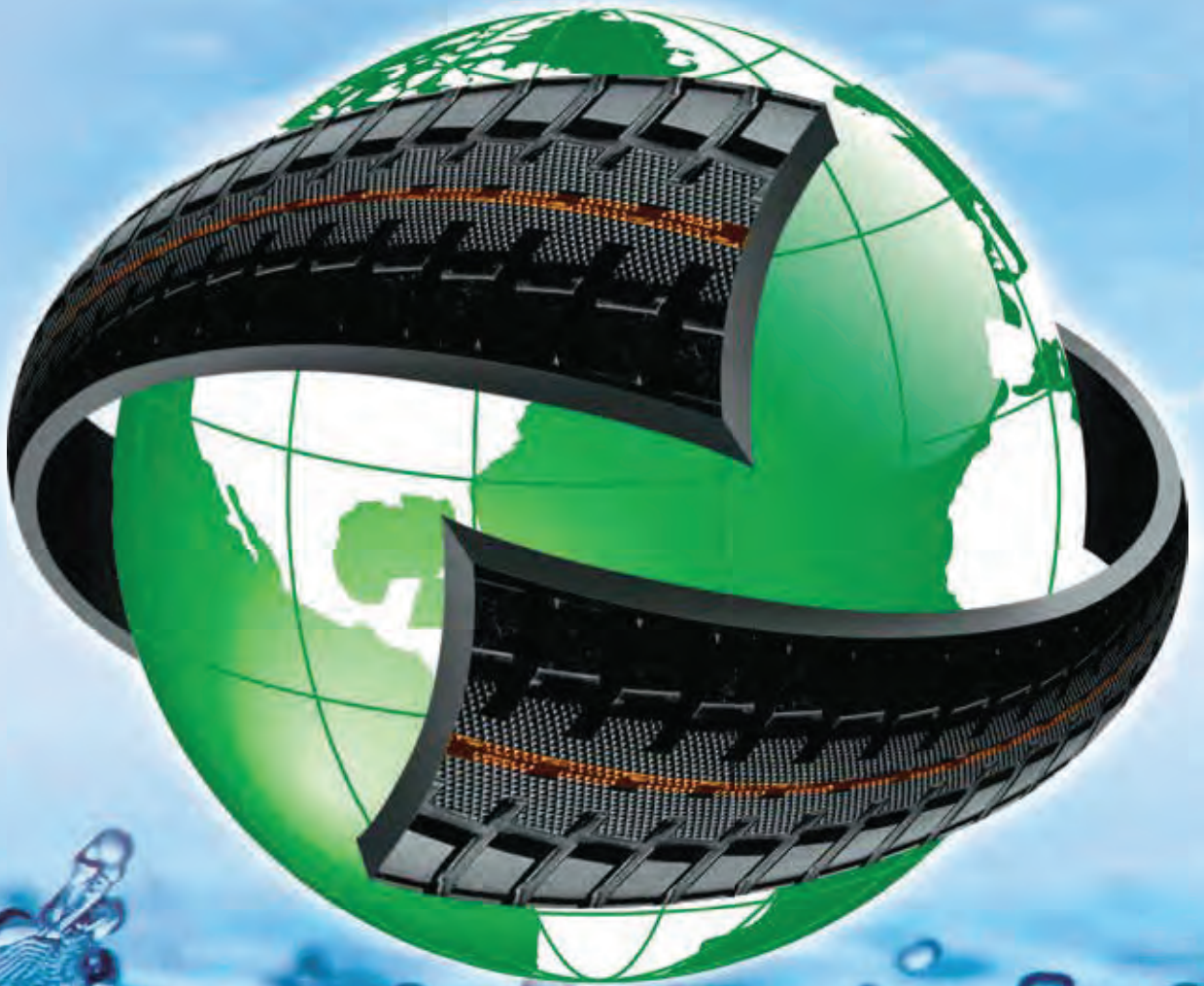


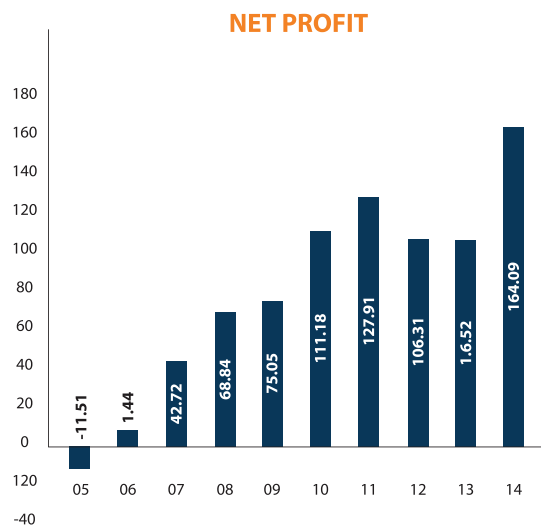
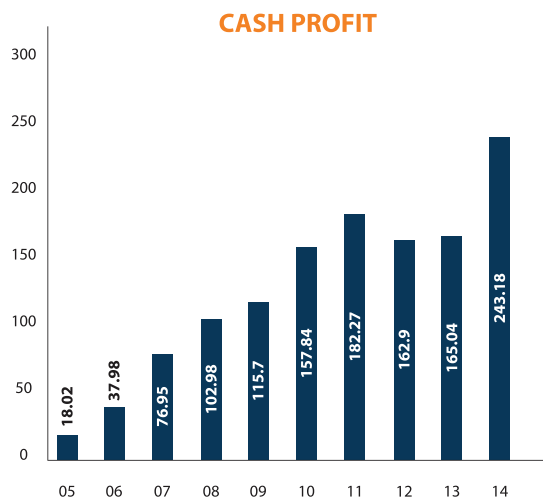
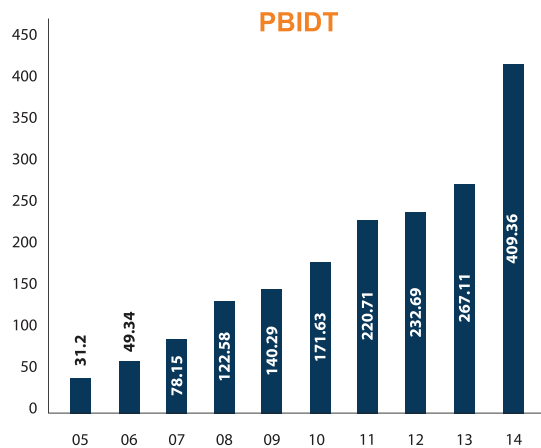
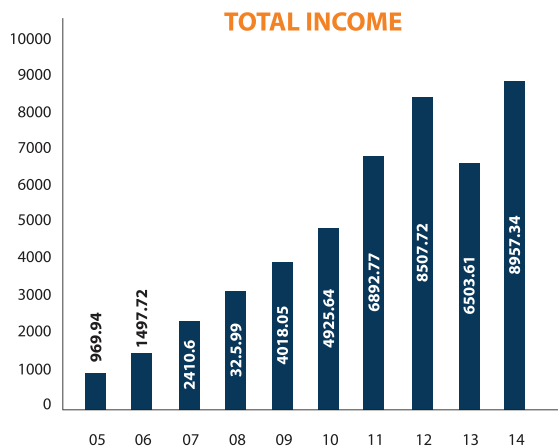


An ISO 9001- 2008 certified company.

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## TREAD ACROSS THE WORLD



## EASTERN GROUP



## COMPANY INFORMATION

### BOARD OF DIRECTORS

Mr. Navas M Meeran	Chairman
Mr. M.E. Mohamed	Managing Director
Mr. M.S. Ranganathan	Director
Mr. M.S. Sebastian	Director
Mr. Naiju Joseph	Director
Mr. K.S Neelacanta Iyer	Director
Mr. K.V. Rajagopalan Nair	Director (Nominee of KSIDC)
CS. Baiju.T	Company Secretary

#### REGISTERED & CORPORATE OFFICE

3A, 3<sup>rd</sup> Floor, Eastern Corporate Office, 34/137 E,  
NH Bypass, Edappally, Kochi, Ernakulam-682 024, Kerala  
CIN: L25119KL1993PLC007213

#### FACTORY

Oonnukal, Kothamangalam, Ernakulam

#### BANKERS

The Federal Bank Limited

#### AUDITORS

JVR & Associates, Chartered Accountants  
39/3639, Valanjambalam Lane,  
South of South Overbridge  
Kochi, Ernakulam 682016

#### REGISTRAR & SHARETRANSFER AGENTS

Integrated Enterprises (India) Limited,  
2<sup>nd</sup> Floor, 'Kences Towers' No.1,  
Ramakrishna Street,  
North Usman Road, T.Nagar,  
Chennai-600017

#### INVESTOR CORRESPONDENCE

The Company Secretary  
Eastern Treads Limited  
3A, 3<sup>rd</sup> Floor, Eastern Corporate Office,  
34/137 E, NH Bypass, Edappally, Kochi,  
Ernakulam-682 024, Kerala

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Dear shareholder,

Warm greetings to you!

It is my pleasure and privilege to communicate to you through this annual report. In spite of arduous defies on several fronts we are able to reform the year 2013-14 to another eventful and successful year in our passionate journey towards sustainable development. Our performance in totality has been encouraging and on the financial front, I'm proud to announce that despite the volatile market conditions, our revenue has grew by 37.31% and we are able to report a quantum leap in net profit, by 54.05 %, the highest-ever net profit since its inception. This spectacular achievement is the result of our operational excellence and goal oriented efforts.

It is evident that our products has gained greater and wider acceptance which backed us to get orders from institutional buyers like Sate Road Transport Corporations. Besides the dealer networks, our services to cater indigenous retreading requirements have been further supported by franchise partners. Towards our international reach, we are able to explore various international markets like UAE, African Countries, Nepal, Bangladesh, Bhutan etc.

Since the tyre retreading gives better road performance than new tyres at an absolute minimum fiscal impact, this industry has gained greater acceptance and better position in tyre replacement market. Retreading has other distinct advantages like prolonged tyre life, prevention of premature disposal etc. which leads to saving of energy and natural resources. Hence tyre retreading effectively addresses the environmental apprehensions and has become an ecological as well as economical choice.

Currently Eastern Brand has emerged as a premier tyre retreading solution provider with quality products and manufacturing facility in tune with market necessities. We're equipped to cater the market requirements by supplying products to cover all stages of the retreading process of every tyre size of all vehicles. This has made our brand a favourite for major retreading companies and RTCs in our indigenous and international markets and now we are competing with multinational branded tyre manufacturers who have recently entered into this industry.

Similar to international scenario our native market is also moving towards branding of tyre retreading products and we have actively taken various brand building exercises like introduction of new face to our website and logo towards better brand visibility, fleet owner's campaigns, ads etc. In this dynamic industrial environment our future growth prospects are associated with our ability to cater our consumer expectations. In this juncture I'm confident that we have bright future and ability to deliver better results to all our stakeholders.

In this scenario, I would like to thank our biggest resource and asset, our employees for taking concomitant efforts to achieve our goals and targets through significant efforts, goal oriented hard-work and commitment. I'm confident that this young and dynamic Eastern Team will drive us towards greater heights notwithstanding the challenges that may arise in future.

Let me take this opportunity to express my sincere appreciation to my colleagues on Board for their immense contribution and cooperation in charting a road map. Before I conclude, let me also express my gratitude to our Customers, Business Associates, Suppliers, Bankers and Statutory Authorities. Let me thank all of you for your continued confidence and support.

With warm regards

Navas M Meeran

Chairman

## **EASTERN TREADS LIMITED**

CIN: L25119KL1993PLC007213

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

### **NOTICE TO SHAREHOLDERS**

**NOTICE** is hereby given that the 21<sup>st</sup> Annual General Meeting of the members of Eastern Treads Limited will be held at Hotel Park Central, Kaloor, Ernakulam, Kochi - 682017, Kerala on Tuesday, 24<sup>th</sup> June 2014, at 3.00 P.M to transact the following business:-

#### **A) Ordinary Business:**

1. To receive, consider and adopt the Audited Balance sheet as at 31<sup>st</sup> March 2014 and the Profit and Loss Statement for the year ended on that date together with the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Navas M Meeran, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint Auditors for a period of 3 years and fix their remuneration, the retiring Auditors M/s. JVR & Associates, Chartered Accountants, Kochi -16 are eligible for re-appointment.

#### **B) Special Business:**

4. To consider and if thought fit, to pass with or without modification, the following resolution as a special resolution:-

“RESOLVED THAT in supersession of the Resolution No: 7 passed at the 15<sup>th</sup> Annual General Meeting of the Company held on 29/09/2008 and pursuant to Section 180 (1) (c) and other applicable provisions if any of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the members be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time any sum of money on such terms and conditions and with or without security as the Board may think fit which, together with the money already borrowed by the Company (apart from the temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, provided that the total amount of money so borrowed shall not at any time exceed the limit of Rs. 50 Crores (Rupees Fifty Crores).



5. To consider and if thought fit, to pass with or without modification, the following resolution as a special resolution:-

“RESOLVED THAT pursuant to Section 188 and other applicable provisions if any of the Companies Act, 2013 and The Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the members be and are hereby accorded to enter into contracts for Sale, Purchase or Supply of Raw materials, Compounds and Finished Goods and availing and rendering of job works for a period of 5 years with effect from the date of execution of the contracts for an amount not exceeding Rupees Three Crores, per year with each of the following Related Parties namely 1) Alfa Rubbers, 2) Sahara Treads, 3) Rosekhan Industries, 4) Vazhakkulam Rubbers and 5) Eastern Retreads (P) Ltd.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary, desirable or expedient and to take all necessary steps, for and on behalf of the Company and is authorised and empowered to negotiate, fix the price and agree upon other terms and conditions and enter into legal agreement and contracts to the extent the Board of Directors may consider appropriate, as may be permitted or authorised in accordance with any provisions under the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps as the Board may consider necessary or expedient to give effect to this resolution”.

6. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to Section 148(3) and other applicable provisions if any of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such guidelines and approval as may be required from the Central Government the reappointment of Mr. K.A Felix, Proprietor, M/s. K.A Felix & Co., Cost Accountants, Cochin as the cost auditor(s) of the Company to conduct audit of cost accounting records maintained by the Company for the year ending on 2014-15 on a remuneration of Rs. 50,000/- plus service tax be and is hereby ratified.”

By Order of the Board  
For Eastern Treads Limited

Kochi  
17/05/2014

Baiju. T  
Company Secretary

**Notes:-**

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy/proxies to attend and vote on a poll instead of himself/herself and such proxy / proxies need not be a member of the Company.**
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company, provided a member holding more 10%, of the total share capital may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
3. The enclosed proxy form, if intended to be used, must reach the registered office of the Company duly completed not less than 48 hours before the scheduled time of the meeting.
4. Corporate members intending to send their authorised representative to attend the Meeting are requested to ensure that the authorised representative carries a certified copy of the Board Resolution, Power of Attorney or such other valid authorisations, authorising them to attend and vote on their behalf at the Meeting.
5. The required Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the items under Special Business is annexed herewith.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 17/06/2014 to Tuesday, 24/06/2014 (both days inclusive).
7. For the convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by the Attendance Slip, which is annexed to the Proxy Form. Members/Proxies are requested to bring the attendance slip duly filled in and to affix their signature at the place provided on the Attendance Slip and hand it over at the counters at the venue.
8. Members who hold the shares in the dematerialized form are requested to incorporate their DP ID Number and Client ID Number in the Attendance Slip/Proxy Form, for easier identification of attendance at the Meeting.
9. Members and Proxies attending the meeting are requested to bring the annual report to the meeting as extra copies will not be distributed.
10. 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. Any member desirous to dematerialise his / her holding may do so through any of the depository participants. The ISIN of the equity shares of the Company is INE500D01015.

11. Members may note that transferees of shares of the Company in physical form shall furnish copy of PAN card to the Company/RTAs for registration of such transfer of shares.
12. Members are requested to address all correspondences, including change in their addresses, to the Company or to the Registrar and Share Transfer Agents, M/s. Integrated Enterprises (India) Limited, 2<sup>nd</sup> Floor, Kences Towers, No:1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai - 600017. Email: sureshbabu@iepindia.com. Members whose shareholding are in electronic mode are requested to approach their respective depository participants for effecting change of address.
13. If any of the members are holding shares in the same name or in the same order of names, under different folios, then members are requested to notify the same to the Registrar and Share Transfer Agents for consolidation of their shareholding into a single folio.
14. Members desirous of getting any information on the Annual Accounts, at the Annual General Meeting, are requested to write to the Company at least 10 days in advance, so as to enable the Company to keep the information ready.
15. Notice of this Annual General Meeting, Audited Financial Statements for 2013-14 along with Directors' Report and Auditor's Report are available on the website of the Company, [www.easterntreads.com](http://www.easterntreads.com).
16. As per Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them. Shareholders desirous of making nomination are requested to send their request in Form No: SH-13 (which will be made available on request) to the Company or Registrar and Share Transfer Agent. The said nomination form can also be downloaded from the Company's website [www.easterntreads.com](http://www.easterntreads.com).
17. As per Circulars issued by the Ministry of Corporate Affairs, Members are requested to provide their email address to the Company/ the Registrar and Transfer Agents or update the same with their depositories to enable the Company to send the documents in electronic form.
18. Voting through Electronic means
  - a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 21<sup>st</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL). The instructions for e-voting are as under:
    - 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 e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.



- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.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 e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of Eastern Treads Limited.
- (viii) Now you are ready for 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 Notice of AGM {for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy} :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :  

<b>EVEN</b> (E Voting Event Number)	<b>USER ID</b>	<b>PASSWORD/PIN</b>
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- b) 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)
- c) 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.
- d) 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).
- e) The e-voting period commences on 18/06/2014 (9:00 am) and ends on 20/06/2014 (6:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16/05/2014, 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.

- f) 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 of 16/05/2014.
- g) CS. Satheesh Kumar. N, Company Secretary (Membership No. 16543), Partner M/s. Satheesh & Remesh, Company Secretaries has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- h) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- i) The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutiniser's Report shall be placed on the Company's website <http://www.easterntreads.com> and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to Bombay Stock Exchange, Cochin Stock Exchange and Madras Stock Exchange.

19. Details of the Director seeking reappointment at the Annual General Meeting as required under Clause 49 of the Listing Agreement is as follows:-

The Chairman of the Company, Mr. Navas M Meeran, aged 45 years, joined the Board of Directors of the Company on 26/08/1997. He is a Post Graduate in Business Management. He is the recipient of 'Kamal Patra' award from the Indian Junior Chamber for being an outstanding young entrepreneur of the year in 1994. He hails from a respectable business family in Adimali renowned for manufacturing and exporting of spices and curry powder. He has been involved in the business of spices for the last 27 years and having immense practical experience in tyre retreading industry. Presently he is the Chairman of Eastern Group of Companies and Confederation of Indian Industries (CII), Southern Region Council. Earlier he was the Deputy Chairman of CII, Southern Region Council. He has also held the position of the Chairman of the CII, Kerala Chapter. Presently he is the Director of the following other public limited companies:

1. Adimali Industries Limited
2. Kerala State Industrial Development Corporation Ltd
3. Mather Projects and Constructions Ltd

He is not a Chairman or Member in Committees of Directors in other public limited companies. He holds 6,20,800 Equity Shares and 6,00,000 Preference Shares in the Company. His Director Identification No. is 00128692. He is not related any of the Directors of the Company, except with Mr. M.E Mohamed, Managing Director.