



## **Emerald Tyre Manufacturers Limited**

(Formerly known as Emerald Resilient Tyre  
Manufacturers Private Limited)

### **REGISTERED OFFICE:**

Emerald House  
Plot No.2, 2<sup>nd</sup> Street,  
Phase - 1, Porur Garden,  
Vanagaram  
Chennai - 600 095



## **EMERALD TYRE MANUFACTURERS LIMITED**

### **MEMORANDUM OF ASSOCIATION**

CIN: L25111TN2002PLC048665

Factory: Plot No. 79 & 80, EPIP Zone, Sipcot Industrial Complex, Gummidipoondi, Thiruvallur District, Tamilnadu 601 201, India

Tel: +91 44 6790 5517 E-Mail: [accounts@emeraldtires.com](mailto:accounts@emeraldtires.com) website: [www.emeraldtires.com](http://www.emeraldtires.com)

**THE COMPANIES ACT, 2013**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**Of**

**1,3 & 6 EMERALD TYRE MANUFACTURERS LIMITED**

- I. The name of the Company is **EMERALD TYRE MANUFACTURERS LIMITED**.  
1,3 & 6
- II. The Registered Office of the Company will be situated in the state of Tamilnadu.
- III. The **OBJECTS** for which the companies established are the following:

**3&4A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**

1. To carry on the business of manufacture, processing, import, export, dealers, agents, of solid cushion tyres, cushion rings, rubber mats, press on band tyres or similar substances and their finished and semi-finished products in general and of technologically advanced nature in particular.
2. 4To manufacture, produce, develop, refine, process, formulate, sell, import-export, market, trade in, distribute, act as agents, stockiest either on its own or with the help of others, or in collaboration with others, polymer based products, for automobiles, fork lifts, etc., materials handling systems, industrial applications and in relation to tracks, traction, road surface, terrain and speed, uncured, cured, procured tread rubber, camel back, cushion gum, cushion rings, rubber mats, rubber of all kinds including synthetic and natural rubber products, goods, articles, and other raw materials and components made of rubber of all kinds, carbon black, chemicals raw materials and accessories used in the processing of any of the aforesaid items.

**#6 The name of the Company has been changed from "EMERALD RESILIENT TYRE MANUFACTURERS LIMITED" to "EMERALD TYRE MANUFACTURERS LIMITED" vide Special Resolution passed at the Extra Ordinary General meeting of the Company held on 11/01/2024**

3. ~~3&4~~To carry on the business of pneumatic tyres of all categories, steel Rims of all Grades, Split Rims, single piece Rims and Multipiece Rims, Aluminium Casting Wheels and Cast-Iron Wheels and Rims for all Material Handling and other applications and Hydraulic Presses and other machineries used in the manufacture of Tyres and Rims and Rubber Moulded goods including re-moulding of Tyres of all categories.
4. ~~3&4~~To carry on the business of Retreading/ Remoulding of solid and Pneumatic tyres, Mobile Home Tyres, Agri Implement Tyres, Skid Loader, Press on Band Tyres, MHE Tyres, Tyre Wheel Assemblies, Rubber Mats, Rubber Tracks and Rubberisation of Tank Wheels and all under carriage Rubber products of Amoured vehicles and all Rubber Moulded goods made of natural and synthetic rubber including moulded products made of Polyurethane, Poly Fill and other resins and chemicals
5. ~~3&4~~To provide technical know -how, technology, drawings, designs, etc., in the planning, executioning, commissioning and operating the plants dealing in Rubber and Rubber products

**3(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE: -**

1. To purchase, take on lease or otherwise acquire any immovable or movable property or any right or things for use in or in connections with any business of the company.
2. To enter into arrangements for technical collaboration or other forms of assistance including capital participation with foreign or Indian manufacturers or person or persons or company carrying on or about to carry on and to pay for such technical assistance or collaboration, royalties or other fees in cash or by allotment of shares in this company.
3. To draw, make, accept, endorse, transfer, discount and execute promissory notes, bills, hundies and other negotiable and transferable instruments for the business of the company and to borrow, advance, invest or raise money, in such manner as the Directors may from time to time think fit.
4. To open current, fixed or other accounts with any Bank or Merchant and to pay into and to withdraw moneys from such accounts.
5. To pay all costs, charges and expenses of any incidental to the promotion, formation, registration and establishment of the company.
6. To provide for payment of business or account of money and for other payment to Directors, Managers and other Employees of the Company in such manner as may seem proper to the Company on that behalf.
7. To make donations to such persons or institutions either for cash or any other assets as may be thought directly or indirectly conducive to any of the company's objects.

8. To establish branches, sub-offices, Franchise and agencies in connection with any of the objects of the company for the efficient carrying on or enlargement of the business of the company, in any Indian State or in any part of the world in such manner and upon such terms as may be calculated to further the objects of the company.
9. 3Subject to the provisions of the Companies Act 2013 to remunerate whether out of the company's capital, profits or otherwise any persons for services rendered or to be rendered in introducing any business to the company.
10. 3Subject to the provisions of the Companies Act 2013 to invest, apply for and acquire or otherwise employ moneys belonging to or entrusted to the company upon such securities and shares, upon such securities and shares, upon such terms as may be thought proper and from time to time vary such transactions in such manner as the company may think fit.
11. To lend or deposit moneys belonging to, entrusted to or at the disposal of the company, to such person or company and in particular to customers and others having dealings with the company with or without security upon such terms as may be thought proper, but not to do the business of banking as defined in the Banking Regulations Act, 1949.
12. To amalgamate merge with any Company, Companies or organizations having objects similar to the company.
13. 3 To borrow moneys for the business of the company with or without security from persons, companies, firms, banks and financial institutions, subject to the provisions of section 2(31), 73 and 74 of the Companies Act 2013.
14. 3Subject to the provisions of the Companies Act, 2013 to distribute any of the property of the Company among members in specie or in kinds in the event of winding up.
15. To mortgage, sell, alienate, hire, give out on lease convey assign or otherwise dispose of any property, rights, little, interest in any property or easements, privileges or any right whatsoever.
16. To obtain, procure, get acquire or otherwise secure rights, privileges, licenses permits, grants and other interest from the Government any corporation or any person or persons to improve the business of the company.
17. To sell, or otherwise dispose or transfer the undertaking of the company in whole or in any part thereof for such consideration as the company may deem proper and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of the company.

18. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firms or company carrying on any business which the company is authorized to carry on or possessed of property or right suitable for any of the purpose of the company and to conduct, make or carry into effect any arrangements in regard to the winding up of the business of such person, firm or company.
19. To enter into partnership or into agreement for sharing or pooling, profits, union of interests, co-operation, joint venture, reciprocal concession or amalgamation either in whole or in part with any other persons, company or firms carrying on or engaged in or about to carry on or engaged in any business or which this company is authorized to carry on.
20. To enter into technical assistance, collaboration and such other agreements with any Indian or Foreign entity for carrying on the business of the company.
21. To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the company and to obtain and justify public confidence and to avert or minimize financial disturbances, which might affect the company.
22. To pay any rights or property acquired by the company, local or foreign, whether by cash payment or by allotment of shares, debentures or other securities of the company credited as paid up in full or by part or otherwise.
23. To obtain from the Government authority, whomsoever, any orders or licenses, concessions, privileges and rights or other form, that may seem to the company conducive to the carrying into effect to any of the company and to exercise, utilize and comply with the same.

**3IV.** The liability of members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

**5V.** The Authorized Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) equity shares of Rs.10 (Rupees Ten Only) each.

VI. We, the several persons, whose names and address are subscribed hereto, are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

Sl.No	Signatures, Names Addresses, Descriptions and Occupations of the Subscribers	No of Equity Shares taken by each Subscribers	Signature, Name address, Description of the Witness
1.	Sd... Mrs.T.KANNAKI W/o. V.THIRUPATHI K.R.V.HOUSE, 3, 9 <sup>th</sup> Lane, Shastri Nagar Chennai – 600020  (House Wife)	5000	
2.	Sd... V.T.CHANDHRASEKHARAN S/o. V.THIRUPATHI K.R.V.HOUSE, 3, 9 <sup>th</sup> Lane, Shastri Nagar Chennai – 600020  (Business)	5000	Sd... G.PORSELVAM 259, 1 <sup>st</sup> Floor T.H.Road Triplicane Chennai - 600005
	<b>TOTAL</b>	<b>10000</b>	

Place : Chennai

Date : 21/03/2002

**Notes on alteration of Memorandum of Association:**

1. The name of the company was changed from Emerald Resilient Tyre Manufacturers Private Limited to Emerald Resilient Tyre Manufacturers Private Limited vide Resolution passed by the Shareholders of the company at the Extra Ordinary General Meeting held on 16/07/2018.
2. The name of the company changed from Emerald Resilient Tyre Manufacturers Private Limited to Emerald Resilient Tyre Manufacturers Limited consequent to the conversion of the Company from Private to Public Company vide Special Resolution passed by the Shareholders of the company at the Extra Ordinary General Meeting held on 25/11/2023.

3. Amendment to the object clause of the Memorandum of Association vide Special Resolution passed by the Shareholders of the company at the Extra Ordinary General Meeting held on 20/12/2006.
4. Amendment to the object clause, Capital Clause and Liability clauses of the Memorandum of Association vide Special Resolution passed by the Shareholders of the company at the Extra Ordinary General Meeting held on 27/07/2015.
5. Alteration in Authorised Share Capital by passing an ordinary resolution by the shareholders of the Company at the Extra Ordinary General Meeting held on 18/09/2023.

The Authorised Share Capital of the Company of Rs. 10,00,000/- (Rupees Ten Lakhs Only) divided into 1,00,000 Equity shares of Rs.10/- each at the time of incorporation was modified from time to time by passing requisite resolutions at the meeting of the members. The details of the modified Authorised Capital since incorporation till date is stated herein below:

**(Amount in Rupees)**

Date of Modification	Equity Share Capital (Nos)	Face Value In Rs.	Convertible Preference Share Capital (Nos)	Face Value In Rs.	Redeemable Preference Share Capital (Nos)	Face Value In Rs.	Total Authorised Capital Rs.
Original at the time of Incorporation	1,00,000	10	-	-	-	-	10,00,000
24-05-2002	4,99,000	10	-	-	-	-	49,90,000
16-10-2002	7,50,000	10	-	-	-	-	75,00,000
14-07-2003	10,00,000	10	-	-	-	-	1,00,00,000
25-03-2004	15,00,000	10	-	-	-	-	1,50,00,000
04-11-2005	40,00,000	10	-	-	-	-	4,00,00,000
28-03-2007	70,00,000	10	-	-	-	-	7,00,00,000
30-07-2007	70,00,000	10	2,50,000	80	-	-	9,00,00,000
19-01-2011	70,00,000	10	2,50,000	80	5,00,000	100	14,00,00,000
27-07-2015	90,00,000	10	-	-	5,00,000	100	14,00,00,000
12-01-2017	1,35,00,000	10	-	-	5,00,000	100	18,50,00,000
18-09-2023 (reclassification)	1,85,00,000	10	-	-	-	-	18,50,00,000
18-09-2023	2,50,00,000	10	-	-	-	-	25,00,00,000

**Details of every alteration made in the Memorandum of Association of the Company since incorporation is provided hereunder:-**

Sr.No	Date of Amendment	Particulars of the Amendments
1	24/05/2002	The Authorised Share Capital of the company has been increased from Rs.10,00,000 (Rupee Ten Lakhs only) divided into 1,00,000 equity shares of Rs.10/- each to Rs.49,90,000 (Rupees Forty Nine Lakhs Ninety thousand only) divided into 4,99,000 equity shares of Rs.10/- each ranking paripassu with the existing shares in the company and that in clause Vof the Memorandum of Association of the company as approved vide Resolution passed by the Shareholders Extra Ordinary General Meeting held on 24/05/2002
2	16/10/2002	The Authorised Share Capital of the company has been increased from Rs.49,90,000 (Rupee Forty Nine Lakhs Ninety Thousand only) divided into 4,99,000 equity shares of Rs.10/- each to Rs.75,00,000(Rupees Seventy Five Lakhs only) divided into 7,50,000 equity shares of Rs.10/- each ranking paripassu with the existing shares in the company as approved vide Resolution passed by the Shareholders Extra Ordinary General Meeting held on 16/10/2002
3	14/07/2003	The Authorized Share Capital of the company has been increased from Rs.75,00,000 (Rupees Seventy Five Lakhs only) divided into 7,50,000 equity shares of Rs.10/- each to Rs.1,00,00,000(Rupees One Crore only) divided into 10,00,000 equity shares of Rs.10/- each ranking paripassu with the existing shares in the company as approved vide Resolution passed by the Shareholders Extra Ordinary General Meeting held on 14/07/2003
4	25/03/2004	The Authorised Share Capital of the Company has been increased from Rs.1,00,00,000 (Rupee One Crore only) divided into 10,00,000 equity shares of Rs.10/- each to Rs.1,50,00,000(Rupees One Crore Fifty Lakhs only) divided into 15,00,000 equity shares of Rs.10/- each as approved vide Resolution passed by the Shareholders Extra Ordinary General Meeting held on 25/03/2004
5	04/11/2005	The Authorised Share Capital of the company has been increased from Rs.1,50,00,000 (Rupees One Crore Fifty Lakhs only) divided into 15,00,000 equity shares of Rs.10/- each to Rs.4,00,00,000 (Rupees Four Crore only) divided into 40,00,000 equity shares of Rs.10/- each as approved vide Resolution passed by the Shareholders Extra Ordinary General Meeting held on 04/11/2005
6	20/12/2006	Amendment to the object clause of the Memorandum by inserting the following Clauses in Memorandum A). In Clause III A, the Main objects to be pursued by the company be added as sub clause No.3, Sub clause No.4 and Sub Clause No.5 with the following:



		<ol style="list-style-type: none"> <li>1. To establish, own, operate, take on lease, manufacturing and trading facilities either on its own or joint venture or in partnership in India or Abroad.</li> <li>2 To carry on the business of Pneumatic Tyres of all categories, Steel Rims of all grades, Split Rims, single piece Rims, Multi piece Rims, Aluminium Casting Wheels and Cast Iron Wheels and Rims for all material handling and other applications and Hydraulic Presses and other machineries used in the manufacture of tyres and Rims and Rubber Moulded Goods including Remoulding of Tyres of all categories.</li> <li>3 To carry on the business of Retreading/Remoulding of solid and Pneumatic Tyres, Rubber Tracks and Rubberisation of Tank Wheels and all undercarriage Rubber Products of Armoured Vehicles and all Rubber Moulded goods made of natural and Synthetic Rubber including moulded products made of polyurethane and other resins and chemicals.</li> </ol> <p>vide Special Resolution passed by the Shareholders Extra Ordinary General Meeting held on 20/12/2006</p>
7	28/03/2007	The Authorised Share Capital of the company has been increased from Rs.4,00,00,000 (Rupees Four Crore only) divided into 40,00,000 equity shares of Rs.10/- each to Rs.7,00,00,000 (Rupees Seven Crore only) divided into 70,00,000 equity shares of Rs.10/- each, ranking paripassu with the existing equity shares as approved vide Resolution passed by the Shareholders Extra Ordinary General Meeting held on 28/03/2007
8	30/07/2007	The Authorized Share Capital of the Company has been increased from Rs. 7,00,00,000/- (Rupees Seven Crores only) consisting of 70,00,000 (Seventy Lakh) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 9,00,00,000/- (Rupees Nine Crores only) divided into 70,00,000 (Seventy Lakh) equity shares of Rs. 10/- (Rupees Ten only) amounting to Rs 7,00,00,000(Rupees Seven Crores only) and 2,50,000 (Two Lakh fifty thousand) Cumulative Fully Convertible Preference shares of Rs. 80/- (Rupees Eighty Only) each amounting to Rs 2,00,00,000 (Rs Two Crores only) as approved vide Resolution passed by the Shareholders Extra Ordinary General Meeting held on 30/07/2007
9	19/01/2011	The Authorised Share Capital of the Company has been increased from Rs.9,00,00,000 (Rupees Nine Crores only) to Rs.14,00,00,000 (Rupees Fourteen Crores only) divided into 70,00,000 equity shares of Rs.10/- each amounting to Rs.7,00,00,000 (Rupees Seven Crores only) and 2,50,000

		Cumulative Fully Convertible Preference Shares of Rs.80/- each, amounting to Rs.2,00,00,000/- (Rupees Two Crores only) and 5,00,000 (Five Lakh only) Cumulative Redeemable Preference Shares of Rs.100/- each , amounting to Rs.5,00,00,000 (Rupees Five Crores only) as approved vide Resolution passed by the Shareholders Extra Ordinary General Meeting held on 19/01/2011
10	27/07/2015	<p>Amendment to the object clause, Capital Clause and Liability clauses of the Memorandum by inserting the following Clauses in Memorandum by inserting following clauses in the Memorandum of Association</p> <ol style="list-style-type: none"> <li>Clauses III(A)(2)(3)(4) and (5) amended</li> <li>Heading in clause III(B) amended</li> <li>Clauses III(B)(9)(10)(13) and (14) amended</li> <li>Clauses III(C)(1) to clauses III(C) (17) deleted</li> <li>Clauses IV and V amended</li> </ol> <p>As approved vide Special Resolution passed in the EGM held on 27/07/2015</p>
11	27/07/2015	The Authorized Share Capital of the Company is Rs.14,00,00,000/- (Rupees Fourteen Crore ) divided into 90,00,000 (Ninety Lakhs) Equity Shares of Rs.10/- each amounting to Rs.9,00,00,000/- (Nine Crores Only) and 5,00,000 (Five Lakh only) Cumulative Redeemable Preference Shares of Rs.100/- each to 5,00,00,000/- (Rupees Five Crores only) with power to increase or reduce the capital of the company and so divide the shares in the capital for the time being into several classes and attach thereto respectively such preferential, qualified or conditions in such manner as may be , for the time being provided by regulation of the company and also the companies Act,2013 decrease as approved vide Resolution passed by the Shareholders Extra Ordinary General Meeting held on 27/07/2015
12	12/01/2017	<p>The Authorized Share Capital of the Company is Rs.18,50,00,000/- (Rupees Eighteen Crore Fifty Lakhs Only ) divided into 1,35,00,000 (One Crore Thirty Five Lakhs) Equity Shares of Rs.10/- each amounting to Rs.13,50,00,000/- (Thirteen Crores Fifty Lakhs Only) and 5,00,000 (Five Lakh only) 12 year, 15% Cumulative Non Convertible Preference Shares of Rs.100/- each to 5,00,00,000/- (Rupees Five Crores only) with power to increase or reduce the capital of the company and so divide the shares in the capital for the time being into several classes and attach thereto respectively such preferential, qualified or conditions in such manner as may be , for the time being provided by regulation of the company and also the companies Act,2013 decrease.</p> <p>Pursuant to the scheme of amalgamation of Emerald Rims</p>

		Private Limited (First Transferor company) MOSQ Industrial Rubber Products Private Limited (Second Transferor company) with Emerald Resilient Tyre Manufacturers Private Limited (Transferee Company) approved by Hon'ble High Court of Madras vide order dated 11 <sup>th</sup> January 2017 in CP 483 to 485 of 2015
13	16/07/2018	Change of Name from Emerald Resilient Tyre Manufacturers Private Limited to Emerald Resilient Tyre Manufacturers Private Limited vide Resolution passed by the Shareholders Extra Ordinary General Meeting held on 16/07/2018
14	18/09/2023	<p>Reclassification of the Authorized Share Capital of the Company from Rs.18,50,00,000/- (Rupees Eighteen Crore Fifty Lakhs ) divided into 1,35,00,000 (One Crore Thirty Five Lakhs) Equity Shares of Rs.10/- each and 5,00,000 15% Non Convertible Redeemable Preference Shares of Rs.100/- each to Rs.18,50,00,000/- (Rupees Eighteen Crore Fifty Lakhs ) divided into 1,85,00,000 (One Crore Eighty Five Lakhs) Equity Shares of Rs.10/- each -.</p> <p style="text-align: center;">And</p> <p>Increase in the Authorised Share Capital of the Company from existing Rs.18,50,00,000/- (Rupees Eighteen Crore Fifty Lakhs ) divided into 1,85,00,000 (One Crore Eighty Five Lakhs) Equity Shares of Rs.10/- each to Rs.25,00,00,000 (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs.10/- each</p> <p>Alteration in Authorised Share Capital vide Resolution passed by the Shareholders of the company at the Extra Ordinary General Meeting held on 18/09/2023</p>
15	25/11/2023	The name of the company changed from Emerald Resilient Tyre Manufacturers Private Limited to Emerald Resilient Tyre Manufacturers Limited consequent to conversion of the Company from Private to Public Company vide Special Resolution passed by the Shareholders of the company Extra Ordinary General Meeting held on 25/11/2023.

**For EMERALD RESILIENT TYRE MANUFACTURERS LIMITED**



**CHANDHRASEKHARAN THIRUPATHI VENKATACHALAM**

DIN: 00628816

Chairman and Managing Director