

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the members of Eastern Treads Limited (the “Company”) will be held on Thursday, 25th September 2025 at 11.00 AM through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility to transact the following businesses:

Ordinary Business

1. **To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2025 together with the Reports of the Board of Directors and the Auditors.**
2. **To appoint a Director in place of Mr. Navas 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.**

Special Business

3. **Appointment of Dr. Siby Varghese (DIN: 11240695) as an Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Dr. Siby Varghese (DIN: 11240695), who was appointed as an Additional Director of the Company, under the category of Independent Director with effect from August 14, 2025, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, read with the Rules made thereunder and the applicable provisions of Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from August 14, 2025 to August 13, 2030 (both days inclusive) on the Board of the Company.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters, acts and things, as may be necessary, desirable, or expedient to give effect to this resolution and to take all steps incidental and ancillary thereto.”

4. Appointment of Mr. Devarajan Krishnan (DIN: 11240487) as Director of the Company

To consider and if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152 and all other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”) Mr. Devarajan Krishnan (DIN: 11240487), who was appointed as an Additional Director of the Company by the Board of Directors, effective from August 14, 2025, and who cease to hold office at this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to do all such things, deeds, matters, acts and things, as may be necessary, desirable, or expedient to give effect to this resolution and to take all steps incidental and ancillary thereto.”

5. Appointment of Mr. Devarajan Krishnan (DIN: 11240487) as a Whole Time Director of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT the provisions of Sections 196, 197, 198, read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”) and the Articles of Association of the company and on the recommendation of the Nomination and Remuneration Committee and subject to such other approvals as may be necessary, the consent of the Members be and is hereby accorded for the appointment of Mr. Devarajan Krishnan (DIN: 11240487) as a Whole Time Director of the Company, not liable to retire by rotation, to hold office for a term of 3 (three) consecutive years with effect from August 14, 2025 to August 13, 2028 (both days inclusive) 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 hereby approved, with liberty to the Board of Directors to alter and vary the terms of appointment as it may deem fit;

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to do all such things, deeds, matters, acts and things, as may be necessary, desirable, or expedient to give effect to this resolution and to take all steps incidental and ancillary thereto.”

6. **Approval of Related Party Transactions between Eastern Treads Limited and Group Meeran Private Limited having Corporate Identification Number U74110KL2001PTC015142.**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of the Section 188 and other applicable provisions 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, and subject to such other approvals as may be necessary, the approval of the members be and is hereby accorded to the Board of Directors of the Company to enter into contracts/arrangements for sale, purchase or supply of any goods and materials, or for availing or rendering of any services, whether directly or through appointed authorized agents, with Group Meeran Private Limited, on such terms and conditions as may be decided by Board of Directors of the Company, as appropriate, as per the rules and regulations governing such transactions under the applicable provisions of the Act for a period of 5 financial years effective from FY 25-26, for an aggregate amount not exceeding Rupees Ten Crores per financial year, under Section 188 read with Rules made thereunder.

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 to enter into legal agreements 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".

7. **Approval of Related Party Transactions between Eastern Treads Limited and Eastea Chai Private Limited having Corporate Identification Number U15491KL2010PTC025741**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of the Section 188 and other applicable provisions 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, and subject to such other approvals as may be necessary, the approval of the Members be and is hereby accorded to the Board of Directors of the Company to enter into contracts/arrangements for sale, purchase or supply of any goods and materials, or for availing or rendering of any services, whether directly or through appointed authorized agents, with Eastea Chai Private Limited, on such terms and conditions as may be decided by Board of Directors of the Company, as appropriate, as per the rules and regulations governing such transactions under the applicable provisions of the Act for a period of 5 financial years effective from FY 25-26, for an aggregate amount not exceeding Rupees Ten Crores per financial year, under Section 188 read with Rules made thereunder.

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 to enter into legal agreements 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".

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

sd/-

**Ernakulam
August 14, 2025**

**Abil Anil
Company Secretary**

Notes

1. In accordance with the provisions of the Companies Act, 2013 ("Act"), read with the Rules made thereunder and General Circular dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 08th December 2021, 14th December, 2021 and 5th May, 2022, 28th December, 2022, 25th September 2023 and 19th September 2024, issued by the Ministry of Corporate Affairs ("MCA") read with relevant circulars issued by the Securities and Exchange Board of India ("SEBI"), from time to time (hereinafter collectively referred to as ("the Circulars"), companies are allowed to hold Annual General Meeting (AGM) through VC or OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
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 15 minutes before and shall not be closed till expiry of 15 minutes after the 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 Act, 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 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Hence the company 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. Notice and Audited Financial Statements for 2024-25 along with Directors' Report and Auditors' Report is also be available on the website of the Company at <https://www.easterntreads.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 Regulation 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 **September 19, 2025** 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. The recorded transcript of the AGM will be hosted on the website of the Company at <https://easterntreads.com/investor-zone/meeting-updates>
11. 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.
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. The Company has effected the transfer of such shares to the IEPF account during the financial year 2024-25, in accordance with the aforesaid provision. 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 Complete details of unpaid or unclaimed

dividends and shares transferred to IEPF are available on the website of the Company, www.easterntreads.com.

13. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority by following the procedure as set out in IEPF Rules.
14. The Company had released an Advertisement 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 Act. The Company had also sent individual communication to the shareholders concerned whose dividend remains unpaid or unclaimed for a period of Seven (7) consecutive years since 2016, 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.
15. The statutory registers maintained under the Act and all other 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. The members who wishes to inspect the same shall make a prior request for the same to the mail ID: investors@easterntreads.com.
16. 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.
17. The Securities and Exchange Board of India (SEBI) has mandated furnishing of PAN, KYC details (i.e., postal address with PIN code, email address, mobile number, bank account details and latest specimen signature, etc.) and nomination details by holders of securities. SEBI also mandated compulsorily linking PAN with Aadhaar number, unless specifically exempt by the competent authority. In terms of the said SEBI mandate, folios, wherein any of the above mentioned document / details (except for nomination) are not available, such members will not be eligible to lodge any grievance or avail service request from the RTA. Relevant forms prescribed by SEBI in this regard are available under the Investor Information Section on the Investor's page on the website of the company at the web-link: <https://www.easterntreads.com/investor-zone/shareholder-communications>. Members are requested to update the same with the company's Registrar and Transfer Agent.
18. SEBI has vide its amendment Circular Nos. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/POD1/P/CIR/2023/181 dated November 17, 2023 read with previous circulars issued in this regard has mandated that with effect from April 01, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature. Further, relevant FAQs published by SEBI can be viewed on its website <https://www.sebi.gov.in/>. Members holding shares in physical form are advised to update the Bank Account details with the records of the company's Registrar and Transfer Agent.

19. 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 - 600 017. E-mail: yuvraj@integratedindia.in.** Members whose shareholdings are in electronic mode are requested to approach their respective depository participants for the same.
20. As per SEBI norms, with effect from January 25, 2022, all transmission / transfer requests including issuance of duplicate share certificates are mandatorily to be processed in dematerialised form only. 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 convert their holdings to dematerialized form.** 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 dematerialize 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. As per SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, a special six-month window has been announced—from **July 7, 2025, to January 6, 2026**—allowing investors to re-lodge physical share transfer requests that were previously **rejected or returned due to document deficiencies.**

SEBI had discontinued the transfer of securities in physical form effective April 1, 2019. However, it had allowed re-lodgement of transfer deeds originally submitted before this date if they were rejected due to documentation issues, with a prior deadline of March 31, 2021. In response to representations from investors who missed the earlier cut-off date, RTAs, and listed companies, SEBI has now provided a final opportunity to re-submit such transfer deeds. All transfers under this window must be completed in dematerialized (demat) mode only.

Shareholders wishing to transfer their physical shares are advised to make use of this final re-lodgement window.

22. Members desirous of getting any information on the Annual Accounts, at the Annual General Meeting, are requested to write to the Company at investors@easterntreads.com least 7 days in advance, so as to enable the Company to keep the information ready.

SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 (updated as on August 04, 2023 and December 20, 2023) has specified that a shareholder shall first take up his / her / their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied

with the outcome, He / She / They can initiate dispute resolution through the Online Dispute Resolution (“ODR”) Portal at <https://smartodr.in/login>. The aforesaid SEBI Circular and the link for the ODR Portal is also available on the website of the company at <https://www.easterntreads.com/investor-zone/shareholder-communications>

23. 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 MCA Circulars, 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 September 19, 2025, to exercise their right to vote by electronic means on any or all of the business specified in the accompanying Notice.

24. **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 **September 22, 2025 at 9.00 AM and ends on September 24, 2025 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 **September 19, 2025** 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.
- 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 abovesaid 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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 evoting 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, 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 cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 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. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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.nsdl.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

	<p>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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAs “Portal or click at https://eservices.nsdl.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.nsdl.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.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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.</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 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

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.

- I) The shareholders should log on to the e-voting website www.evotingindia.com.
- II) Click on “Shareholders” module.
- III) 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.
- IV) Next enter the Image Verification as displayed and Click on Login.
- V) 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.
- VI) 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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.
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- (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 250830012** relevant for the 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.**

- i 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.
- ii A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- iii 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.
- iv The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- v 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.
- vi 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 at investors@easterntreads.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/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- 1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM 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/EGM.
- 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 atleast **7days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@easterntreads.com.

The shareholders who wish to speak during the AGM but have queries may send their queries in advance **7days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@easterntreads.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/EGM 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 EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/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 Aadhar Card) by email to **investors@easterntreads.com**.
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 21 09911

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 21 09911.

25. The Board of Directors has appointed **CS Puzhankara Sivakumar, Company Secretary** (Membership No. 3050), Managing Partner M/s. SEP & Associates, Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
26. 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 the company secretary, who shall countersign the same.

27. 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 the Company Secretary. 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. 3 – To appoint Dr. Siby Varghese (DIN: 11240695) as an Independent Director of the Company

Based on the recommendation of Nomination and Remuneration Committee and after taking into consideration, the balance of skills, knowledge and experience in the rubber industry, the Board of Directors of the Company at its meeting on August 14, 2025 has considered the proposal of appointment of Dr. Siby Varghese (DIN: 11240695) as an Independent Director, to hold office for a term of 5 years w.e.f. August 14, 2025 to August 13, 2030 (both days inclusive) (hereinafter referred to as 'first term') and appointed Dr. Siby Varghese as an Additional Director in the Category of Non- Executive Independent Director pursuant to Section 161 of Companies Act, 2013. As his office of Director ceases at this Annual General Meeting being an Additional Director, the approval of the members by a Special Resolution, in terms of the provisions of Sections 149, 150, 152 and Schedule IV of the Act read with rules thereunder and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is required for his appointment as an Independent Director to hold office for his first term.

Dr. Siby Varghese (aged 61) has 36 years of experience in the rubber industry. He possess a Ph.D. in Polymer Chemistry from Mahatma Gandhi University. Currently he serves as a member of ISO TC45 and a Resource Person at Kerala Rubber Limited and an External Expert at the Bureau of Indian Standards, New Delhi. Further he is also a Visiting Professor at the School of Polymer Science & Technology, Mahatma Gandhi University.

He has been honoured with the Kerala Young Scientist Award in 1993 and the Indian Young Scientist Award in 1996. He holds fellowships from University of Tokyo, Japan as a JSPS Postdoctoral Fellow and from University of Kaiserslautern, Germany as a Humboldt Postdoctoral Fellow.

The necessary eligibility certificates and declarations including consent for appointment as an Independent Director of the Company and a declaration confirming that he meets the criteria of independence as prescribed under Section 149 of the Act and the Listing Regulations, have been received from Dr. Siby Varghese .

The Company has received declaration from Dr. Siby Varghese, confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and the rules made thereunder. Further, he is not debarred from holding of office by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA), or any such regulatory authority.

A detailed resume of Dr. Siby Varghese is annexed to this Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

In line with the aforesaid provisions of the Act and considering the vast experience of Dr. Siby Varghese, the Board recommends the Special Resolution set out at Item No. 3 of the Notice for the approval of the members.

Except Dr. Siby Varghese none of the Directors, Key Managerial Personnel, or their relatives, or entities comprising the interest of Promoters, Directors, or Key Managerial Personnel are concerned or interested in this resolution..

The Board of Directors believe that the proposed appointment is in the best interest of the company and its members.

Item No.4 & 5 - Appointment of Mr. Devarajan Krishnan (DIN: 11240487) as a Whole Time Director of the Company

Mr. Devarajan Krishnan (DIN: 11240487) was appointed by the Board of Directors as the Chief Financial Officer (CFO) of the Company with effect from August 14, 2023. In addition to his responsibilities as CFO, he was further appointed as the Chief Executive Officer (CEO) of the Company, effective from November 11, 2024. He currently holds both positions—Chief Financial Officer and Chief Executive Officer. Subsequently, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on August 14, 2025, appointed Mr. Devarajan Krishnan as an Additional Director of the Company. His term as an Additional Director shall expire at the ensuing Annual General Meeting (AGM) unless the members regularize his appointment by appointing him as a Director of a company effective from August 14, 2025 at this Annual General Meeting. Hence, his appointment as a Director is being proposed to the members.

Following his induction to the Board, the Board also approved his appointment as a Whole-Time Director of the Company, for a period of 3 years with the remuneration as detailed under the terms and conditions hereunder, subject to the approval of the members at the forthcoming AGM. Notwithstanding his appointment as a Director, Mr. Krishnan will continue to serve as the Chief Financial Officer (Key Managerial Personnel) of the Company. Accordingly, the Board has designated Mr. Devarajan Krishnan as the Whole-Time Director & Chief Financial Officer of the Company, effective August 14, 2025, with the appointment to the office of Whole- Time Director for a period of 3 years is subject to shareholders' approval at the AGM.

Brief Profile

Mr. Devarajan Krishnan aged 57 years is a Chartered Accountant by qualification. He completed CA in 1993 and has extensive corporate work experience of over 30 plus years in key finance areas such as Corporate Finance, Financial Planning & Analytics, Accounting & Controllershship, Auditing & Taxation, Working capital management, Banking, Capex governance, Compliance & Regulatory matters, Cost optimization and Controls. He is very passionate towards Cost optimization, Business performance management, Investments, and business case proposals, ESG Project consulting and implementation, Fund raising, Regulatory Compliances, Business valuation etc. His corporate experience from various Organizations like Cognizant Technologies, Sutherland Global Solutions, Bank of America Continuum Pvt Ltd, Genpact, Genisys Integrated Systems and Aspinwall & Co. Ltd is benefiting the company. Over the years, he has been involved in sectors like Manufacturing, Shipping services, Global Capability Centers, BPO and IT development industries. 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) shall be entitled to the proposed remuneration as minimum remuneration

subject to Schedule V to the Act. The Company has received an undertaking from Mr. Devarajan Krishnan 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.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

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.

The 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:

(In lakhs)

	Year ended		
	31/03/25	31/03/24	31/03/23
Revenue from Operations	6023	5,953	5984
Other Income	39	24	8
Total Revenue	6063	5,977	5992
Expenditure	6111	5,870	6272
(Loss) / Profit before Interest, Depreciation and Tax	(48)	107	(280)
Depreciation/Amortization/ Impairment	84	122	165
Profit before Finance Costs and Tax	(132)	(15)	(445)
Finance Costs	246	297	323
Profit (Loss) before Tax	(378)	(312)	(768)
Tax Expense	(75)	(17)	(45)
Profit (Loss) for the year	(303)	(295)	(723)
Other comprehensive income/ (loss)	(10)	14	(18.85)
Total comprehensive loss for the year	(313)	(280)	(742)

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 : NIL**

g) **Job profile and his suitability**

As a Director, his corporate experience from various Organizations like Cognizant Technologies, Sutherland Global Solutions, Bank of America Continuum Pvt Ltd, Genpact, Genisys Integrated Systems and Aspinwall & Co. Ltd will benefit the company.

h) **Past Remuneration:**

Being in the role of Chief Executive Officer and Chief Financial Officer of the company, Mr. Devarajan Krishnan has drawn salary for an amount of Rs. 52.41 lakhs in the financial year 2024-25 and Rs. 20.96 lakhs as Chief Financial Officer in the Financial Year 2023-24.

i) **Proposed Remuneration :**

He will be entitled to a minimum remuneration of Rs. 60 lakhs per annum by way of salary, perquisites, benefits (including retirement benefits), incentives, and other allowances, if any, as may be determined by the Board (including Committee(s)).

Subject to any statutory ceilings and the Company's Policy on remuneration, he shall be entitled to such increment from time to time as the Board (including Committee(s)) may by its discretion not higher than Rs. 90 lakhs per annum and perquisites, benefits (including retirement benefits), incentives, and other allowances, if any, as may be determined by the Board (including Committee(s)).

In the event of loss or inadequacy of profits in any financial year, he shall be paid a minimum remuneration as determined by the Board (including Committee(s)) within the above limits.

He shall be further eligible for ESOP / ESOS, if any as provided by the company.

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

Taking into consideration the size of the Company, the nature of the industry, the profile, knowledge, skills and responsibilities shouldered by him, the proposed remuneration is commensurate and comparable with the remuneration drawn by managerial personnel in similar capacities in other companies in related industry.

k) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any; Other than being the Chief Executive Officer and Chief Financial Officer (KMP) there exist no other relationship with the company.**

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**

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 for the FY 24-25. Members are requested to refer the financial performance and the management discussion and analysis report provided in the aforesaid Directors report.

Relevant documents, if any, in respect of the said item will be available for inspection in electronic form on request by the members of the Company, upto the last date of the remote e-voting.

The Board of Directors accordingly, recommends the passing of the proposed Ordinary and Special Resolutions as contained in Item No. 4&5 of the notice respectively.

Except Mr. Devarajan Krishnan as KMP, none of the other Directors or Key Managerial Personnel or their relatives has any concern or interest, financial or otherwise, in passing of the said Special Resolution.

Item No. 06– Approval of Related Party Transactions between Eastern Treads Limited and Group Meeran Private Limited

Pursuant to Section 188 of the Companies Act 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014, no contracts or arrangement with a related party with respect to the transactions specified in the said Section can be entered into by the company, except those which are in the ordinary course of business and on an arm's length basis without the prior consent of the Shareholders. It is also to be noted that the Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the company pursuant to the exemption criteria mentioned under Regulation 15 (2) of the said regulation.

Further, the company cannot enter into any contract or arrangement with its Related Party, Group Meeran Private Limited for transactions that are either not in the ordinary course of business or not on an arm's length basis unless prior approval from its Members has been obtained. Your Company proposes to enter into business transactions with Group Meeran Private Limited in the ordinary course of business for sale, purchase or supply of any goods or materials or availing or rendering of any services. In view of the growing operations, the Company requires to trade, avail and render services with aforesaid Related Party, Group Meeran Private Limited.

The transactions will be entered in the ordinary course of business of the Company either at arm's length basis or otherwise, but always in the best interest of the company. To remain fully compliant and uphold principles of good Corporate Governance, the consent of the shareholders is being sought pursuant to Section 188 of the Companies Act, 2013 and the Rules made thereunder, to enable the Board to enter into contracts for Sale, Purchase of goods and availing and rendering services with the above Related Party for a period of 5 Financial Years commencing from FY 25 -26 for an amount not exceeding Rs.10 Crores (Rupees Ten Crores) per financial year either at arms length basis or otherwise.

Mr.Navas Meeran (DIN: 00128692), Chairman and Mrs. Shereen Navas (DIN:00328770) Director are interested in the proposed resolution, as their immediate relatives, Mr. Feroz Meeran (brother of Mr. Navas Meeran) and Mr. Zubin Nazeel Navas (son of Mr. Navas Meeran and Mrs. Shereen Navas) are directors of Group Meeran Private Limited.

No other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution. The following disclosure(s) for any transaction with related party is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and the Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014

(i) Name of related Party	Group Meeran Private Limited
(ii) Name of the director or key managerial personnel who is related, if any;	Mr.Navas Meeran (DIN: 00128692) and Mrs.Shereen Navas (DIN:00328770)
(iii) Nature of relationship	A private company in which a director or his relative is a director.
(iv) Nature, duration of the contract and particulars of the contract or arrangement	Sale, purchase or supply of any goods or materials or availing or rendering of any services Duration : 5 Years
(v) Material terms of the contract or arrangement	The transactions will be in the ordinary course of business either at arms length or otherwise as decided by the board and approved / ratified by the audit committee.
(vi) Monetary value of the contract or arrangement	Rupees Ten Crores per annum
(vii) Any advance paid or received for the contract or arrangement, if any;	NIL
(viii) The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	The pricing and other commercial terms are in the ordinary course of business and will be in the best interest of the company.
(ix) Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	All factors are considered
(x) Any other information relevant or important for the members to take a decision on the proposed transaction.	NIL

Item No.07 – Approval of Related Party Transactions between Eastern Treads Private Limited and Eastea Chai Private Limited

Pursuant to Section 188 of the Companies Act 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014, no contracts or arrangement with a related party with respect to the transactions specified in the said Section can be entered into by the company, except those which are entered in the ordinary course of business and on an arm's length basis without the prior consent of the Shareholders. It is also to be noted that the Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the company pursuant to the exemption criteria mentioned under Regulation 15 (2) of the said regulation.

Further, the company cannot enter into any contract or arrangement with its Related Party, Eastea Chai Private Limited for any transactions that are either not in the ordinary course of business or not on an arm's length basis unless prior approval from its Members has been obtained. Your Company proposes to enter into business transactions with Eastea Chai Private Limited in the ordinary course of business for sale, purchase or supply of any goods or materials or availing or rendering of any services.. In view of the growing operations, the Company requires to trade, avail and render services with aforesaid Related Party, Eastea Chai Private Limited.

The transactions will be entered in the ordinary course of business of the Company either at arm's length basis or otherwise, but always in the best interest of the company. To remain fully compliant and uphold principles

of good Corporate Governance the consent of the shareholders is being sought pursuant to Section 188 of the Companies Act, 2013 and the Rules made thereunder to enable the Board to enter into contracts for Sale, Purchase of goods and availing and rendering services with the above Related Party for a period of 5 Years for an amount not exceeding Rs.10 Crores (Rupees Ten Crores) per financial year.

Mr.Navas Meeran (DIN: 00128692) Chairman and Mrs. Shereen Navas (DIN: 00328770), Director are interested in the proposed resolution as they hold 5% and 45% of shares in Eastea Chai Private Limited respectively. Further Mr. Navas Meeran holds directorship in Eastea Chai Private Limited. No other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

The following disclosure(s) for any transaction with related party is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and the Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014.

(i) Name of related Party	Eastea Chai Private Limited
(ii) Name of the director or key managerial personnel who is related, if any;	Mr. Navas Meeran (DIN : 00128692)
(iii) Nature of relationship	A private company in which a director or his relative is a director and a member of the company.
(iv) Nature, duration of the contract and particulars of the contract or arrangement	Sale, purchase or supply of any goods or materials or availing or rendering of any services Duration : 5 Years
(v) Material terms of the contract or arrangement	The transactions will be in the ordinary course of business either at arms length or otherwise as decided by the board and approved / ratified by the audit committee.
(vi) Monetary value of the contract or arrangement	Rupees Ten Crores per annum
(vii) Any advance paid or received for the contract or arrangement, if any;	NIL
(viii) The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	The pricing and other commercial terms are in the ordinary course of business and will be in the best interest of the company.
(ix) Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	All factors are considered
(viii) Any other information relevant or important for the members to take a decision on the proposed transaction.	NIL

Place: Ernakulam
Date: August 14, 2025

By order of the Board of Directors
For Eastern Treads Limited

sd/-
Abil Anil
Company Secretary

Additional Information of Directors Pursuant to Section 102 of the Companies Act, 2013 and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India.

Name	Mr. Navas Meeran	Dr. Siby Varghese	Mr. Devarajan Krishnan
DIN no.	00128692	11240695	11240487
Date of Birth	23-07-1969	03-05-1964	23-01-1968
Nationality	INDIAN	INDIAN	INDIAN
Date of first Appointment	26-08-1997	NA	NA
Qualifications	Post Graduate in Business Management	Ph.D. in Polymer Chemistry from Mahatma Gandhi University	Chartered Accountant
Experience in specific functional areas	<p>He is the current Chairman of the Meeran Group of Companies, a fast developing and progressive business group based in Kerala.</p> <p>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 33 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.</p>	<p>He has vast experience in rubber industry. He possess a Ph.D. in Polymer Chemistry from Mahatma Gandhi University and extensive international research experience from University of Tokyo, Japan as JSPS Postdoctoral and University of Kaiserslautern, Germany as Humboldt Postdoctoral.</p> <p>With over 120 international journal publications, 600+ conference papers, and five book chapters in rubber technology, Dr. Siby Varghese is expertise in the rubber industry. He holds patents for De-proteinization of natural rubber latex in US and for Semi-automatic machine for upgrading</p>	<p>He belongs to Kochi and is a Chartered Accountant by qualification. He completed CA in 1993 and has extensive corporate work experience of over 30 plus years in key finance areas such as Corporate Finance, Financial Planning & Analytics, Accounting & Controllershship, Auditing & Taxation, Working capital management, Banking, Capex governance, Compliance & Regulatory matters, Cost optimization and Controls.</p> <p>He is very passionate towards Cost optimization, Business performance management, Investments, and business case proposals, ESG Project</p>

	<p>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 Co-Chair-CII Expert Group on Doubling Farmers' Income, Member-CII National Council. Apart from this, he is also the Chairman of M E Meeran Foundation for Entrepreneurship.</p>	<p>low-quality sheet rubber, Fast-drying trolley for sheet rubber and Rubber nanocomposites with enhanced barrier properties in India, Currently he is a member of ISO TC45 and a Resource Person at Kerala Rubber Limited and an External Expert, Bureau of Indian Standards, New Delhi. Further he acts as a Visiting Professor at School of Polymer Science & Technology, Mahatma Gandhi University. His consultancy work has supported over 300 MSME products and produced more than 10,000 product test reports.</p> <p>Dr.Siby Varghese has been honoured with Kerala Young Scientist Award in 1993 and Indian Young Scientist Award in 1996 and has been invited speaker in multiple countries.</p>	<p>consulting and implementation, Fund raising, Regulatory Compliances, Business valuation etc. His corporate experience from various Organizations like Cognizant Technologies, Sutherland Global Solutions, Bank of America Continuum Pvt Ltd, Genpact, Genisys Integrated Systems and Aspinwall & Co. Ltd is benefiting the company. Over the years, he has been involved in sectors like Manufacturing, Shipping services, Global Capability Centers, BPO and IT development industries.</p>
Directorship held in other Companies	<p>Eastea Chai Private Limited</p> <p>Eastern Mattresses Private Limited</p> <p>Reenaz Properties Private Limited</p> <p>Freenaz Properties Private Limited</p> <p>Locus Constructions Private Limited</p>	NIL	NIL

	Meerans Properties Private Limited Shenaz Properties Private Limited Shehab Properties Private Limited Domino Builders Private Limited Eastern Retreads Private Limited Eastern Food Speciality Formulations Private Limited NKF Realtors Private Limited Zero Degree OOH Private Limited		
Relationship with other Directors or Manager or Key Managerial Personnel of the Company	Mr. Navas Meeran is related with Mrs. Shereen Navas, Director of the company, is spouse of Mr. Navas Meeran	NIL	NIL
Directorship held in other listed Companies	NIL	NIL	NIL
Memberships in the Committees of Board of other listed Companies	NIL	NIL	NIL
Member / Chairperson of Board Committees	Member of Stake Holder Relationship Committee, Risk Management Committee and Finance Committee of the Company	NIL	Member of Finance Committee of the company
No. of Board Meetings attended during the financial year 2024-25 (till the date of issue of this Notice of Annual General Meeting)	5	NA	NA
No. of shares held in	1353250 (25.86%) of Equity Shares	NIL	NIL

Terms and conditions of appointment/ re- appointment along with details of remuneration sought to be paid	Appointed subject to retirement by rotation Remuneration : NIL	Appointed for a term of 5 years Eligible for sitting fee	Appointed for a term of 3 years with remuneration within the limit of 60 - 90 lakhs per annum as fixed by the board He shall be further eligible for sitting fee and ESOP/ESOS, if any as provided by the company
Details of last drawn remuneration	NIL	NA	Being in the role of Chief Executive Officer and Chief Financial Officer of the company, Mr. Devarajan Krishnan has drawn salary for an amount of Rs. 52.41 lakhs in the financial year 2024-25 and Rs. 20.96 lakhs as Chief Financial Officer in the Financial Year 2023-24.
Details of the skills and capabilities required for the role and the manner in which the proposed person meets such requirements (for Independent Directors)	NA	<p>I. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules")</p> <p>II. Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,</p> <p>III. Declaration to the effect that he meets the criteria</p>	NIL

		<p>of independence as provided in</p> <p>sub-section (6) of Section 149 of the Act and under LODR Regulations,</p> <p>IV. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,</p> <p>V. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;</p> <p>VI. Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with</p>	
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		three financial years with Infosys Limited or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover	
Resignations from listed entity in last three years	NIL	NIL	NIL