall retire at the conclusion of the 29th Annual General Meeting of the Company. The Board of Directors of the Company at their meeting held on 02 September 2022, on the recommendation of the Audit Committee, have recommended the appointment of M/s. G Joseph & Associates, Chartered Accountants, Ernakulam (FRN 006310S), (hereinafter noted as "GJA") as the Statutory Auditors of the Company, from the conclusion of the 29th Annual General Meeting till conclusion of 34th Annual General Meeting, for a tenure of five years in compliance with the provisions of Section 139 of the Companies Act, 2013 at an annual remuneration of ₹5.50 Lakhs for Financial Year 2022-23 including the fee for Quarterly Audit/Limited Review Report as required under SEBI (LODR) Regulations 2015, which shall be mandatorily required from Statutory Auditors of the Company, besides reimbursement of travelling and out of pocket expenses incurred.

The remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and the Statutory Auditors. There is no material change in the remuneration paid to M/s. Walker Chandio & Co. LLP, the retiring Statutory Auditors, for the statutory audit conducted for Financial Year 2021-22 and the remuneration proposed to be paid to M/s. G Joseph & Associates for FY 2022-23.

After evaluating all proposals and considering various factors such as firm experience, audit fees, relationship with management etc., M/s. G Joseph & Associates has been recommended to be appointed as the Statutory Auditors of the Company.

GJA is an audit and consultancy firm constituted in 1993, providing professional services ranging from statutory / internal audits of corporate client to advisory services including tax, information technology, corporate finance and transaction support and strategic consultancy. GJA is having seven partners with cumulative experience of over 100 years.

Pursuant to Section 139 of the Companies Act, 2013 and the rules framed thereunder, the Company has received written consent from M/s. G Joseph & Associates and a certificate that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder.

As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. G Joseph & Associates, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the 29th AGM. Accordingly, the Board of Directors recommends aforesaid appointment to the Members for their approval by way of an Ordinary Resolution as set out at Item No. 3 of the accompanying Notice of the 29th AGM.

Item No. 4 – Appointment of Managing Director

For details of Mr. M.E Mohamed, please refer item no. 4 of the statement of material facts pursuant to Section 102 of The Companies Act, 2013 as provided in this notice.