





REGISTERED & CORPORATE OFFICE
NH Bypass, Edappally, Kochi, Ernakulam, Kerala



FACTORY
Oonnukal, Kothamangalam, Ernakulam

BRANCHES

COIMBATORE

OPP. KOVAI DIABETIC HOSPITAL
BALASUNDARAM LAYOUT
VIVEKANANDA ROAD
RAMNAGAR
COIMBATORE -641009
PH: 9363108658

BANGALORE

NO: 3/1, ROSHAN BAGH ROAD,
NEAR MINERVA CIRCLE
V.V. PURAM, BANGALORE - 560004
PH: 9341060794

VIJAYAWADA

PLOT NO.54-5-79, SHOP NO:1&2
2ND CROSS, 5TH ROAD,
JAWAHAR AUTONAGAR
VIJAYAWADA
KRISHNA DISTRICT A.P., - 520007.
PH: 09160574625

HYDERABAD

PLOT NO.36, 37,
BLOCK NO. 36/A,
SY.NO.96/1,AUTONAGAR,
VANASTHALIPURAM,
HYDERABAD, A.P., - 500070.

KOLKATTA

EASTERN TREADS LTD.
C1-50/B/NEW, B.B.T. ROAD,
L.S.T. KOLKATA,
SANTOSH PUR GOVT. COLONY,
P.O.-SANTOSH PUR (M),
SOUTH 24 PARAGANAS,
KOLKATA-700142, WEST BENGAL

AURANGABAD

SHOP NO:3, D 51,
WALUJ - INDUSTRIAL AREA,
AURANGABAD -431133.

JAIPUR

SHOP-NO:11-12 ,
GROUNDFLOOR OF HOTEL QUEENS
OPPOSITE TRANSPORT NAGAR
SETHI COLONY, AGRA ROAD
JAIPUR-302004

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) |
| Mrs. Shereen Navaz | Additional Director |
| Mr. Rajesh S. | Chief Financial Officer |
| CS. Baiju T. | Company Secretary |

REGISTERED & CORPORATE OFFICE

3A, 3rd Floor, Eastern Corporate Office, 34/137 E,
 NH Bypass, Edappally, Kochi, Ernakulam-682 024, Kerala
 Ph: + 91 484 3001100, Fax: 300110
 Email: treads@eastern.in www.easterntreads.com
 CIN: L25119KL1993PLC007213

WORKS

Oonnukal, Kothamangalam, Ernakulam

BANKERS

The Federal Bank Limited

AUDITORS

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

SECRETARIAL AUDITORS

BVR and Associates, Company Secretaries,
 Swastika, 53/3933, Lal Salam Road, Ponnurunny, Vyttila,
 Kochi, Ernakulam - 682 019

REGISTRAR & SHARE TRANSFER AGENTS

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

INVESTOR CORRESPONDENCE

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

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Dear shareholder,

I feel proud and privileged to get this opportunity to address you through this annual report as the Chairman of this Company. The year was definitely challenging, however we took all our efforts to reform it to another eventful and successful year. Despite the volatile market conditions on several fronts we are able to come out with positive results. Our performance in totality has been encouraging and I'm proud to announce that this year we are able to set-off the carry forward losses and to recommend the long awaited maiden dividend to shareholders.

However, due to the general market trends the revenue has been declined by around 1%. PBIDT has been improved by 19.89%, however, PBT and PAT have declined by 2.39% and 3.96% respectively. Even though the key raw materials prices have been dropped from its peak level the hike in other input costs has negatively impacted on our margins. The sharp dip in key raw material prices forced us to offer discounts and reduction in prices of our products, which resulted in this dip.

Since the tyre retreading is an ecological as well as an economical choice it has a better acceptance in tyre replacement market over the globe. Compared to international scenario, Indian tyre retreading industry was fragmented and unorganized, however now the domestic market is also moving ahead with branded products. In this backdrop we have taken active steps to further enhance our brand image and expand its global presence.

It is noteworthy to mention that our products has gained greater and wider acceptance and we have been recognized as a premier tyre retreading solution provider with comprehensive range of products that can excel in all weather and road conditions. With quality products and manufacturing facility in tune with market requirements, Eastern has emerged as the market leader in this industry.

However, in a competitive and complex business environment we have to work closer with our end users. In this direction we are focusing to further deepen our customer base by providing tyre retreading solutions and tyre services to customers through own and franchise tyre service centers by using newly introduced products with improved quality specifications. The Board and management team are enthusiastic to drive our company through this new roadmap and joins me to express their confidence on our future growth prospects.

In this scenario, I would like to thank our employees for their significant efforts, goal oriented hard-work and commitment which enabled us to achieve our goals and targets. 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 in driving the Company to new dimension. Before I conclude, let me also express my gratitude to our Customers, Business Associates, Suppliers, Bankers, Auditors and Statutory Authorities. Let me thank all of you for your continued confidence and support.

With warm regards

A handwritten signature in dark ink, appearing to read 'Navas M Meeran', written in a cursive style.

Navas M Meeran
Chairman

EASTERN TREADS LIMITED

CIN: L25119KL1993PLC007213

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

NOTICE is hereby given that the 22nd Annual General Meeting of the members of Eastern Treads Limited will be held at Broad Bean Hotels & Resorts, NH Bypass, Vyttila, Kochi, Ernakulam – 682019, Kerala on Tuesday, 28th July 2015, 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 31st March 2015 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 declare dividend on equity shares for the financial year ended 31st March 2015.
3. To appoint a Director in place of Mr. Naiju Joseph, (DIN: 00419362) who retires by rotation in compliance with the provisions of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s. JVR & Associates, Chartered Accountants, Kochi -16 as the Auditors of the Company in compliance with the provisions of Section 139 of the Companies Act, 2013 and to fix their remuneration.

B) Special Business

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Shereen Navaz (DIN: 00328770), who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offer herself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Mrs. Shereen Navaz for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation at the Annual General Meeting."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, the approval of the shareholders be and is hereby accorded for the appointment of Mr. M.S Ranganathan(DIN : 00254692), Director as an Independent Director of the Company who was

appointed as Director liable to retire by rotation and eligible to be appointed as Independent Director to hold office for a term up to 31st March, 2019, not liable to retire by rotation.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, the approval of the shareholders be and is hereby accorded for the appointment of Mr. M.S. Sebastian (DIN :01557356), Director as an Independent Director of the Company who was appointed as Director liable to retire by rotation and eligible to be appointed as Independent Director to hold office for a term up to 31st March, 2019, not liable to retire by rotation.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, the approval of the shareholders be and is hereby accorded for the appointment of Mr. K.S. Neelacanta Iyer (DIN: 00328870), Director as an Independent Director of the Company who was appointed as Director liable to retire by rotation and eligible to be appointed as Independent Director to hold office for a term up to 31st March, 2019, not liable to retire by rotation.”

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

“RESOLVED THAT pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Article 12 of the Articles of Association of the Company, approval of the Company be and is hereby given to increase the amount to be paid to each of the Non-Executive Directors and independent Directors (Directors other than Managing Director and Whole time Directors) by way of sitting fee for attending each Board and Committee Meeting of the Board, from the existing ₹ 1000/- to ₹ 5000/- (Rupees Five Thousand only) per meeting (excluding applicable service tax but subject to TDS and exclusive of travel and out of pocket expenses) as may hereafter decide by the Board of Directors”.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and pursuant to Article 18 and any other applicable Articles of the Articles of Association of the Company, the consent of the Shareholders be and is hereby accorded for continuation of Mr. M.E Mohamed (DIN: 00129005), as the Managing Director and KMP of the Company till the original period of appointment up to 25th August, 2016 on terms and conditions including the remuneration and perquisites, as approved by the shareholders at the AGM held on 28th September, 2011 even though he attained the age of seventy years in September, 2012.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration and perquisites of Mr. M.E Mohamed, Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

RESOLVED FURTHER THAT the Directors and the Company Secretary be and are hereby severally authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

11. 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: 5 passed at the 21st Annual General Meeting of the Company held on 24/06/2014 and 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 is here by 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 Five Crores, per year with Vazhakkulam Rubbers.

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".

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

"RESOLVED THAT pursuant to the provisions of Section 94 and all other applicable provision, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, consent of the Company be and is hereby accorded for keeping the Registers to be maintained under Section 88 and the copies of Annual Returns prepared together with the copies of certificates and documents required to be annexed with the Annual Return under Sections 92 of the Companies Act, 2013 and or any of the other related documents as required to be kept at the Registered office of the Company, at the office of M/s. Integrated Enterprises (India) Limited, Registrar & Transfer Agent of the Company at 2nd Floor, Kences Towers, No:1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai-60001, instead of at the registered office of the Company.

RESOLVED FURTHER THAT the 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".

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

“RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 (as amended or re-enacted from time to time), 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 existing Articles of Association be replaced with new set of Articles of Association in pursuance to the Table F of the Companies Act 2013 and other provisions as applicable to the Company as laid before the meeting, duly initialed by the Chairman for the purpose of identification be and is hereby adopted.

RESOLVED FURTHER THAT the Directors and the Company Secretary be and is hereby severally authorised to do all such acts, deeds and things to give effect to this resolution”.

By Order of the Board
For **Eastern Treads Limited**

Kochi
29/04/2015

CS. 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. Duly completed instrument of proxies in order to be effective must be reached the registered office of the Company not less than 48 hours before the scheduled time of the meeting.
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. 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.
4. The dividend, if declared at the meeting, will be paid on or after 28th July, 2015 to those members whose names appear:
 - a) As Beneficial Owners at the end of the business hours on 22nd July, 2015 as per the list to be furnished by the depository in respect of the shares held in electronic form and,
 - b) As members in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company on or before 21st July, 2015.
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 Thursday, 23/07/2015 to Tuesday, 28/07/2015 (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 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, 2nd Floor, Kences Towers, No:1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai-600017. E-mail: yuvraj@integratedindia.in. Members whose shareholding are in electronic mode are requested to approach their respective depository participants for effecting change of address.
13. The Shareholders are requested to update their 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.
14. 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.
15. 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.
16. Notice of this Annual General Meeting, Audited Financial Statements for 2014-15 along with Directors' Report and Auditors' Report are available on the website of the Company www.easterntreads.com.
17. 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.
18. 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.

19. Voting through Electronic means

- A. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 22nd Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- B. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- C. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- D. The remote e-voting period commences on 25/07/2015 (9:00 am) and ends on 27/07/2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 22/07/2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- E. The process and manner for remote 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 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.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 remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" 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