24TH ANNUAL REPORT

2025-26

EMERALD

EMERALD TYRE MANUFACTURERS LIMITED

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NOTICE OF THE 24th ANNUAL GENERAL MEETING

Emerald Tyre Manufacturers Limited
Registered Office:
Emerald House
Plot No. 2, 2nd Street, Phase – 1 Porur Garden,
Vanagaram, Chennai – 600 095
Email : cosec@emeraldtyres.com
Ph: +91-044-6646055/0556

To

THE MEMBERS OF EMERALD TYRE MANUFACTURERS LIMITED

NOTICE is hereby given that the 24th Annual General Meeting of the members of Emerald Tyre Manufacturers Limited will be held on Thursday, 24th September, 2026 at 12.15 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) at the Registered office i.e. Emerald House, Plot No. 2, 2nd Street, Phase – 1 Porur Garden, Vanagaram, Chennai - 600 095 which shall be deemed to be the venue of the meeting to transact the following business:

Ordinary Business:

1. **Adoption of Standalone and Consolidated Audited financial statements of the Company for the financial year ended 31st March 2026, together with the reports of the Auditors and the Board of Directors thereon**.

   To consider passing the following the resolution as **Ordinary Resolution**

   "Resolved that the Standalone and Consolidated Audited financial statements of the Company for the financial year ended 31st March 2026 together with the reports of the Auditors and the Board of Directors thereon, as circulated to the members, be and are hereby considered and adopted."

2. **To appoint a Director in place of Ms.Priya Vedavalli K (DIN: 10366109), who retires by rotation and being eligible, offers herself for re-appointment.**

   To consider passing the following the resolution as **Ordinary Resolution**

   "Resolved that pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force),

Ms.Priya Vedavalli K (DIN: 10366109) who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company."

3. To declare dividend on equity shares

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

"Resolved that a Dividend of Re.1.00/- (Rupee One only) (i.e., 10%) per Equity Share of the face value of Rs.10/- each for the financial year ended March 31, 2026 on 1,94,76,512 Equity Shares of the Company as recommended by the Board of Directors be declared and that the said Dividend be paid out of the profits of the Company."

Special Business:

4. Ratification of Remuneration to Cost Auditor

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"Resolved that subject to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, if any and Companies (Audit & Auditors) Rules, 2014 (including statutory modification(s) or re-enactment(s) thereof, for the time being in force), payment of remuneration of Rs.60,000/- (Rupees Sixty Thousand only) plus applicable taxes and re-imbursement of out of pocket expenses to M/s. Starp & Associates, (Firm Registration No. 004143), Cost Accountant in Practice for conducting the audit of cost records of the Company for the year 2026 - 2027, which has been approved by the Board on the recommendation of the Audit Committee, be and is hereby ratified and confirmed.

5. Re-appointment of Mr. Chandhrasekharan Thirupathi Venkatachalam (DIN: 00628816) as Chairman & Managing Director

To consider and if thought fit, to pass the following resolution(s) as a **Ordinary Resolution:**

"Resolved that pursuant to the provisions of Section 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 ("Act") or applicable rules thereto read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, the relevant provisions of the Articles of Association of the Company, the SEBI (LODR) Regulations, 2015, as amended from time to time and based on the recommendations of the Nomination and Remuneration Committee, the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Chandhrasekharan Thirupathi Venkatachalam(DIN: 00628816) as Chairman & Managing Director of the Company for a period of Three (03) years with effect from 25/11/2026 to 24/11/2029 (both dates inclusive) and shall be liable for retire by rotation.

A. CTC : Rs.96,24,000/- (Rupees Ninety Six Lakhs and Twenty Four Thousands Only) per annum.

B. PERQUISITES:

Category A:

a. Medical Reimbursement for self and family as per the rules of the Company.

b. Leave Travel Reimbursement of domestic & foreign along with family as per the rules of the Company.

Category B:

c. Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity as per the rules of the Company.

d. Encashment of leave as per the rules of the Company.

Category C:

e. Car, telephone at residence and mobile phone for use on Company's business.

f. All other terms and conditions as applicable to employees of the Company.

Resolved further that the members of the Company be and hereby authorize Board of Directors/ Nomination and Remuneration Committee, the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

Resolved further that Mr. Chandhrasekharan Thirupathi Venkatachalam (DIN: 00628816) shall be liable to retire by rotation and if re-appointed, the same shall not be treated as break in the service as Chairman & Managing Director of the Company.

Resolved further that the remuneration payable to Mr. Chandhrasekharan Thirupathi Venkatachalam(DIN: 00628816) shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 read with Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

Resolved further that where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr.Chandhrasekharan Thirupathi Venkatachalam(DIN: 00628816) as Chairman & Managing Director by way of salary, perquisites and allowances as mentioned above shall be deemed as the minimum remuneration payable in accordance with Section II of Part II of Schedule of the Companies Act, 2013, with liberty to the Board or any Committee thereof to decide the breakup of the remuneration from time to time in consultation Mr. Chandhrasekharan Thirupathi Venkatachalam(DIN: 00628816).

Resolved further that during the tenure as the Chairman & Managing Director Mr.Chandhrasekharan Thirupathi Venkatachalam (DIN: 00628816), be indemnified against all claims and liabilities for acts done in good faith and in the best interest of the company and shall be entitled to be aid / re-imbursed by the Company all costs, charges and expenses as may be incurred by him for the purpose of or on behalf of the Company.

Resolved further that the Board of Directors and Key Managerial Personnel (KMPs) of the Company be and are hereby authorized severally to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid Resolution."

6. Re-appointment of Mr. Eswara Krishnan D (DIN: 01739106) as President and Whole Time Director

To consider and if thought fit, to pass the following resolution(s) as a **Ordinary Resolution:**

"Resolved that pursuant to the provisions of Section 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 ("Act") or applicable rules thereto read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, the relevant provisions of the Articles of Association of the Company, the SEBI (LODR) Regulations, 2015, as amended from time to time and based on the recommendations of the Nomination and Remuneration Committee, the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Eswara Krishnan D (DIN: 01739106) as President and Whole Time Director of the Company for a period of Three (03) years with effect from 25/11/2026 to 24/11/2029 (both dates inclusive) and shall be liable for retire by rotation.

A. CTC : Rs. 52,56,000/- (Rupees Fifty Two Lakhs and Fifty Six Thousand Only) per annum.

B. PERQUISITES:

Category A:

a. Medical Reimbursement for self and family as per the rules of the Company.

b. Leave Travel Reimbursement of domestic & foreign along with family as per the rules of the Company.

Category B:

c. Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity as per the rules of the Company.

d. Encashment of leave as per the rules of the Company.

Category C:

e. Car, telephone at residence and mobile phone for use on Company's business.

f. All other terms and conditions as applicable to employees of the Company.

Resolved further that the members of the Company be and hereby authorize Board of Directors/ Nomination and Remuneration Committee, the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

Resolved further that Mr. Eswara Krishnan D (DIN: 01739106) as President and Whole Time Director shall be liable to retire by rotation and if re-appointed, the same shall not be treated as break in the service as Whole Time Director of the Company.

Resolved further that the remuneration payable to Mr. Eswara Krishnan D (DIN: 01739106) as President and Whole Time Director. shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 read with Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

Resolved further that where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Eswara Krishnan D (DIN: 01739106) as President and Whole Time Director by way of salary, perquisites and allowances as mentioned above shall be deemed as the minimum remuneration payable in accordance with Section II of Part II of Schedule of the Companies Act, 2013, with liberty to the Board or any Committee thereof to decide the breakup of the remuneration from time to time in consultation Mr. Eswara Krishnan D (DIN: 01739106) as President and Whole Time Director.

Resolved further that during the tenure as President and Whole Time Director Mr. Eswara Krishnan D (DIN: 01739106) be indemnified against all claims and liabilities for acts done in good faith and in the best interest of the company and shall be entitled to be aid / re-imbursed by the Company all costs, charges and expenses as may be incurred by him for the purpose of or on behalf of the Company.

Resolved further that the Board of Directors and Key Managerial Personnel (KMPs) of the Company be and are hereby authorized severally to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid Resolution."

By Order of the Board of Directors
for **Emerald Tyre Manufacturers Limited**

Place : Chennai
Date : 27th August, 2026

H.Narayanarao
Company Secretary

Important Notes:

1. The Ministry of Corporate Affairs vide its Circular No. 03/2025 dated September 22, 2025 read with Circular No. 09/2024 dated September 19, 2024 read with Circular No. 09/2023 dated September 25, 2023 read with Circular No. 10/2022 dated December 28, 2022 read with Circular No. 02/2022 dated May 05, 2022 read with Circular No. 21/2021 dated December 14, 2021 read with Circular No. 02/2021 dated January 13, 2021 read with Circular No. 20/2020 dated May 05, 2020 read with Circular No.17/2020 dated April 13, 2020 read with Circular No.14/2020 dated April 8, 2020 allows conducting of Annual General Meeting of the Company through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the members for the meeting at a common venue till further order. In terms of the said Circulars and in compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The deemed venue for the AGM shall be the Registered Office of the Company. The detailed procedure for participating in the meeting through VC/ OAVM is appended herewith and also available at the Company's website https://emeraldtyres.com/investor-relations/.

2. Since the AGM is being conducted through VC/OAVM, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence, the Proxy form, Attendance slip and Route Map are not annexed to this notice. 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.

3. The Body Corporates are requested to send to the Company a certified true copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote in the AGM through VC/OAVM on its behalf and to vote through remote e-voting. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.

4. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 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 for 1000 members on a first come first serve 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 serve basis.

5. 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 Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 08th April, 2020, 13th April, 2020 and 05th May, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with MUFG Intime India Private Limited for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by MUFG Intime India Private Limited.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM and the Annual Report has been uploaded on the website of the Company at https://emeraldtyres.com/investor-relations/. The Notice and the Annual Report can also be accessed from the websites of National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice is also available on the website of MUFG Intime India Private Limited (agency for providing the Remote e-Voting facility) i.e., https://instameet.in.mpms.mufg.com

7. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

8. **Dividend**

Subject to the provisions of the Companies Act, 2013, the Board of Directors of the Company at its meeting held on May 25, 2026 recommended a final dividend of Re.1.00/- per Equity share (10%) of the face value of Rs.10 each fully paid up. Further, the Board has fixed Thursday, 17th September, 2026 as the Record Date for determining the Members entitled to receive dividend for the Financial Year ended March 31, 2026, subject to approval of the shareholders at this AGM. The dividend for the shares held in dematerialized form, will be paid to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

(i) Pursuant to the Income Tax Act, 1961 and Rules thereunder, with effect from 01.04.2020 Dividend income is taxable in the hands of shareholders under current tax law and the Company is required to deduct tax at source (TDS) from same at the prescribed rates. There will be no TDS from dividend payable to a resident individual shareholder, if the total dividend to be received during FY 2026 - 27 from the company does not exceed Rs.10,000/-

(ii) A resident individual shareholder with PAN who is not liable for income tax can submit declaration in Form 15G/15H as applicable to avail the benefit of non-deduction of tax. In case their PAN is not registered (with their Depository Participants (DPs) in the case of demat holding and with the RTA for physical holding), TDS would be at a higher rate of 20%

Non-resident shareholders can avail beneficiary rates under applicable Tax Treaty subject to furnishing Form-10F and providing necessary documents.

(iii) Form 15G / 15H or Form-10F can be downloaded from the company website, duly completed, signed and scanned and emailed to the Company cosec@emeraldtyres.com on or before 17th September 2026. You may visit the Company's website at https://emeraldtyres.com/investor-relations/ for all the relevant details and to download the necessary forms.

(iv) Members who have not encashed their dividend for the year 2024-25 are advised to write to the Company / RTA immediately claiming the dividend declared by the Company. The details of unpaid dividends that are due for transfer to the Investor Education and Protection Fund (IEPF) along with due dates are furnished below. As per Section 124 (6) of the Companies Act, 2013, all the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in the name of IEPF. The shareholders are entitled to claim the shares and the dividend transferred to IEPF in accordance with such procedure and on submission of such documents as prescribed in the IEPF Rules, 2016.

Sl. No.	Nature of Dividend	Date of Declaration of Dividend	Due Date for Transfer to IEPF on
1	Final Dividend	12.09.2025	18.10.2032

9. Disclosure pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard - 2 (SS-2) with respect to the Director seeking re-appointment at the forthcoming Annual General Meeting is appended to this Notice.

10. Register of Directors and Key Managerial Personnel of the Company and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts and Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection by the members in electronic mode. Members can send an e-mail to cosec@emeraldtyres.com requesting for inspection of the Registers.

11. Electronic / digital copy of the Annual Report for financial year 2025-2026 and Notice convening the 24th AGM are being sent to all Members whose e-mail Id are registered with the RTA / Company / Depositories. Members who have not registered their e-mail Id are requested to get their e-mail addresses registered with their respective Depository Participant. For Members who have not registered their e-mail address, a letter containing exact web-link of the website i.e. https://emeraldtyres.com/investor-relations/ where details pertaining to the entire Annual Report is hosted is being sent at the address registered in the records of RTA/Company/Depositories.

12. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on

the cut-off date i.e. 17th September, 2026 only shall be entitled to avail the remote e-voting facility as well as voting in the AGM. Since the shares of the Company are completely dematerialised, the requirement for book closure is not applicable to the Company.

13. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e.17th September 2026 ("Incremental Members") may obtain the User ID and Password by either sending an e-mail request to MUFG Intime India Private Limited email id coimbatore@in.mpms.mufg.com / cosec@emeraldtyres.com. If the member is already registered with MUFG Intime India Private Limited e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

14. As required in terms of SEBI (LODR) Regulations, 2015, the information (including profile and expertise in specific functional areas) pertaining to Directors recommended for appointment / reappointment in the AGM is appended to this Notice.

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their DPs with whom they are maintaining their Demat accounts.

16. Registration of email ID and Bank Account details: In case the shareholder's email ID is already registered with the Company / its Registrar & Share Transfer Agent "RTA" / Depositories, log in details for e-voting are being sent to the registered email address. In case the shareholder has not registered his / her / their email address with the Company / its RTA /Depositories and / or not updated the Bank Account mandate, the below instruction is to be followed.

    The shareholders are requested to contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

17. Members are requested to address all correspondence to the Registrar and Share Transfer Agents and/or to the Company at the below given address:

1. Registrar and Share Transfer Agent (RTA):

    M/s. MUFG INTIME INDIA PRIVATE LIMITED,
    Surya 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028.
    Email: coimbatore@.in.mpms.mufg.com
    Phone: 0422-2314792

2. Company's Contact Details:

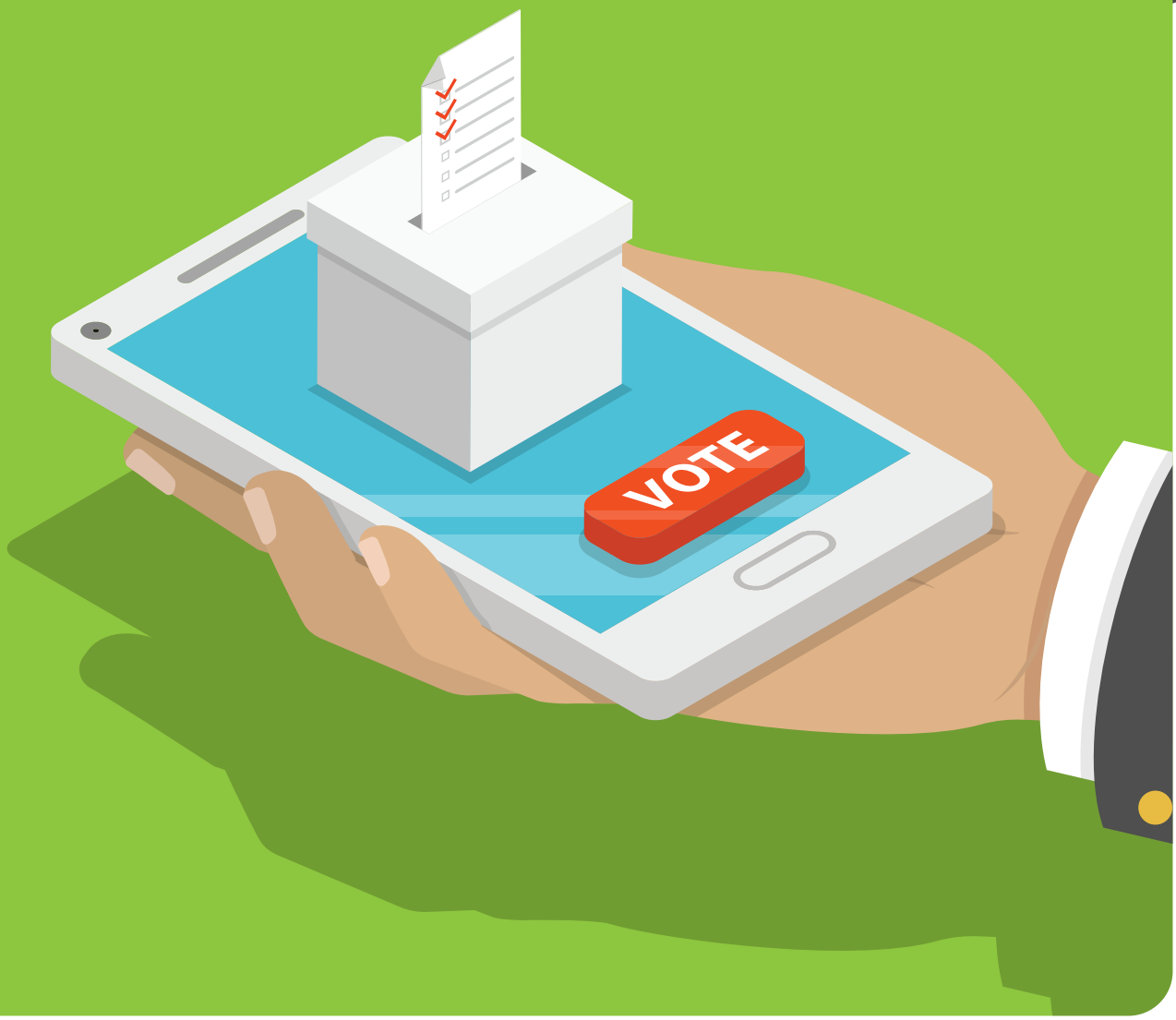
    Emerald Tyre Manufacturers Limited
    Registered Office:
    Emerald House
    Plot No. 2, 2nd Street, Phase – 1
    Porur Garden, Vanagaram
    Chennai – 600 095
    Email : cosec@emeraldtyres.com
    Phone: 044- 6646 0555 /0556

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:



Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Click on "Beneficial Owner" icon under "IDeAS Login Section".

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'

d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience

Google Play

App Store

METHOD 2 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the "Login" tab available under 'Shareholder/Member' section.

c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/ OTP and a Verification Code as shown on the screen.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/ mobile number and click on login.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com & click on New System Myeasi Tab.

b) Enter existing username, Password & click on "Login".

c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c)

METHOD 2 - CDSL e-voting page

a) a) Visit URL: https://www.cdslindia.com.

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting

service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Login" under 'SHARE HOLDER' tab.

b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
   - o Shareholders holding shares in NSDL form, shall provide 'point 4' above
   - o Shareholders holding shares in physical form but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
5. Set the password of your choice.

(The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

B. Select 'View' icon. E-voting page will appear.

C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution

details, click on the 'View Resolution' file link).

D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in

B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

C. Fill up your entity details and submit the form.

D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

B. Click on "Investor Mapping" tab under the Menu Section

C. Map the Investor with the following details:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN000000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

2) 'Investor's Name - Enter Investor's Name as updated with DP.

3) 'Investor PAN' - Enter your 10-digit PAN.

4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) Enter the "Event No." for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No.".

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

HELPDESK

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

INSTAMEET VC INSTRUCTIONS:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM) and the Ministry of Corporate Affairs vide its Circular No. 03/2025 dated September 22, 2025 read with Circular No. 09/2024 allow companies to conduct their AGMs through VC or OAVM, till further orders, in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

a) Visit URL: https://instameet.in.mpms.mufg.com & click on "Login".

b) Select the "Company Name" and register with your following details:

c) Select Check Box - Demat Account No. / Folio No. / PAN

   - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
   - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
   - Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the

Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.

- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

d) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

a) Shareholders who would like to speak during the meeting must register their request with the company.

b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.

c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

a) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"

b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET

c) Click on 'Submit'.

d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/ Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

HELPDESK

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

General Information :

1. The remote e-voting period commences on Monday, 21st September 2026 at 9.00 A.M. and ends on Wednesday, 23rd September 2026 at 5.00 P.M. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the general meeting.

2. M/s. BP & Associates, Practicing Company Secretaries, Chennai (Firm Registration No.P2015TN040200), has been appointed as the Scrutinizer to scrutinize the e-voting and remote e-voting process in a fair and transparent manner.

3. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

3. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company https://emeraldtyres.com/investor-relations/ and on the website of MUFG In Time immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited, where the shares are listed.

By Order of the Board of Directors
for **Emerald Tyre Manufacturers Limited**

Place: Chennai
Date : 27th August, 2026

H. Narayanarao
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the special business mentioned in the accompanying notice dated 27th August 2026. The Disclosures required to be given under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) is provided as Annexure of this Notice.

Item No. 4

Ratification of Remuneration to Cost Auditor

The Audit Committee and the Board of Directors of the Company at their meetings held on 25th May 2026 appointed M/s. Starp & Associates, (Firm Registration No. 004143), Cost Accountants as the Cost Auditor of the Company for the year 2026 - 2027.

As per the provisions of Section 148 of the Companies Act, 2013 and Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the Members is sought by way of Ordinary Resolution as set out in Item No. 4 of the Notice to ratify the remuneration of Rs.60,000/- (Rupees Sixty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses to M/s. Starp & Associates, (Firm Registration No. 004143), Cost Auditor of the Company for the financial year 2026-27 which has been duly approved by the Board of Directors after considering the recommendation made by the Audit Committee of the Company at the meeting held on 25th May 2026.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested either financially or otherwise, in the Resolution set out at Item No. 4 of this Notice.

In terms of Regulation 17(11) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company recommends passing of the Ordinary Resolution set out in Item No. 4 to the shareholders of the Company.

Item Nos. 5

Re-appointment of Mr. Chandhrasekharan Thirupathi Venkatachalam (DIN: 00628816) as Chairman & Managing Director

Mr. Chandhrasekharan Thirupathi Venkatachalam (DIN: 00628816) is the founder promoter of the company. He was subsequently designated as Managing Director of the Company with effect from 04/11/2005 and redesignated as Chairman & Managing Director of the company with effect from 28th July, 2022 for the term of three years. Subsequently, he has been re-appointed in the Extra Ordinary General Meeting held on 25th November 2023 for the three years with effect from 25th November 2023 till 24th November

2026. Since incorporation he has been associated with the company in the day to day management of the affairs and administration of the company and presently hold the position as Chairman and Managing Director. The Board of Directors of the company to reap the benefit of his vast experience and knowledge in the business in which company presently engaged, appointed/reappointed him from time to time as Managing Director of the company.

His visionary guidance has been instrumental in driving company's remarkable growth. Throughout his tenure, including the challenging times, he has exhibited exceptional leadership skills and a steadfast commitment towards Company's progress. Under his astute leadership, the Company has achieved steady growth, marked by consistent expansion, strategic initiatives, and a relentless pursuit of excellence. His ability to navigate through uncertainties and make well-informed decisions has ensured the sustainability of Company's operations.

Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Chandhrasekharan Thirupathi Venkatachalam (DIN: 00628816) is essential. In terms of the provisions of the Companies Act, the Board of Directors of the Company on recommendation of Nomination Remuneration Committee at their respective meetings held on 27th August 2026 recommended the shareholders to re-appoint him as Chairman & Managing Director of the Company for a further period of 3 (Three) years with effect from 25th November, 2026 to 24th November, 2029 (both dates inclusive).

The Board in compliance with the provisions of sections 196, 197, 198, 203 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Companies Act, 2013 recommend the shareholders to modify, the existing terms and condition of his appointment, including the tenure and remuneration of Mr. Chandhrasekharan Thirupathi Venkatachalam (DIN: 00628816).

In terms of provisions under Sec 197 of the Companies Act, 2013 read with Schedule V, a company can remunerate its managerial personnel upto 11% of the net profit in the relevant financial year calculated in accordance with Section 198 of the Companies Act, 2013 provided that the maximum remuneration payable to a single managerial person shall not exceed 5% of the net profit. In case the company does not have profit or its profit are inadequate to pay the intended remuneration to its managerial personnel, such companies are permitted to pay remuneration as provided under Schedule V of the Companies Act, 2013 by adhering to the conditions prescribed therein.

The members may note that the aggregate of the remuneration, as stated in the resolution, are payable to Mr. Chandhrasekharan Thirupathi Venkatachalam (DIN: 00628816) as Chairman & Managing Director, as minimum remuneration. Where in any financial year during the currency of tenure of a managerial person, the company has no profits or its profits are inadequate, it may, pay remuneration to its managerial person or other Directors not exceeding the higher of the limits under clause (A) and (B) of Section-II, Part-II of Schedule V of the Companies Act, 2013, further the remuneration in excess of above limits may be paid if the resolution passed by

the shareholders is a ordinary / special resolution. Schedule V of the Companies Act, 2013, which is the governing provision with regard to payment of remuneration to managerial personnel by Companies having no profit or inadequate profit, permits the companies to pay remuneration to its managerial personnel without any limit, subject to the restriction that a ordinary / special resolution has been passed for payment of remuneration at the general meeting of the company and the tenure of such appointment is restricted to a maximum of Three (3) years.

As on date the company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor and the payment of remuneration proposed is also recommended by the members of Nomination & Remuneration Committee and approved by the Board of Directors at their respective meetings held 27th August 2026.

Statement of Particulars (Pursuant to Schedule V of the Companies Act, 2013) is given below:

1. General Information

1.	Nature of the Industry	Manufacture of industrial Tyres & Tubes
2.	Date of Commencement of commercial production	The Company is in operation since 2002
3.	In Case of new companies, expected date of commencement of activities as per projects approved by financial institution appearing in the prospects	Not Applicable

4. Financial Performance of the Company			**Rs. In Crores**
Financial Parameters	**FY 2025-2026**	**FY 2024-2025**	**FY 2023-2024**
Total Income	209.91	184.74	156.04
Profit / Loss Before Tax	11.97	13.12	15.93
Profit/ Loss After Tax	8.73	9.32	12.78

5. Foreign Investment or collaborations if any.	Wholly Owned Subsidiaries	
Foreign Subsidiaries	Emrald Middle East FZE	Emrald Tyre Europe BVBA
No. of shares	200 Share at Dirhams 1000 Each	3350 shares at Euro 186 each
Rs. in lakhs	29.58	489.33

II. Information about appointee:

1.	Background Details	Mr. Chandrasekharan Thirupathi Venkatachalam has been serving as a Director of the Company since 2005. He has over 20 years of extensive experience in the industrial tyre manufacturing sector. He holds a Bachelor's degree in Mechanical Engineering (B.E. Mechanical Engineering)
2.	Past Remuneration (In lakhs)	Rs.71.34/- lacs.
3.	Recognition or awards	Not Applicable
4.	Job Profile and his suitability	Mr. Chandrasekharan Thirupathi Venkatachalam possesses strong knowledge and extensive experience in the industrial tyre segment. His industry expertise and leadership have played a significant role in the Company's growth and operational excellence.
5.	Remuneration Proposed	As set out in the item No. 5 of the notice of the 24th Annual general meeting Notice
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The proposed remuneration (duly recommended by the Nomination & Remuneration committee and approved by the Board) is in the line with the industry standards.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr. Chandrasekharan Thirupathi Venkatachalam is the son of Mr. Thrupathi Venkatachalam the one of the Promoter of the Company.

III. Other Information:

1.	Reasons of Loss or inadequate profit	Industry trend and increase in operating standards
2.	Steps taken or proposed to be taken for improvement	The Company is on a growth path and is expected to make higher profits in future.
3.	Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

In terms of Regulation 17(11) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company recommends passing of the Ordinary Resolution set out in Item No. 5 to the shareholders of the Company.

Expect Mr. Chandrasekharan Thirupathi Venkatachalam being appointee, his father Mr. Thrupathi Venkatachalam and other members of the promoter's of the company to extent of the shareholding or involvement in the resolution, none of the Other Directors, Key Managerial Personnel of the Company or their relative are, in any manner, concerned or interested financially or otherwise, in the said resolution

Item Nos. 6

Re-appointment of Mr. Eswara Krishnan D (DIN: 01739106) as President and Whole Time Director

Mr. Eswara Krishnan D (DIN: 01739106) was appointed as a Director of the Company with effect from March 27, 2002 and has since been actively associated with the day-to-day management, affairs and administration of the Company. He presently holds the position of President & Whole-Time Director of the Company.

The Board of Directors, considering the benefit of his vast experience, expertise and knowledge of the business in which the Company is engaged, has appointed/ re-appointed him as Whole-Time Director from time to time.

The shareholders of the Company had, based on the recommendation of the Board of Directors at its meeting held on October 21, 2023, approved the re-appointment of Mr. Eswara Krishnan D as President & Whole-Time Director for a period of three (3) years with effect from November 25, 2023 to November 24, 2026 (both days inclusive).

Considering his rich experience, deep understanding of the Company's operations and valuable contribution to the growth and management of the Company, the Board of Directors is of the opinion that his continued association is essential for the smooth and efficient conduct of the Company's business. Accordingly, pursuant to the recommendation of the Nomination and Remuneration Committee at its meeting held on 27th August, 2026, the Board of Directors at its meeting held on 27th August, 2026, approved and recommended to the shareholders the re-appointment of Mr. Eswara Krishnan D as President & Whole-Time Director of the Company for a further period of three (3) years with effect from November 25, 2026 to November 24, 2029 (both days inclusive), subject to the approval of the shareholders.

The Board, in compliance with the provisions of Sections 196, 197, 198 and 203 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Companies Act, 2013, recommends the approval of the shareholders for the re-appointment of Mr. Eswara Krishnan D and the revision of the terms and conditions of his appointment, including tenure and remuneration.

Pursuant to Section 197 of the Companies Act, 2013, the total managerial remuneration payable by a public company in respect of any financial year shall not

exceed eleven percent (11%) of the net profits of the Company computed in accordance with Section 198 of the Act. Further, the remuneration payable to any one Managing Director, Whole-Time Director or Manager shall not exceed five percent (5%) of the net profits of the Company, except with the approval of the shareholders in accordance with the provisions of the Act and Schedule V thereto.

In the event of absence or inadequacy of profits in any financial year during the tenure of his appointment, the Company may pay remuneration to Mr. Eswara Krishnan D in accordance with the provisions of Schedule V of the Companies Act, 2013 and subject to compliance with the conditions prescribed therein. The remuneration specified in the resolution shall be treated as the minimum remuneration payable to him during the tenure of his appointment.

The members may further note that where, in any financial year during the currency of the tenure of the managerial personnel, the Company has no profits or its profits are inadequate, remuneration may be paid in accordance with the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013. Remuneration in excess of such limits may also be paid, subject to the approval of the shareholders by way of a Ordinary / Special Resolution and compliance with the applicable provisions of the Act.

As on the date of this Notice, the Company has not committed any default in payment of dues to any bank, public financial institution, non-convertible debenture holders or any other secured creditor. The proposed remuneration has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their respective meetings held on 27th August, 2026.

Statement of Particulars (Pursuant to Schedule V of the Companies Act, 2013) is given below:

1. General Information

1.	Nature of the Industry	Manufacture of industrial Tyres & Tubes
2.	Date of Commencement of commercial production	The Company is in operation since 2002
3.	In Case of new companies, expected date of commencement of activities as per projects approved by financial institution appearing in the prospects	Not Applicable

4. Financial Performance of the Company **Rs. In Crores**

Financial Parameters	**FY 2025-2026**	**FY 2024-2025**	**FY 2023-2024**
Total Income	209.91	184.74	156.04
Profit / Loss Before Tax	11.97	13.12	15.93

Profit/ Loss After Tax	8.73	9.32	12.78
5. Foreign Investment or collaborations if any.	Wholly Owned Subsidiaries		
Foreign Subsidiaries	Emrald Middle East FZE	Emrald Tyre Europe BVBA	
No. of shares	200 Share at Dirhams 1000 Each	3350 shares at Euro 186 each	
Rs. in lakhs	29.58	489.33	

II. Information about appointee:

1.	Background Details	Mr. Eswara Krishnan D has been serving as a Director of the Company since 2002. He has over 20 years of extensive experience in the industrial tyre manufacturing sector.
2.	Past Remuneration (In lakhs)	Rs.42.43/- lacs.
3.	Recognition or awards	Not Applicable
4.	Job Profile and his suitability	Mr. Eswara Krishnan D possesses strong and extensive experience in market of the industrial tyre segment.
5.	Remuneration Proposed	As set out in the item No. 6 of the notice of the 24th Annual general meeting Notice
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The proposed remuneration (duly recommended by the Nomination & Remuneration committee and approved by the Board) is in the line with the industry standards.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	No pecuniary relationship with the Company other than Managerial remuneration.

III. Other Information:

1.	Reasons of Loss or inadequate profit	Industry trend and increase in operating standards
2.	Steps taken or proposed to be taken for improvement	The Company is on a growth path and is expected to make higher profits in future.

3.	Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

In terms of Regulation 17(11) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company recommends passing of the Ordinary Resolution set out in Item No. 6 to the shareholders of the Company.

Except Mr. Eswara Krishnan D and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice. The Board of Directors recommends the resolution set out at Item No. 6 for approval of the shareholders.

By Order of the Board of Directors
for **Emerald Tyre Manufacturers Limited**

Place: Chennai
Date : 27th August, 2026

H. Narayanarao
Company Secretary

Annexure to the Notice

PARTICULARS AND ADDITIONAL INFORMATION OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE LISTING REGULATION AND IN TERMS OF SECRETARIAL STANDARDS ON THE GENERAL MEETINGS (SS-2):

	Item No. 2	Item No. 5	Item No. 6
Name of the Director	Ms.Priya Vedavalli K	Mr. Chandhrasekharan Thirupathi Venkatachalam	Mr. Eswara Krishnan D
Nationality	Indian	Indian	Indian
DIN	10366109	00628816	01739106
Category and Designation	Non Executive Women Director	Managing Director	Whole Time Director
Date of Birth / Age	22/12/1992 (34 years)	26/03/1975 (51 years)	04/04/1970 (56 years)
Date of first Appointment on the Board	21/10/2023	04/11/2005	27/03/2002
Brief resume of the Director	Ms.Priya Vedavalli K holds BA in Economics from Stella Maris College, Chennai and MSc Economics in University College London (UCL) and has wide experience and knowledge as research analyst, data analyst, survey development and testing, monitoring and evaluation, data cleaning, research and analysis, report writing etc. She was Associated with Mckinsey &co, IDFC Institute, Mumbai She is Currently the Principal of Artha Global, Mumbai.	More than 20 years in manufacturers in the industrial Tyres segment	More than 20 years in Manufacturers in the industrial Tyres segment.

	Item No. 2	Item No. 5	Item No. 6
Qualification	MSc Economics from University College, London	B.E. Mechanical	B Sc., PGDBM, PGDPM & IR, PGDMM, PGDFM
Experience, Skill & Expertise	She was Associated with Mckinsey &co, IDFC Institute, Mumbai She is Currently the Principal of Artha Global, Mumbai. She has wide experience and research analyst, data analyst, survey development and testing, monitoring and evaluation, data cleaning, research and analysis, report writing etc.	He has rich experience of handling various areas of business and is well known in the industry. Throughout his carrier he has initiated a lot of new initiatives in the Company since incorporation. His respective skill sets and experience place him in a correspondingly equal position at major diversified Companies in India. Considering their general industry and the specific company profile the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.	He has been actively involved in the operations of the Company. He is heading the Domestic Marketing Operations ever since the start of the organization in 2002. He also headed the successful implementation of the Wheel rim project. He is part of the core team engaged in our Marketing strategy, Product promotion, New product development and all other related activities.
Chairmanship / Membership of the Committees of the Board of Director of the Company.	Chairperson - Corporate Social Responsibility Committee (CSR) Member - Nomination & Remuneration Committee	Member in Audit Committee, Nomination & Remuneration Committee and Stake holders Relationship Committee	Member in Corporate Social Responsibility Committee (CSR)
List of other Public Companies in which Directorship held along with listed entities from which the person has resigned in the past three years.	Nil	1. Emrald Herbs & Plants Pvt Ltd 2. Emrald Bio Fertilizers Pvt Ltd.	Nil

	Item No. 2	Item No. 5	Item No. 6
Chairmanship / Membership of the Committee of other companies in which he is a Director along with listed entities from which the person has resigned in the past three years.	Nil	Nil	Nil
Number of Shares held in the Company (both own or held by/for other persons on a beneficial basis) as on 31st March, 2026.	Ms. Priya Vedavalli K does not hold any shares in the company, however her father Mr. Varadarajan Krishnaram hold 66,000 Equity shares of Rs.10/- each	34,35,974 Equity shares of Rs.10 each	25,160 Equity shares of Rs.10 each
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	Ms. Priya Vedavalli K is daughter of Mr. Varadarajan Krishnaram, who is Chief Executive Officer of the company.	Mr. Chandhrasekharan Thirupathi Venkatachalam is a son of Mr. Thirupathi Venkatachalam who is a part of Promoter group of the company.	Nil
Number of Board meetings attended during the year	6	13	13
Remuneration last drawn (FY 24-25)	-	Rs.71.34 lacs.	Rs.42.43 lacs.
Terms and Conditions of appointment	1. Pursuant to appointment as Director, her office of Directorship is liable to retire by rotation and 2.She is entitled to receive sitting fees and travel expenes in relation to attending the meeting of the Board and Committees.	1. Pursuant to appointment as Director, his office of Directorship is liable to retire by rotation and 2. Re-appointment as Managing Director with effect from 25th November 2026 to 24th November 2029 [Refer Item No. 5 of the Notice and Explanatory Statement]	1. Pursuant to appointment as Director, his office of Directorship is liable to retire by rotation and 2. Re-appointment as Whole Time Director with effect from 25th November 2026 to 24th November 2029 [Refer Item No. 6 of the Notice and Explanatory Statement]

Contents

Company Information	36
Boards' Report	39
Secretarial Audit Report	71
Independent Auditors' Report	75
Standalone Audited Balance Sheet as At 31st March 2026	88
Standalone Audited Profit & Loss Statement for the year ended 31st March 2026	90
Standalone Cash Flow Statement for the year ended 31st March 2026	92
Notes To The Financial Statements for the year ended 31st March 2026	95
Independent Auditors' Report	129
Consolidated Audited Balance Sheet as At 31st March 2026	138
Consolidated Audited Profit & Loss Statement for the year ended 31st March 2026	140
Consolidated Cash Flow Statement for the year ended 31st March 2026	142
Notes To Consolidated Financial Statements for the year ended March 31, 2026	145

COMPANY INFORMATION

CIN : L25111TN2002PLC048665
Email : accounts@emeraldtyres.com
Website : www.emeraldtyres.com

Company Name: "EMERALD TYRE MANUFACTURERS LIMITED" *(formerly known as Emerald Resilient Tyre Manufacturers Pvt Ltd & Emerald Resilient Tyre Manufacturers Limited)

Directors:

Executive Directors

1. Chandhrasekharan Thirupathi Venkatachalam (DIN: 00628816) – Chairman & Managing Director
2. Eswara Krishnan. D (DIN: 01739106) – Whole Time Director

Non-Executive Directors

1. Krishna Moorthy Subromonia Iyer (DIN: 10366029)– Independent Director
2. T R Narasimhan (DIN: 10366032) - Independent Director
3. Priya Vedavalli K (DIN: 10366109)- Women Director

Key Managerial Personnel

1. Varadarajan Krishnaram - Chief Executive Officer (CEO)
2. Shankar Ganesh Subramanian - Chief Financial Officer (CFO)
3. Narayanarao H (M. No. A47309) - Company Secretary & Compliance Officer

Bankers

State Bank of India
Leather & International Branch
157, 1st Floor, Anna Salai
Chennai – 600 002.

Auditors:

STATUTORY

M/s. Rajani & Co.,
Chartered Accountants
No. 3A, Sivanandam Apartments 3rd Floor
No: 1B/1C, East Park Road, Pulla Avenue,
Shenoy Nagar, Chennai – 600030.

INTERNAL

Santhosh Jayamanoj & Associates,
No.27, 10, Welcome Colony, Anna Nagar West Extension,
Chennai, Tamil Nadu 600101

COST AUDITOR

M/s. Starp & Associates
No 684, Mogappair East, I St Block,
Valayapathy Steet, Chennai – 600037.

REGISTERED OFFICE & CORPORATE OFFICE:

Emerald Tyre Manufacturers Limited
"Emerald House" Plot No 2, Second Street,
Porur Gardens, Phase – 1,
Vanagaram, Chennai – 600095.

FACTORY

Plot No 79 & 80, Export Promotional Industrial Park
SIPCOT Industrial Complex,
Gummudipundi, Thiruvallur District, India- 601 201.

REGISTRAR AND SHARE TRANSFER AGENT:

MUFG Intime India Pvt. Ltd,
C 101, Embassy 247, L.B.S.Marg, Vikhroli (West), Mumbai - 400083
and
Surya 35, Mayflower Avenue, Behind Senthil Nagar,
Sowripalayam Road, Coimbatore – 641028.

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DIRECTORS' REPORT & MANAGEMENT DISCUSSION AND ANALYSIS

Dear Shareholders,

Your directors are pleased to present the 24th Annual Report of Emerald Tyre Manufacturers Limited (the "Company") along with the audited Financial Statements for the financial year ended 31st March, 2026. The consolidated performance of the Company and its subsidiaries for the year ended 31st March, 2026 has been referred to wherever required

FINANCIAL RESULTS:

The financial statements of your Company have been prepared in accordance with Indian Generally Accepted Accounting Principles (IGAAP) under historical cost convention on the accrual basis prescribed under Section 133 of the Companies Act, 2013. GAAP comprises mandatory accounting Standards prescribed by the Companies (Accounting Standards) Rule, 2021. The key highlights of the financial performance of the Company for the financial year ended 31st March, 2026 are set out in the table below:

(Rs. in Lakhs)

Particulars	Standalone		Consolidated	
	31st March 2026	31st March 2025	31st March 2026	31st March 2025
Revenue from Operations	20,292.96	18,186.80	21,815.96	19,946.80
Other Income	697.86	287.87	698.52	314.67
Total Income	20,990.82	18,474.67	22,514.48	20,261.47
EBITDA	3,164.79	2,787.12	3,447.35	3,020.66
Less: Interest	1,274.26	889.37	1,370.75	999.69
Less: Depreciation & Amortisation	693.46	585.38	697.23	588.64
Profit before tax	1,197.07	1,321.62	1,379.38	1,432.33
Less: Provision for tax				
Current Tax	154.24	323.86	178.01	323.86
Income Tax of earlier years	21.47	38.16	21.45	38.16
Deferred Tax	147.42	17.72	147.42	17.72
Profit after Tax	873.93	932.63	1,032.50	1,043.34

INDUSTRY STRUCTURE AND DEVELOPMENT

Your Company is engaged in the Business of Manufacturing, Supplying and Services for a comprehensive range of tyres for material handling applications like forklifts, skid loaders, ground support equipment of Airports, Port trailers, agri implements, lawn and garden mowers, mining equipment, aerial work platform trucks, backhoe loaders etc.

Your Company is being incorporated in the year 2002, has a renowned presence in the Domestic market as well as Global market for more than two decades in the international market under the brand name "GRECKSTER", "EMPOWER" & "AXIMO"

Global output growth proved unexpectedly slow last year. At the start of 2025, a sharper growth slowdown appeared possible amidst declining real incomes and rapid and widespread monetary policy tightening. Inflation has declined more quickly than initially anticipated and energy support schemes have helped to cushion household incomes and underpin activity in many economies. Growth was particularly buoyant in the United States through the year, including in the fourth quarter, helped by strong consumer spending, with households continuing to run down the excess savings accumulated since the beginning of the pandemic and higher government spending.

Outcomes were weaker in many other advanced economies, particularly in Europe, reflecting the relative importance of bank-based finance and the continued adverse effects of the energy price shock. Growth also moderated in countries in which higher policy rates were quickly reflected in higher borrowing rates. The emerging-market economies have generally continued to grow at a cautious pace, amidst tighter financial conditions, reflecting the muted macroeconomic policy frameworks, due to tariff and sanctions by USA. In many countries, including India.

The west Asia crisis had a serious impact on the exports to Middle East and other countries and shipping cost was rapidly increasing making the ultimate cost higher with delayed deliveries.

OPERATIONS AND STATE OF AFFAIRS

Standalone:

During the year under consideration on Standalone basis, your Company achieved Revenue from Operations of Rs.20,292.96 Lakhs as against Rs.18,186.80 Lakhs during the previous financial year. The revenue from exports is about 74.42 %.

Consolidated:

During the year under consideration on Consolidated basis, your Company achieved Revenue from operations Rs.21815.96 Lakhs as against Rs.19,946.80 Lakhs during the previous financial year.

OUTLOOK FOR THE FINANCIAL YEAR 2025-26:

Your Company is navigating through challenging global economic conditions but remains optimistic about growth opportunities, particularly in the "Off Highway Tire" maker. Some key points and considerations are as under:

1. **Global Economic situation:** The global economic slowdown, ongoing wars, and Tariff threat imposed by the USA and potential stagflation pose significant risks to various industries, including OHT manufacturing. The west Asia crisis which started towards the end of the year will pose a great challenge which will affect the shipping costs significantly and the insurance costs astronomically high due to war threats .These factors can impact external demand, economic stability, and consumer confidence.

2. **Increased Demand in Industrial, Agricultural and construction equipment industry:** Despite the broader economic challenges, there has been a notable increase in demand for Industrial, Agricultural and construction equipment globally. This trend directly influences the demand for tires, presenting growth opportunities for your company.

3. **Focus on Industrial tyre segment of Off Highway Tire:** Your company is strategically focusing on the Industrial Tyre segment which is closely associated with the economic growth Infrastructure development and Logistics. This niche market can provide resilience against economic downturns affecting mainstream automotive sectors. It also suggests a targeted approach towards specific customer needs and market segments.

4. **Strong R&D focus to be the driving force:** Leading the organisation growth is the focus on Research & Development. This focus not only supports innovation but also enhances product differentiation and adaptation to market trends. It will ensure competitive advantage in a dynamic industry landscape

5. **Expansion :** Your company has made significant investments in the rubber mixing facility and this is likely to improve quantity , optimise costs and ensure better control over the final product performance . The state of the art rubber compound mixing capacity will take care of the complete requirement of the present facility including the expansion of capacity in solid tyres and Pneumatic tyres. With growing Global OEM focus , your company is well equipped to ensure timely supply

6. **Customer-Focussed approach :** Your company is committed to a customer-focussed approach which underscores a focus on meeting evolving customer demands and enhancing satisfaction. This customer focussed approach will ensure sustained order book inspite of all the challenges of the market.

7. In summary, while we do agree that the Global economic challenges do pose a great threat, your company is confident of facing those challenges since we are focussed to the Niche market of Industrial tyres in the OHT segment. The significant investment sin R& D ,new product focus and working towards making the plant efficient in terms of cost and competitive ness will collectively ensure the the growth of the organisation inspite of the Global economic situation.

SHARE CAPITAL:

Authorised and Paid-up Share Capital:

The Authorised Share Capital of the Company as on 31st March, 2026 remains unchanged at 2,500 Lakhs.

The Issued, Subscribed and Paid-up equity share capital of your Company as on 31st March, 2026, was Rs.19,47,65,120/- (Rupees Nineteen Crores Forty Seven Lakhs Sixty Five Thousand One Hundred and Twenty only) divided into 1,94,76,512 (One Crore Ninety Four Lakhs Seventy Six Thousand Five hundred and Twelve) equity shares of face value of Rs. 10/- each.

During the year under review, your Company has not issued any shares, including equity shares with differential rights as to dividend, voting or otherwise. Further, your Company has not issued any sweat equity shares to its Directors or Employees.

The capital structure as on March 31, 2026 is as follows:

Particulars	No. of Shares	Rs. in lakhs
Authorised Capital	2,50,00,000	2,500.00
Issued, subscribed and Paid-Up Capital	1,94,76,512	1,947.65

CAPITAL EXPENDITURE AND PROJECT EXPANSION

During the year under review, the Company incurred capital expenditure of Rs. 50.92 crores towards the expansion of its production capacity across its Solid, Pneumatic, and Mixing Plants, in line with the expansion programme outlined in the Company's IPO Prospectus at the time of its listing.

The Company continues to maintain a robust working capital management framework, enabling effective monitoring and control of receivables, payables, inventory, and other key working capital parameters. This disciplined approach supports efficient liquidity management and ensures the smooth execution of the Company's operations.

DIVIDEND:

During the year under review, your Company has declared the final dividend for the year 2024-25 and paid on 25th September 2025 to the respective shareholders of the Company as on the record date on 05th September 2025.

Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, the dividend declared by the Company which remains unpaid or unclaimed is transferred to a separate Unpaid Dividend Account within the prescribed time.

Members who have not yet claimed their dividend are requested to verify their records and lodge their claim with the Company's Registrar and Share Transfer Agent (RTA) or the Company, as applicable.

Your Board of Directors are pleased to recommend a Final Dividend of Rs.1.00/- (10%) per equity share for the financial year 2025 - 2026, subject to approval of the Shareholders at the 24th Annual General Meeting of the Company Scheduled to be held on 24th September, 2026.

The dividend will result in a total pay-out of Rs. 194.77 lacs, upon approval by the members at the Annual General Meeting.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

The Company has two wholly owned subsidiaries in Outside India and financial highlights of the subsidiaries are given below.

Highlights of performance of subsidiary companies

Emrald Tyres Europe BV and Emrald Middle East FZE, wholly owned subsidiaries of the Company, recorded a net profit of Rs.261.37 lakhs (previous year Rs.141.00 lakhs).

The audited financial statements of the subsidiary companies have been consolidated with the Company as on 31st March 2026.

The consolidated financial statements

of your Company for the year ended 31st March 2026 are prepared in compliance with the applicable provisions of the Companies Act, 2013 ("Act"), in accordance with the applicable Accounting Standards and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"). The audited consolidated financial statements along with all relevant documents and the Auditor's Report thereon form part of Annual Report and may be accessed on the Company's website https://emeraldtyres.com/investor-relations/

The Financial Statements of the subsidiary companies are available for inspection by the members at the Registered Office of the Company pursuant to the provisions of Section 136 of the Act. The Company shall provide at free of cost, a copy of the financial statement of its subsidiary companies to the members upon request. The financial statements of the subsidiary companies are also available on the website of the Company at https://emeraldtyres.com/investor-relations/.

Pursuant to Section 129(3) of the Act, a statement containing salient features of the financial statement of the subsidiaries in the prescribed Form AOC-1 is attached as Annexure II.

Investment in SA Rubber Engineering Pty. Ltd., South Africa

During the year under review, the Board of Directors, with a view to expanding the Company's presence in the high-potential market of South Africa and also establishing an export hub for tyres besides India for catering to the other African , European and North American market, approved a proposal to invest in the equity shares of SA Rubber Engineering Pty. Ltd., a company incorporated under the laws of South Africa.

The Board of Director at their meeting held on 22nd January 2026, approved the proposed investment, to be made by way of cash and consideration other than cash. Upon completion of the transaction, SA Rubber Engineering Pty. Ltd. will become a subsidiary of Emerald Tyre Manufacturers Limited.

The Company proposes to utilise its surplus funds for making the investment, including through consideration other than cash, during the financial year 2026-27. The transaction is expected to be completed on or before 30th November 2026, subject to the receipt of all necessary statutory, regulatory, and other approvals, wherever applicable.

During the year under review, no company became or ceased to be a subsidiary, associate, or joint venture of the Company. However, upon completion of the proposed investment as stated above, SA Rubber Engineering Pty. Ltd. is expected to become a subsidiary of the Company

DEPOSITS

Your Company has neither accepted nor renewed any deposits during the financial year 2025-26 in terms of Chapter V of the Act read with the Companies (Acceptance of Deposits) Rules, 2014.

ANNUAL RETURN

As required under Section 92(3), copy of Annual Return is placed on the Company's website. The web link to access the annual return is https://emeraldtyres.com/investor-relations/

PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTIES

The details of the Policy on Related Party Transactions have been uploaded on the website of the Company at https://emeraldtyres.com/investor-relations/

During the financial year ended March 31, 2026, all transactions with the Related Parties as defined under the Companies Act, 2013 read with Rules framed thereunder were in the 'ordinary course of business' and 'at arm's length' basis. All Related Party Transactions entered during the year, were contracted with the prior approval of Audit Committee and the Board of Directors, as required under the SEBI (LODR) Regulations. The related party transactions are monitored by the Audit Committee and Board of Directors on a half yearly basis.

Prior omnibus approval is obtained for related party transactions which are of repetitive nature and proposed to be entered in the ordinary course of business and at arm's length during the financial year. All related party transactions are placed before the Audit Committee for their review and approval.

During the financial year 2025-2026, Your Company did not enter into any transactions with related parties that could be considered material in terms of Section 188 of the Companies Act, 2013. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act, in e-form AOC 2, is not applicable

Corporate Governance

As per regulation 15(2) of the Listing Regulation, the Compliance with the Corporate Governance provisions shall not apply in respect of the following class of the Companies:

a. Listed entity having paid up equity share capital not exceeding Rs. 10 Crore and Net worth not exceeding Rs. 25 Crore, as on the last day of the previous financial year;

b. Listed entity which has listed its specified securities on the SME Exchange.

Since, our Company falls in the ambit of aforesaid exemption (b); hence compliance with the provisions of Corporate Governance shall not apply to the Company and it does not form the part of the Annual Report for the financial year 2025-26.

Compliance with Code of Conduct

The Company has framed a Code of Conduct for all the members of the Board and Senior Management personnel of the Company. The Code of Conduct is available on the Company's website: www.emeraldtyres.com.

Corporate Social Responsibility:

In compliance with the requirements of Section 135 and Schedule VII of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, the Board of Directors have adopted a policy on CSR as recommended by the CSR committee duly constituted and the said policy is available on the Company's website www.emeraldtyres.com.

The composition and terms of reference of the CSR Committee is detailed in the Corporate Governance report forming

part of this annual report. Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, is given in Annexure III, which forms part of this Report.

CSR initiatives undertaken during the year:

The total amount required to be spent by the Company towards Corporate Social Responsibility (CSR) activities for the financial year 2025-2026, in accordance with the provisions of Section 135 of the Companies Act, 2013, is Rs.26.18 lakhs. During the year under review, the Company has spent an aggregate amount of Rs.26.26 lakhs towards CSR activities for the financial year 2025-26 as per the details given below:

During the financial year 2025-2026 under review, the Company undertook various CSR initiatives focused on promoting education, supporting underprivileged children, and empowering visually impaired students and job seekers. These initiatives emphasized holistic training and development by equipping beneficiaries with essential learning and employability skills while leveraging assistive technology to enhance educational access, career readiness, and employment opportunities.

Particulars of CSR Contribution for the year 2025-26

S.No	PARTICULARS	Receipt / CSR No.	AMOUNT
1	GNAYIRU - GOVT HR SEC SCHOOL	# Receipt No,1038/J1/NS NOP/2025, dated 19-02-2025	2,06,028.00
2	KARNA VIDYA FOUNDATION	CSR00022658	3,00,000.00
3	KASI NATTUKOTTAI	CSR00084878	15,00,000.00
4	VS HOSPITAL	CSR00006465	3,20,000.00
5	KANNAL	CSR00042832	3,00,000.00
	TOTAL		**26,26,028.00**

CSR amount has been funded to Govt. School, hence the CSR No has not been applicable.

Board Meetings

The Board meets at regular intervals to discuss and take a view on the Company's policies and strategy apart from other Board matters. The notice for the board meetings is given well in advance to all the Directors.

During the year, the Board of Directors met 10 times and board meetings were held on the following dates as mentioned in the table:

Sr. No.	Date of Meeting	Board Strength	No. of Directors Present
1	02nd May 2025	5 (Five)	4(Four)
2	12th May 2025	5 (Five)	2 (Two)
3	29th May 2025	5 (Five)	5 (Five)
4	21st July 2025	5 (Five)	3 (Three)

5	6th August 2025	5 (Five)	5 (Five)
6	12th September 2025	5 (Five)	5 (Five)
7	10th November 2025	5 (Five)	5 (Five)
8	06th January 2026	5 (Five)	3 (Three)
9	22nd January 2026	5 (Five)	5 (Five)
10	16th March 2026	5 (Five)	3 (Three)

COMMITTEES OF THE BOARD

Audit Committee

During the year 05 Audit Committee Meetings were held, the date of meetings are 29th May 2025, 6th August 2025, 12th September 2025, 10th November 2025, and 22nd January 2026 the details of composition of Audit Committee is given below. The Board has not rejected any proposal / recommendations of Audit Committee during the year. The Chairman of Audit Committee was present at the 23rd Annual General Meeting of the Company held on September 12, 2025.

Participation of Director in the Audit Committee Meeting held as on 31st March 2026

Name of the Director	Designation	No. of Meetings entitled to attend	No. of Meetings attended
Mr. Krishna Moorthy Subramonia Iyer	Chairman-Independent Director	5	5
Mr. T R Narasimhan	Independent Director	5	4
Mr. Chandhrasekharan Thirupathi Venkatachalam	Managing Director	5	5

Remuneration Policy

The Remuneration policy of the company has been structured to match the market trends of the industry, qualifications and experience of the employee and responsibilities handled by them.

The Policy inter alia provides for the following:

i. Attract, recruit, and retain good and exceptional talent.

ii. List down the criteria for determining the qualifications, positive attributes, and independence of the directors of the Company.

iii. Ensure that the remuneration of the directors, key managerial personnel and other employees is performance driven, motivates them, recognises their merits and achievements, and promotes excellence in their performance.

iv. Motivate such personnel to align their individual interests with the interests of the Company, and further the interests of its stakeholders.

v. ensure a transparent nomination process for directors with the diversity of thought, experience, knowledge, perspective, and gender in the Board; and

vi. fulfil the Company's objectives and goals, including in relation to good

corporate governance, transparency, and sustained long term value creation for its stakeholders

Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises of Non-Executive and Independent Directors. Mr. T R Narasimhan is the Chairman of the Committee. Mr. Krishna Moorthy Subramonia Iyer, Mr. Chandhrasekharan Thirupathi Venkatachalam and Ms.Priya Vedavalli K are the other members.

The Company Secretary is the secretary to the Committee. The Chairman of Nomination and Remuneration Committee was present at the 23rd Annual General Meeting of the Company held on September 12, 2025.

The attendance of each Director in the Nomination and Remuneration Committee meeting held during the year ended 31st March 2026 is as follows:

Name of the Director	Designation	No. of Meetings entitled to attend	No. of Meetings attended
Mr. T R Narasimhan	Chairman – Independent Director	2	2
Mr. Krishna Moorthy Subramonia Iyer	Independent Director	2	1
Mr. Chandhrasekharan Thirupathi Venkatachalam	Managing Director	2	2
Ms. Priya Vedavalli K	Non Executive Women Director	1	1

The Committee met 2 (Twice) times during the year March 31, 2026. The dates of Meeting are 02nd May 2025 and 06th August 2025.

Ms.Priya Vedavalli K was inducted as member of the committee on 29th May, 2025.

Stakeholders Relationship Committee

The Committee met 01 time during the year 2025 – 2026 on 16th March 2026. No sitting fee is paid for attending the meeting of the Committee. The Chairman of Stakeholders Releationship Committee was present at the 23rd Annual General Meeting of the Company held on September 12, 2025.

The attendance of each Director in the Stakeholders' Relationship Committee meeting held during the year ended 31st March 2026 is as follows.

Name of the Director	Designation	No. of Meetings entitled to attend	No. of Meetings attended
Mr. Krishna Moorthy Subramonia Iyer	Chairman- Independent Director	1	1
Mr. T R Narasimhan	Independent Director	1	-
Mr. Chandhrasekharan Thirupathi Venkatachalam	Managing Director	1	1

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Company's Board is duly constituted and is in compliance with the requirements of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable on the Company and provisions of the Articles of Association of the Company. The Company's Board has been constituted with requisite diversity, wisdom and experience commensurate to the business of your Company.

The Directors on the Board have experience in the field of manufacturing, accounts, finance, legal, statutory compliance.

None of the Directors are disqualified under the provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015 as at March 31, 2026.

COMPOSITION OF BOARD AND KMP

Sr. No.	Name of Director & KMP	Designation
1	Mr. Chandhrasekharan Thirupathi Venkatachalam	Chairman & Managing Director
2	Mr. Eswara Krishnan D	Whole-time director
3	Mr. Krishna Moorthy Subramonia Iyer	Non-Executive Independent Director
4	Mr.Narasimhan	Non-Executive Independent Director
5	Mr.Krishnaram Priya Vedavalli	Non-Executive Women Director
6	Mr. Varadarajan Krishnaram	Chief Executive Officer
7	Mr. Shankar Ganesh Subramanian	Chief Financial Officer
8	Mr.H.Narayanarao	Company Secretary

DIRECTOR RETIRE BY ROTATION

In accordance with the provisions of the Companies Act, 2013 and the Articles of the Association of the company, Ms. Priya Vedavalli K (DIN: 10366109) Non Executive Women Director is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment.

MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which these financial statements relate on the date of this report. There were no significant material orders passed by the regulators or courts or tribunal impacting the Company's going concern status and its operations in future. There was no change in the nature of the business during the year.

SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS & RETURN ON NET WORTH:

As per Schedule V read with Regulation 34(3) of Listing Regulations, details of significate changes (i.e. change of 25% or more as compared to the immediate previous financial year) in Key Financial Ratios and any changes in Return on Net Worth of the Company including explanations thereof are provided in Note

No. 56 of Standalone Financial statement respectively forming part of this Annual Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY

The Company was not in receipt of any orders from the regulator / courts / tribunals impacting the going concern status of future operations of the Company.

OPPORTUNITIES AND THREAT:

RBI has forecasted India's growth for financial year 2025-26 at 6.5%. Global agencies have reduced between 0.2% to 0.5% from the forecast, considering trade uncertainties. Tyre industry has significant exports to US (17% of total exports) and is likely to be impacted by the higher tariffs in US.

India's low reliance on external demand is expected to shield the country from trade and tariff uncertainties, on relative terms. A significant portion of our exports is in services which is not expected to be hit by tariffs. Concluding trade deals with various countries, supply chain realignments and moderation in commodity prices would be a positive for India's growth. India's service exports and foreign inward remittances will provide a cushion against trade volatilities.

RBI has reduced rates twice since February 2024 and India is into an interest rate easing cycle. This should help in industry is lowering costs and in aiding consumption. RBI has also pumped in liquidity, having changed the monetary policy stance from neutral to accommodative. RBI has also relaxed stricter capital requirement norms introduced in 2023 for personal loans and credit to NBFCs, which should translate to higher credit growth to the economy.

Opportunities:

Unique segment with wide variety and customisation

Your company operates in a segment which has numerous varieties of tyres with a lot of customisation and small volumes . This makes the company more agile and unique fully focussed to customization.

Diversified Product Portfolio and Market Leadership

Your company has a robust product portfolio and believes in providing Total Tyre Wheel solutions which ensures that we are able to provide the end to end requirements of the customer. This provides unique leadership to your company in the industrial Tyre segment.

R&D and Technology centric approach

The Industrial Tyre segment offers huge challenges in terms of the product orientation to meet the unique requirements of the customer . The tyres are characterised by the usage and nature of application which makes it technologically challenging and continuous R&D focus in required . Your company is uniquely placed to meet this challenge by having focus on R&D and continuous focus towards technological upgradation to meet the emerging, diverse needs of the customer.

Constant Market & Product Diversification

Your company constantly focusses on New Markets to mitigate the Global challenges . This enables the company

to handle the challenges posed by the market which is becoming more and more polarised and protectionist. Further your company constantly looks in for new product segments in order to diversify the portfolio and also to provide a variety of solutions. The constant focus towards value addition and also focus on high performance tyres ensures the company is able to compete with the best brands in the world and still remain cost competitive leveraging its robust manufacturing capability.

Infrastructure and Capacity Expansion:

To meet the growing needs of the market , the company is implementing a state of the art compound mixing facility that can provide the complete requirement of the company besides ensuring high integrity of the mixed compound. This influences quality and product superiority. The company is expanding into manufacturing of products to provide end to end solutions . Our unique Emerald Exclusive outlets across India and Globally epitomises our commitment to ensure this .

Threats & Mitigation strategies Geo-political Situation

Geo-political uncertainties, regulatory changes, and volatile exchange rates can increase operational costs and affect profitability. Escalation of Tariff war and ESG regulations in certain markets may pose a threat to the market share. Adherence to the regulatory requirements and maintaining financial prudence are essential to combat the risk.

In navigating these opportunities and threats, your Company's emphasis on innovation, diversification, operational efficiency, and strategic investments in infrastructure and technology. Proactive management of risks, along with leveraging strengths in product differentiation and customer-centric approaches, will help sustain growth and competitiveness in the dynamic tire industry landscape.

Market competition

The Industry is becoming more and more competitive with more new entrants coming every day. This poses a major challenge affecting both market share and pricing strategies. Continuous innovation and Product differentiation combined with customer centric supply Chain solutions remain essential to mitigate this risk and maintain a competitive edge.

Human Resources empowerment

Challenges such as talent attrition, employee retention, and labour disputes can impact operational continuity and efficiency. Your company follows a employee focussed approach and engages employees in lot of Quality improvement initiatives like Suggestions scheme, Kaizen, Quality circles besides providing various facilities to the employees to ensure loyalty to the organisation .

Raw Material price fluctuation and Availability

Fluctuations in raw material prices and supply disruptions pose financial risks and operational challenges. Strategic sourcing and supply chain management are critical to mitigate these impacts.

Changes in Market demand and Global Economic situation

The Threat posed by Protectionism and the growing threat of tariff from USA besides Economic slowdowns, particularly in key markets like Europe, could lead to reduced demand and capacity utilisation. This underscores the importance of diversification and resilience in market exposure.

BUSINESS STRATEGY AND OUTLOOK:

Your Company has been focussing on R&D in a big way since the company plans to expand into lot of new products and new solutions. The Company is embarking on a major expansion in certain high potential and high margin products. The Company plans to expand its offering in the wheel segment. From the current focus in split wheels the Company will be developing Multipiece rims for the market which will be a game changer. The Company plans to participate in a number of exhibitions in India and Abroad to promote its products and improve the reach.

GREEN TECHNOLOGY:

Your Company is focused major on green technology. The Company's tyres are fully compliant with the REACH standards prescribed by the European Union and focussing on reuse and recycling as part of its efforts to create a safe green earth. The Company plans to focus on rethreading of Solid tyres at a strategic global location in order to support the global customers with cost effective and environment friendly solutions. Extensive R&D work has been done to make the product safe for use and provide significant cost savings. The EUDR (European Union Deforestation Regulation) is another major requirement for the European market and Emerald having significant exposure in the EU will be fully complying with the regulation. The Company has obtained the Environment Certification (ISO 14001- 2015) during the current year as a mark of its commitment to make the manufacturing place safe for all. Plans are on the anvil to instal solar panels across the roof of the company and thereby will be able earn significant carbon credits.

Global Reporting initiatives

Integrated Approach to ESG Governance Guided by accountability, integrity and transparency, the Company's governance framework provides strategic direction, strengthens corporate citizenship and supports the effective management of ESG priorities. Effective Board oversight, strong leadership and clear policy mechanisms enable responsible decision-making in a dynamic business environment, creating value for stakeholders, society and the planet.

The Board of Directors of the Company provides strategic oversight for the Company's approach to ESG matters, including climate change. Their governance framework enables structured decision making and supports the development and implementation of the Company's broader sustainability agenda.

The Company oversees ESG goal-setting, performance review, stakeholder engagement and the assessment of material ESG risks and opportunities, while providing strategic oversight on key sustainability issues, including climate change.

In coordination with Board and its Committees, the Company monitors ESG-related risks, supports mitigation planning and provides guidance on global sustainability practices. In line with its Terms of Reference, the ESG Committee focused on areas of strategic and operational importance for the Company in FY 2025-26, including safety and operational risk, use of AI to mitigate risks and improve risk control, environmental performance, climate change and overall sustainability.

The Company determines its material ESG topics through structured and ongoing stakeholder engagement, enabling a clear understanding of key priorities and concerns. These insights help determine the ESG issues most relevant to the Company and its stakeholders, informing impact, risk and opportunity assessments and supporting effective management of evolving ESG priorities.

The Company reviews its material ESG topics on a periodic basis through structured stakeholder engagement and formal materiality assessments. A comprehensive assessment was undertaken, incorporating perspectives from internal and external stakeholders to identify priority issues.

Climate change considerations are embedded into strategic oversight and decision-making of the Company. The Board provides direction on the Company's energy transition and Net Carbon Zero ambition through regular engagement with management and subject-matter experts. This governance is further strengthened by the ESG Committee, which plays a central role in reviewing climate-related risks and opportunities, monitoring progress against transition plans and evaluating emerging regulatory and market developments. The ESG Committee meets periodically to review decarbonisation initiatives, New Energy investments, performance against climate targets and forward looking transition pathways. Key deliberations and recommendations of the Committee are reported to the Board, ensuring alignment between climate strategy, capital allocation and enterprise-wide risk management. The Board also exercises oversight through other statutory committees responsible for risk, audit and internal controls. Board members bring expertise across operations, technology, risk management, strategy and regulatory frameworks, enabling informed assessment of climate-related issues. Where required, focused knowledge sessions are conducted to strengthen Board understanding of evolving climate regulations, disclosure expectations and transition technologies.

Risks and Concerns

World economy continues to be affected by the geo political tensions, ongoing conflicts, tariff related uncertainties and trade policies risks. These risks will result in global slow down and impact demand both in domestic and export markets. Moreover, monsoon has been predicted by IMD to be above normal which augurs well for growth in rural demand and consumption. Tyre industry margin during the year suffered on account of high input costs, with natural rubber prices increasing to record levels. However commodity prices have started easing in the new financial year. Further lower inflation, lower borrowing costs and lower personal income tax outgo should increase demand in the economy,

providing a fillip for growth. Despite the above concerns, the Company hopes to continue reporting growth based on its strong brand and products.

Human Resources is a value driven organization and the company has a rich organizational culture rooted in its core values of respect for people and belief in empowerment. The core value underlying our corporate philosophy is "trusteeship" and "proprietary interest". In dealing with each other, the values which are at the core of our HR Philosophy - trust, teamwork, mutuality and collaboration, objectivity, self-respect and human dignity are upheld. The management is committed to the development and growth of its people and the core focus is on Human Resources for its continued success. We owe our success and dominance in the market to the dedication and hard work of our employees who have overcome all challenges to meet the daunting challenges of the market and the ever increasing quality expectations, customer taste and preferences of the customers across the length and breadth of the country as well as in overseas market.

The year was a very challenging one both for the economy and industries. The geopolitical tension and slowdown of economy, have impacted the business and human life across the world. It was a year of carefully navigating through uncertain times, definitely called for greater preparedness, ensuring that we deliver on all fronts. This was made possible by the team synergy and efforts of each employee who stood up to the challenges. Efforts have been taken for building agile, resilient and adaptive Human Capital System.

We have focused on hiring the best resources available in tune with our growth needs, retaining and developing our existing talent pool to strengthen our human capital for meeting the future challenges. We leverage human capital for competitiveness by nurturing knowledge, entrepreneurship and creativity.

Our human resource development is focussed on our company's mission to have competitive edge in technology & excellence in manufacturing. All our training programs designed and tailor made to meet our specific requirements. We continued imparting teambuilding and collaboration training to our workmen to enhance the team cohesiveness. Leadership training for union leaders and opinion makers also continued through the year, thereby keeping with our commitment of shaping the future of our plants.

We maintained cordial and harmonious Industrial relations in our manufacturing unit through our various employee engagement initiatives and focus on improving the work culture, enhancing productivity and enriching the quality of life of the workforce and maintaining our supremacy in the market.

Discussion on Financial Performance with respect to Operational Performance

Your Company as guided by the management to make significant headway across principal growth pillars, strengthening the leadership in the Off-Highway Tires (OHT) segment and initiating the foray into new tire categories for India. Importantly, your company has achieved these milestones while maintaining robust performance on financial and operational metrics.

Sl. No.	Production Performance (In tons)	2025 - 2026	2024 - 2025
1	Off Highway Tyres & Wheels	10,003.29	8,989.41

CHANGE IN NATURE OF BUSINESS

There has been no change in the nature of business of the Company during the year under review.

HUMAN RESOURCES

Your company firmly believes that human resources play a vital role in its continued growth and success. As a part of Middle management development, program has been rolled out for enhancing the leadership skills among the middle level managers. To increase the effectiveness of sales, sales members, sales effectiveness program has been conducted.

During the year, your company maintained healthy, cordial and peaceful industrial relations with the workers and employees at all levels. The total number of employees as on 31st March 2026 was 329.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

In terms of the first proviso to Section 136 of the Act, these reports and accounts are being sent to the shareholders excluding the information required under Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Any member interested in obtaining the same may write to the Company Secretary. The said information is available for inspection by the members at the Registered Office of the Company on any working day of the Company upto the date of 24th Annual General Meeting. The statement containing information as required under the provisions of Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in Annexure and forms part of this Report.

Having regard to the provisions of Section 136(1) read with relevant provisions of the Companies Act, 2013, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the Registered Office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished to the members.

Further, during the year under review, the Company implemented the revised wage structure in line with the applicable provisions of the new Labour Codes. Pursuant to this implementation, the Company recognised a one-time impact of Rs.1.35 Crores towards gratuity provision during the current financial year. The said amount has been disclosed in the employee cost of the Company for the financial year ended March 31, 2026.

PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE ["POSH"]:

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there

under for prevention and redressal of complaints of sexual harassment at workplace.

The Company has not received any complaint on sexual harassment during the financial year 2025-26.

A STATEMENT BY THE COMPANY WITH RESPECT TO THE COMPLIANCE TO THE PROVISIONS RELATING TO THE MATERNITY BENEFITS ACT, 1961

The Board affirms that the Company is fully compliant with the provisions of the Maternity Benefit Act, 1961, as amended by the Maternity Benefit (Amendment) Act, 2017.

ESTABLISHMENT OF VIGIL MECHANISM/ WHISTLE BLOWER POLICY:

Pursuant to the provisions of section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and it powers) Rules, 2014, the Company has adopted Whistle Blower Policy/Vigil Mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct. It also provides for adequate safeguards against victimization of directors /employees who avail the Mechanism.

The Whistle Blower Policy covering all employees and directors is hosted in the Company's Website www.emeraldtyres.com.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information on conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are annexed in "Annexure IV".

LISTING:

The Equity Shares of the Company are listed on SME Emerge Platform of NSE Limited w.e.f. 12th December, 2024. The Company has paid the annual listing fee for the financial year 2025-26. The Equity Shares of the Company has the electronic connectivity under ISIN No. INE0RHD01013

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not given any Loans or Guarantees covered under the provisions of section 186 of the Companies Act, 2013. The details of investments made by the Company are given in the notes to the financial statements.

RISK MANAGEMENT POLICY

Key Business Risks are identified by the Company and reviewed by the Senior Management on a regular basis. In addition, the Board of Directors review the key risks identified and the mitigation plan

initiated by the Company on the half year basis. The list of key risks is also revisited and modified as per the changing scenario. Accordingly, the Company periodically submits the Risk Management Report to the Audit Committee and Board for their review.

REPORTING OF FRAUDS BY AUDITORS

During the year under review, the Statutory Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees, to the Audit Committee under Section 143(12) of the Act, details of which needs to be mentioned in this Report.

AUDITOR:

Statutory Auditors:

Pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Rajani & Co, Chartered Accountants, Chennai (FRN: 003433S), has been appointed as Statutory Auditors of the Company for a term of 5 years to hold office from the 20th Annual General Meeting (AGM) up to the conclusion of 25th AGM to be held for financial year ending March 31, 2027.

There were no qualifications, reservations or adverse remarks made by the Auditors in their report and no fraud was reported under Section 143(12) of the Companies Act, 2013.

Secretarial Auditor:-

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the company has appointed M/s. Alagar & Associates LLP (Formerly known as M.Alagar & Associates), Practising Company Secretary (FRN: L2025TN019200), Chennai as a secretarial auditor to conduct the Secretarial Audit for the Financial Year 2025-26. The Secretarial Audit Report issued in Form MR-3 by M/s. Alagar & Associates LLP Practising Company Secretary in respect of the Secretarial Audit of the Company for the financial year ended on March 31, 2026 is annexed as "Annexure V". The observations and comments, if any, appearing in the secretarial audit report are self-explanatory and do not call for any further explanation/ clarification. The secretarial auditor report does not contain any qualification, reservation or adverse remark.

Cost Auditors:

The Board of Directors in their meeting held on 29th May 2025, has approved the appointment of M/s. Starp & Associates (FRN: 004143) Cost Accountants, as Cost Auditors for the financial year ending March 31, 2026.

In accordance with the provisions of Section 148 of the Act read with Companies (Audit & Auditors) Rules, 2014, Company is required to maintain cost records and accordingly, such accounts and records are maintained by the Company. Further, since the remuneration payable to the Cost Auditors is required to be ratified by the shareholders, the Board recommends the same for approval by members at the ensuing annual general meeting.

Internal Auditor:

The Board has appointed M/s. Santhosh Jayamanoj & Associates, Chartered Accountants as Internal Auditors for a period of 1 (One) year for Financial Year 2024-25 under Section 138 of the Companies Act, 2013 and they have completed the Internal Audit as per the scope as defined by the Audit Committee.

The Board in their meeting held on 29th May 2025 appointed M/s. Santhosh Jayamanoj & Associates, Chartered Accountants as Internal Auditors for a period of 1 (One) year for Financial Year 2025-26 under Section 138 of the Companies Act, 2013.

BOARD EVALUATION INCLUDING THE MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE.

Pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder committee, including the Chairperson of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors (without the participation of the relevant director) was carried out by the entire Board. The performance evaluation of the Chairperson and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

DECLARATION FROM INDEPENDENT DIRECTORS.

The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 and Regulation 16 of the SEBI (LODR) Regulations, 2015 that the Independent Directors of the Company continue to meet the criteria of their Independence laid down in Section 149(6) and continue to be included in the Data Bank maintained by the Indian Institute of Corporate Affairs and the online proficiency self – assessment test requirement pursuant to Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

During the year under review, the Independent Directors met on 22nd January 2026 without the presence of Non - Independent Directors and members of the Management to evaluate the performance of the Non - Independent Directors & Board as a whole.

In the opinion of the Board, all the Independent Directors of the Company possess the requisite integrity, expertise, experience to perform their duties effectively.

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

The company has implemented a robust Familiarization Program for independent directors, aiming to equip them with the necessary knowledge, insights, and exposure to effectively discharge their responsibilities. The program includes comprehensive induction, periodic updates on industry trends, site visits, relevant training programs, access to information, and regular interactions with senior management. By actively engaging

independent directors and providing them with the necessary resources, we strive to foster a well-informed and engaged Board that contributes to effective governance and value creation.

PREVENTION OF INSIDER TRADING

Pursuant to the provision of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 and amendments thereto, the company has in place a code of conduct to regulate, monitor and report trading by insider for prohibition of Insider trading in the shares of the Company. The code inter alia prohibits purchase/ sale of shares of the Company by its Designated Persons and other connected persons while in possession of Unpublished Price Sensitive Information in relation to the Company and during the period when trading window is close. The company has also formulated a Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information (UPSI) and said code in available on company's website and can be assessed at www.emeraldtyres.com

DISCLOSURE OF PARTICULARS OF EMPLOYEES AS REQUIRED UNDER RULE 5 (2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES 2014

Details of particulars of employees as required under rule 5 (2) of the companies (Appointment and; Remuneration of Managerial Personnel) Rules, 2014 have been annexed in "Annexure-1".

Internal Control Systems and their Adequacy

Your Company has established internal control systems commensurate with the size and nature of business. It has put in place systems and controls across the Company covering various financial and operational functions. Company through its own Internal Audit Department carries 41 out periodical audits at various locations and functions based on the audit plan as approved by the Audit Committee. Some of the salient features of the Internal control systems are:

1. An integrated ERP system connecting all plants, sales offices, head office, etc.
2. Systems and procedures are periodically reviewed to keep pace with the growing size and complexity of Company's operations
3. Assets are recorded and system put in place to safeguard against any losses or unauthorized disposal.
4. Periodic physical verification of fixed assets and Inventories. Key observations arising out of the Internal Audit are reviewed at the Audit Committee meeting and follow up action taken.

AUDIT TRAIL:

Ministry of Corporate Affairs vide the Notification dated 24.03.2021 has mandated that every company which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled. Accordingly, your Company has already in past placed an accounting software in place which records the audit trail of each and every transaction which creates an edit log

of each change made in the books of accounts and the audit trail is being preserved by the Company as per the Statutory requirements

POLICY FOR PRESERVATION OF DOCUMENTS AND ARCHIVAL OF DOCUMENTS:

Your Company has adopt the policy for the preservation of Documents and Archival of Documents to ensure that all the necessary documents and records of the Company are adequately protected and preserved as per the Statutory requirements which is available on website www.emeraldtyres.com.

INVESTOR GRIEVANCES REDRESSAL STATUS SEBI COMPLAINTS REDRESS SYSTEM (SCORES)

The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its status.

Your Company has been registered on SCORES and makes every effort to resolve all investor complaints received through SCORES or otherwise within the statutory time limit from the receipt of the complaint. The Company has not received any complaint on the SCORES during financial year 2025-26.

Board diversity

Your Company embraces the importance of a diverse board in its success. The details on board diversity is given below.

The Company recognizes and embraces the benefits of having a diverse Board and views increasing diversity at Board level as an essential element in maintaining a competitive advantage. A mix of Executive, Independent and other Non-Executive Directors including woman Director is one important facet of diverse attributes that the Company desires. A truly diverse Board should have good use of differences in the skills, regional and industry experience, background, race, gender and other distinctions between Directors. These differences will be considered in determining the optimum composition of the Board and when possible and balanced appropriately.

Policy on Board Diversity & Director Attributes covering the above aspect of above is hosted in the Company Website www.emeraldtyres.com.

DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, it is hereby confirmed that:

i) That in the preparation of the annual accounts for the financial year ended 31st March 2026, as per the applicable accounting standards have been followed and that there were no material departures;

ii) That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of the affairs of the company at the end of the financial year and of the profit of the company for the year under review;

iii) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the company and for preventing and detecting a fraud and other irregularity.

iv) That the Directors have prepared the annual accounts for the year ended 31st March 2026 on a "going concern basis."

v) That the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;

vi) That the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that systems were adequate and operating effectively.

SECRETARIAL STANDARDS

The Company complies with all applicable secretarial standards issued by the Institute of Company Secretaries of India.

COMPANY'S WEBSITE:

As per Regulation 46 of SEBI (LODR) Regulations, 2015, the Company has maintained a functional website namely "www.emeraldtyres.com" containing basic information about the Company. The website of the Company is also containing information like Policies, Shareholding Pattern, Financial Results of the Company including the financial results of the Subsidiary Companies and information of the designated officials of the Company who are responsible for assisting and handling investor grievances for the benefit of all stakeholders of the Company, etc.

DISCLOSURE UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

There was no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the financial year.

VALUATION

There were no instances where your Company required valuation to be done at the time of one time settlement or while taking loan from the Banks or Financial Institutions.

INSURANCE:

The company has taken very pragmatic approach towards insurance. Adequate cover has been taken for all movable and immovable assets for various types of risk.

CREDIT RATING AND REVISION THERETO

The Company had received Credit Rating from CARE Ratings as BBB- Stable for its Long Term financial facilities and A3 for its Short Term financial Facilities.

KEY FINANCIAL RATIOS

Description	U/M	2025-26	2024-25	Remarks
Debtors Turnover	Days	121	111	-
Inventory Turnover	Days	107	116	-
Interest coverage ratio	Ratio	1.94	2.49	-
Current ratio	Ratio	1.47	1.35	-
Debt Equity ratio	Times	0.97	0.65	-
Operating Profit Margin	%	12.30	12.42	-
Net Profit Margin	%	4.31	5.13	-
Return on Capital Employed	%	9.86	11.37	-

CAUTIONARY STATEMENT

Statements in this Report, particularly those which relate to Management Discussion and Analysis as describing the Company's objectives, projections, estimates and expectations may constitute forward looking statements which the meaning of applicable laws and regulations. Actual results might differ from those either expressed or implied in the statement depending on the circumstances.

OTHER DISCLOSURES AND AFFIRMATIONS

Pursuant to the provisions of Companies (Accounts) Rules, 2014, your Company affirms that for the financial year ended on 31st March, 2026:

a. No proceedings were initiated by or against the Company under the Insolvency and Bankruptcy Code, 2016 and accordingly no such proceedings were pending before the National Company Law Tribunal or any other court.

b. There were no instance during the year under review where the Company was required to obtain a valuation for the purpose of one-time settlement with Banks of Financial Institutions or while availing loan from such entities

c. There was no change in the nature of business of the Company during the financial year 2025-2026.

ACKNOWLEDGEMENT:

Your Directors thank the Banks, Customers, Financial Institutions, Government Authorities, Suppliers and Shareholders for their continued support. Your directors also place on record their appreciation for the services by the employees of the Company

For and on Behalf of the Board of Directors
for **Emerald Tyre Manufactures Limited**

V T Chandhrasekharan
Chairman & Managing Director
DIN No. 00628816

Place : Chennai
Date : 27th August 2026

ANNEXURE - 1 TO BOARD'S REPORT

A. Information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

a) Ratio of the remuneration of each director to the median remuneration of all the employees of the company for the Financial year 2025-26:

Name of Director(s)	Designation	Ratio of remuneration of Director to the Median remuneration
Mr. Chandhrasekharan Thirupathi Venkatachalam	Chairperson & Managing Director	2.56
Mr.Eswara Krishnan D	Whole-Time Director	1.52

Sitting fees have been paid to Non-Executive Directors for attending the Meetings of the Board of Directors and Committees thereof held during Financial Year 2025-26.

b) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary for the Financial year 2025-26:

Name	Designation	% increase
Mr. Chandhrasekharan Thirupathi Venkatachalam	Chairperson & Managing Director	Nil
Mr. Eswara Krishnan D	Whole-Time Director	Nil
Mr. Varadarajan Krishnaram	Chief Executive Officer	4.64
Mr. Shankar Ganesh Subramanian	Chief Financial Officer	4.79
Mr.H.Narayanarao	Company Secretary	N.A

Mr.H. Narayanarao, was appointed as Company Secretary with effect from 02nd May 2025.

c) The percentage increase in the median remuneration of employees in the Financial year 2025-26: Nil.

d) The number of permanent employees on the rolls of the company as on 31st March 2026 was 329.

e) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and any exceptional circumstances for increase in the managerial remuneration :

The Average increase in remuneration is 7% for Managerial Personnel (KMP & Senior Management) & 8% for employees other than Managerial Personnel.

f) Affirmation that the remuneration is as per the remuneration policy of the Company: The Company affirms that the remuneration is as per the remuneration policy of the Company.

B. Information as per Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & 5(3) The Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 forming part of the Directors' Report for the year ended 31st March 2026 :

For and on Behalf of the Board of Directors
for **Emerald Tyre Manufactures Limited**

V T Chandhrasekharan
Chairman & Managing Director
DIN No. 00628816

Place : Chennai
Date : 27th August 2026

ANNEXURE II TO BOARD'S REPORT

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/ associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs. In Lacs)

Sl.No.	Particulars	Details	Details
1.	Name of the subsidiary	Emrald Middle East FZE	Emrald Tyres Europe BV
2.	The date since when subsidiary was acquired		
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31st March 2026	
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Closing Rate 1 AED = Rs. 25.45 Average Rate 1 AED = Rs. 24.05	Closing Rate 1 Euro = Rs.102.45 Average Rate 1 Euro = Rs.108.00
5.	Share capital	50.90	638.36
6.	Reserves & surplus	(402.93)	(714.45)
7.	Total assets	397.38	3448.82
8.	Total Liabilities	751.19	3465.51
9.	Investments	-	-
10.	Turnover	172.57	5178.82
11.	Profit before taxation	(18.93)	304.07
12.	Provision for taxation	-	23.77
13.	Profit after taxation	(18.93)	280.30
14.	Proposed Dividend	-	-
15.	% of shareholding	100 %	100 %

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations. - NIL

2. Names of subsidiaries which have been liquidated or sold during the year. -NIL

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures : NIL

	Name of associates/Joint Ventures	
1.	Latest audited Balance Sheet Date	-
2.	Date on which the Associate or Joint Venture was associated or acquired	
3.	Shares of Associate/Joint Ventures held by the company on the year end	-
	No.	
	Amount of Investment in Associates/Joint Venture	
	Extend of Holding%	
4.	Description of how there is significant influence	-
5.	Reason why the associate/joint venture is not consolidated	-
6.	Net worth attributable to shareholding as per latest audited Balance Sheet	-
7.	Profit/Loss for the year	-
i.	Considered in Consolidation	-
ii.	Not Considered in Consolidation	-

1. Names of associates or joint ventures which are yet to commence operations. - NIL

2. Names of associates or joint ventures which have been liquidated or sold during the year. - NIL

For and on Behalf of the Board of Directors
for **Emerald Tyre Manufactures Limited**

V T Chandrashekharan	**Eswara Krishnan D**
Chairman & Managing Director	Whole-Time Director
DIN: 00628816	DIN: 01739106

Place : Chennai
Date : 27th August 2026

ANNEXURE-III TO BOARD'S REPORT

Annual Report on CSR Activities for Financial Year 2025-2026

1. Brief outline on CSR Policy of the Company.

CSR policy sets out the Company's commitment & approach towards Corporate Social Responsibility based on our legacy of 'Giving Back to Society'. The Company is committed to improving the quality of life of the communities we serve through the CSR theme of 'Building Sustainable Livelihoods'. The Company endeavours to facilitate livelihood opportunities & socio- cultural development in areas of its operations.

The Company's CSR Activities shall mainly focus on the following areas:

1. Vocational Skill Development Programs:
2. Partnerships to Preserve & Promote Indigenous Heritage, Culture, Arts and Handicrafts
3. Income-generation and Livelihood Enhancement Programs:
4. Disaster Relief and Rehabilitation Programs
5. Healthcare sectors

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Ms. Priya Vedavalli K (DIN 10366109)	Chairperson/ Non-Executive Women Directo	1	1
2	T R Narasimhan (DIN 10366032)	Member/ Non-Executive Independent Director	1	1
3	Mr. Eswara Krishnan D (DIN 01739106)	Member/Whole Time Director-President	1	1

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company is www.emeraldtyres.com
4. Executive Summary along with Web-link of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility policy) Rules, 2014

   Not Applicable as the Company does not have average CSR obligation of Rs. 10 crore or more, in the three immediately preceding financial years.

5. (a) Average net profit of the Company as per Section 135(5) = Rs.13,08,59,687/-

(b) Two percent of average net profit of the company as per section 135(5)) = Rs.26,17,143/-

(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years -Nil

(d) Amount required to be set off for the financial year – Nil

(e) Total CSR obligation for the financial Year (5b+5c-5d) = Rs.26,17,193/-

6. (a) Amount spent on CSR Projects(both Ongoing Project and other than Ongoing Project) = Rs.26,26,028/-

b) Amount spent in Administrative Overheads – Nil

(c) Amount spent on Impact Assessment, if applicable – Nil

(d) Total amount spent for the Financial Year [6(a)+6(b)+6(c)] = Rs. 26,26,028/-

(e) CSR amount spent or unspent for the financial year – Nil

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
NIL					

(f) Excess amount for set off, if any:

S.No.	Particulars	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	Rs.26,17,193/-
(ii)	Total amount spent for the Financial Year	Rs.26,26,028/-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Rs.8,835/-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

7. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years:

Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub section (6) of Section 135 (in Rs.)	Balance amount in unspent CSR Account under sub section (6) of Section 135 (in Rs.)	Amount spent in the Financial Year (in Rs.).	Amount transferred to a fund as specified under Schedule VII as per second proviso to sub section (5) of Section 135, if any		Amount remaining to be spent in the succeeding Financial years (in Rs.)	Deficiency, if any
					Amount (in Rs).	Date of transfer.		
1.	2021-2022	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2.	2022-2023	NIL	NIL	NIL	NIL	NIL	NIL	NIL
3.	2023-2024	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL

8. Whether any Capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: - No

If yes, enter the number of Capital assets created/ acquired

The details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of Creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
NIL							

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):Not Applicable

For and on Behalf of the Board of Directors
for **Emerald Tyre Manufactures Limited**

Place : Chennai
Date : 27th August 2026

V T Chandrashekharan
Chairman & Managing Director
DIN: 00628816

Priya Vedavalli K
Chairperson- CSR Committee
DIN:10366109

ANNEXURE IV TO BOARD'S REPORT

Section 134(3)(m) of The Companies Act,2013 Read with Rule 8(3) if The Companies (Account) Rules, 2014 is forming part of the Directors' Report for the year ended 31st March, 2026.

1. Conservation of Energy

a. Energy Conservation measures taken

Steps are being taken to conserve energy. There is a conscious and concerted drive towards conservation of energy in all its form.

b. Additional Investment & proposal for Reduction of Consumption of Energy. Further, the company has installed roof top on grid solar PV system in its Registered office for a capacity of 17.98 kWp in its endeavour to promote clean energy.

c. There are continuous efforts to reduce the cost of production and conserve energy.

d. Total energy consumption and energy consumption per unit of production as per Form A given below:

FORM – A

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

A. Power and Fuel Consumption

Sl. No	Particulars	2025-2026	2024-2025
1.	**Electricity**		
	Purchased Units	50,38,420	53,51,568
	Total Amount	₹ 5,70,50,019	₹ 5,42,93,632/-
	Avg. Rate per Unit	₹ 11.32	₹ 10.15
2.	**Diesel**		
	Purchased Litres	37,073	39,364
	Total Amount	₹ 33,90,212	₹ 36,26,697/-
	Avg. Rate per Litre	₹ 91.45	₹ 92.13
3.	**Firewood**		
	Purchased Kgs	1,11,04,890	1,03,53,150
	Amount	₹5,61,24,817	₹ 4,89,03,735/-
	Avg. Rate per Kg	₹ 5.05	₹ 4.72

FORM B

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION

Research and Development (R&D)

1.	Specific area in which R&D carried out by the Company	New product development
2.	Benefits derived as a result of the above R&D	Launch of new products
3.	Future plan of action	: -
4.	Expenditure on R&D	
a.	Capital	:Rs 288.13 Lakhs
b.	Recurring	:Rs 251.14 Lakhs
c.	Total	:Rs 539.27 Lakhs
d.	Total R&D Expenditure as % of total turnover	: 2.66 %

Technology Absorption adaptation and innovation:

1. Efforts in brief made towards technology absorption, adaptation and innovation
2. Benefits derived as a result of the above efforts e.g. product improvement cost reduction, product development, import substitution etc
3. Technology Imported

a. Year of Import

b. Has technology been fully absorbed?

c. If not fully absorbed areas where this has taken place reasons therefore and future plan of action

d. Foreign Exchange Earnings and outgo in Rs in Lakhs:

NIL

Particulars	2025-2026	2024-2025
Foreign Exchange Earnings	10788.10	9,462.62
Foreign Exchange Outgo	903.40	333.45

For and on Behalf of the Board of Directors
for **Emerald Tyre Manufactures Limited**

Place : Chennai
Date : 27th August 2026

V T Chandrashekharan
Chairman & Managing Director
DIN: 00628816

Eswara Krishnan D
Whole-Time Director
DIN 01739106

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

for the Financial Year ended March 31, 2026

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
Emerald Tyre Manufacturers Limited
Emerald House, Plot No.2, Second street,
Porur Gardens, Phase-I, Vanagaram,
Chennai-600095.

We have conducted the Secretarial Audit in compliance of applicable statutory provisions and the adherence to good corporate practices by Emerald Tyre Manufacturers Limited herein after called ("the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended March 31, 2026 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by "the Company" for the Financial Year ended March 31, 2026, according to the provisions of:

i. The Companies Act, 2013 ('Act') and the rules made thereunder, as amended from time to time including applicable Secretarial Standards issued by the Institute of Company Secretaries of India ('ICSI') and as mandated by the Companies Act, 2013.

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder, as amended from time to time;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder, as amended from time to time;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, as amended from time to time;

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), as amended from time to time:-

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable for the Company for the Audit period)

(e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding dealing with client;

(f) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(g) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

(h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable for the Company for the Audit period)

(i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (There were no events requiring compliance during the audit period) and

(j) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018; (There were no events requiring compliance during the audit period)

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards, etc. except for the following:

1. During the period under review, the Company was flagged as "SDD Non-Compliant" on the website of the National Stock Exchange of India Limited ("NSE") due to the non-submission of the SDD Compliance Certificate within 60 days from the end of the financial year ended March 31, 2025. Subsequently, the Company complied with the specific requirements stipulated by the NSE, following which the compliance was verified during the review conducted by the NSE Team and the "SDD Non-Compliant" flag was removed from the NSE website.

We report that having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test check- basis, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent to them at least seven days in advance or as the case may be, and a system exists for seeking and obtaining further information and clarifications on the agenda items

before the meeting and for meaningful participation at the meeting.

As per the minutes, the decisions at the Board Meetings were taken unanimously and there was no instance of dissent by any director during the period under review.

We further report that, during the audit period, except the events listed below no other events occurred which had any major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, and standards and that the Company has complied with such of those relevant clauses thereto which are applicable:

1. During the period under review, the Company declared a final dividend of ₹1/- (Rupee One only) per equity share of ₹10/- (Rupees Ten only) each for the financial year 2024–25, which was approved by the Members at the 23rd Annual General Meeting of the Company held on September 12, 2025.

For Alagar & Associates LLP
(Formerly known as M. Alagar & Associates)
Company Secretaries
Peer Review Certificate No: 6814/2025
Firm Registration No: L2025TN019200

Bharathi R
Partner
ACS No: 24166
CoP No: 27315
UDIN: A024166H001247432

Place : Chennai
Date : August 27, 2026

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

ANNEXURE - A
ANNEXURE TO SECRETARIAL AUDIT REPORT

To
The Members
Emerald Tyre Manufacturers Limited

Our report is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Alagar & Associates LLP
(Formerly known as M. Alagar & Associates)
Company Secretaries
Peer Review Certificate No: 6814/2025
Firm Registration No: L2025TN019200

Bharathi R
Partner
ACS No: 24166
CoP No: 27315
UDIN: A024166H001247432

Place : Chennai
Date : August 27, 2026

INDEPENDENT AUDITORS' REPORT

To
The Members of
EMERALD TYRE MANUFACTURERS LIMITED
(formerly known as Emerald Resilient Tyre Manufacturers Pvt Ltd & Emerald Resilient Tyre Manufacturers Limited)

Report on the Audit of the Standalone financial statements.

Opinion

We have audited the standalone financial statements of **M/s. Emerald Tyre Manufacturers Limited** ("the Company"), which comprise the standalone balance sheet as at 31st March 2026, and the standalone statement of Profit and Loss and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2026 its Profit and its Cash Flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the standalone financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

During the year, the Company incurred significant capital expenditure towards expansion and modernisation of its manufacturing facilities, resulting in substantial additions to Property, Plant and Equipment. The matter involved significant judgement in determining whether the expenditures meet the criteria

for capitalisation, identification of directly attributable costs, and assessment of the date when assets were available for their intended use. Given the magnitude of the expenditure and judgement involved, this was considered to be a key audit matter.

Our audit procedures included evaluating the Company's capitalisation policies, testing capital expenditure on a sample basis with reference to supporting documentation such as contracts and invoices, assessing the appropriateness of capitalisation dates, reviewing depreciation commencement, and evaluating the adequacy of disclosures in the financial statements

Information other than the Standalone financial statements and auditors' report thereon

The Company's management and Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial Statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that if there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's management and Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our

conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **'Annexure A',** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss and the Standalone Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the

directors as on 31st March, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in **Annexure B**;

g) With respect to the matter to be included in the Auditor's Report under section 197(16), In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.

h) With respect to the **other matters** to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations as on 31st March, 2026 in its standalone financial statements.

ii. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in note 39A to the financial statement, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented, that, to the best of its knowledge and belief, as disclosed in note 39B to the financial statement, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other

persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.

v. As stated in note 30. to the financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

vi. As per reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014, the Company with effect from 1st April 2023 is using accounting software for maintaining books of account which has features of recording audit trial (edit log) facility

For Rajani & Co
Chartered Accountants
FRNo.003433S

Mahesh Jain,
Partner
M.No.229881,
UDIN: 26229881ETKEJY4007

Place : Chennai
Date : 25-May-2026

Annexure 'A'

The Annexure referred to in paragraph 1 of Our Report on "Other Legal and Regulatory Requirements" of our report of even date to the members of Emerald Tyre Manufacturers Limited ("the Company") on the standalone financial statements as of and for the year ended 31 March 2026.

We report that:

(i) Property, Plant and Equipment

(a) (A) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The company has maintained proper records showing full particulars of intangible assets;

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Property, Plant and Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification;

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year. Accordingly, the reporting under Clause 3(i)(d) of the Order is not applicable to the Company.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) Details of Inventory and Working Capital

a) As explained to us physical verification of inventory has been conducted at reasonable intervals by the management, the coverage and procedure of such verification by the management is appropriate, and discrepancies (which is less than 10% in the aggregate for each class of inventory) noticed on such physical verification between physical stocks and book records were not material considering the operations of the Company and the same have been properly dealt with in the books of account.

b) The company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from a bank on the basis of security of

current assets; the quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company as explained in note to the notes to accounts.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has made investments and have not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year apart from its employees.

(a) In our opinion, the investments made, guarantee given and the terms and conditions of loans to employees, during the year are, prima facie, not prejudicial to the Company's interest.

(b) In respect of loans to employees granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are regular as per stipulation.

(c) In respect of loans to employees granted by the Company, there is ₹9.63 Lakhs remaining outstanding as at the balance sheet date.

(d) No loan to employees granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

(iv) According to the information and explanations given to us and on the basis of our examination of the records no loans has been given to Directors or guarantee has been given by the company, hence, provisions of section 185 and 186 of the Companies Act, 2013 is not applicable.

(v) The company has not accepted any deposits or amounts which are deemed to be deposits covered under sections 73 to 76 of the Companies Act, 2013. Accordingly, clause 3(v) of the Order is not applicable.

(vi) We have broadly reviewed the books of account maintained by the Company as specified under sub section (1) of section 148 of the Act, for maintenance of cost records in respect of the products manufactured by the Company, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not, made a detailed examination of cost records with a view to determine whether they are accurate or complete.

(vii) Statutory Dues

(a) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, duty of customs, duty of excise, cess and any other statutory dues to the appropriate authorities. According to the information and explanation given to us there were no outstanding statutory dues as on 31st of March, 2026

for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the company, there is no statutory dues referred to in sub-clause (a) that have not been deposited on account of any dispute except following:

Name of the Statue	Nature of Dues	Forum where the dispute is pending	Period to which the amount relates	Amount involved
Income Tax Act, 1961	Order u/s 143(3)	CIT(A)	2017-18	3,83,02,430
Income Tax Act, 1961	Order u/s 143(3)	CIT(A)	2013-14	22,79,370
Income Tax Act, 1961	Order u/s 143(3)	ITAT	2007-08	21,11,320

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) Repayment of Loans

(a) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not been declared a wilful defaulter by any bank or financial institution or other lender.

(c) According to the information and explanations given to us by the management, the Company has raised working capital loans and has not defaulted in the repayment of the loans.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short term basis have been used for long term purposes by the company.

(e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, associates or joint ventures.

(x) The company has not made preferential allotment and the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with.

(xi) Frauds

(a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the company or any fraud on the company has been noticed or reported during the course of audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;

(c) According to the information and explanations given to us by the management, no whistle-blower complaints had been received by the company.

(xii) The company is not a Nidhi Company. Accordingly, clause 3(xii)(a), 3(xii)(b) and 3(xii)(c) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and the details have been disclosed in the standalone financial statements, as required by the applicable accounting standards;

(xiv) Internal Audits:

(a) Based on information and explanations provided to us and our audit procedures, the company has an internal audit system commensurate with the size and nature of its business.

(b) Based on information and explanations provided to us, internal audit had been conducted and we have considered the reports of the Internal Auditors for the period under audit.

(c) Based on information and explanations provided to us, internal audit has been done by Santhosh Jayamanoj & Associates for the FY 2025-26.

(xv) In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company

(xvi) Registers U/s 45-IA of Reserve Bank of India

(a) In our Opinion and based on our examination, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934). Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) In our Opinion and based on our examination, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(xvii) Based on our examination, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors of the Company during the year.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of

financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) Corporate Social Responsibility:

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company is liable to create the provision and utilize the same for the purpose of the Corporate Social Responsibility as required under section 135 of the Companies Act, 2013 and accordingly the company has created the provision & utilized the same by contributing ₹ 26.26 lakhs to the Health, Education etc., which are eligible for the receiving the CSR fund.

(xxi) The reporting under clause 3(xxi) of the Order is applicable and accordingly have been mentioned in the Consolidated audit report of the Company.

For Rajani & Co
Chartered Accountants
FRNo.003433S

Mahesh Jain,
Partner
M.No.229881
UDIN: 26229881ETKEJY4007

Place : Chennai
Date : 25-May-2026

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone financial statements of **EMERALD TYRE MANUFACTURERS LIMITED (formerly known as Emerald Resilient Tyre Manufacturers Pvt Ltd & Emerald Resilient Tyre Manufacturers Limited)** (the "Company") as of March 31, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls with reference to financial statements based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those financial statement and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to the financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to standalone financial statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that:

1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2026, based on the criteria for internal financial control with reference to financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For Rajani & Co
Chartered Accountants
FRNo.003433S

Mahesh Jain,
Partner
M.No.229881
UDIN: 26229881ETKEJY4007

Place : Chennai
Date : 25-May-2026

STANDALONE AUDITED BALANCE SHEET AS AT 31ST MARCH 2026

Particulars			Note No.	31-03-2026 Amount In ₹' Lakhs	31-03-2026 Amount In ₹' Lakhs	31-03-2025 Amount In ₹' Lakhs	31-03-2025 Amount In ₹' Lakhs
I	**EQUITY AND LIABILITIES**						
	1.	**SHAREHOLDERS' FUND**					
	a	Share Capital	2	1,947.65		1,947.65	
	b	Reserve and Surplus	3	10,765.32	**12,712.97**	10,086.15	**12,033.80**
	2.	**NON CURRENT LIABILITIES**					
	a	Long Term Borrowings	4	5,668.38		1,491.55	
	b	Deferred Tax Liabilities (Net)	5	438.41		290.98	
	c	Other Long Term Liabilities	6	125.80		127.04	
	d	Long Term Provisions	7	35.29		20.60	
		Total			**6,267.88**		**1,930.17**
	3.	**CURRENT LIABILITIES**					
	a	Short Term Borrowings	8	6,673.37		6,311.08	
	b	Trade Payables					
		(i) Total Outstanding Dues of Micro and Small Enterprises	9	983.33		1,412.97	
		(ii) Total Outstanding Dues of Creditors Other than Micro and Small Enterprises	9	1,309.75		1,264.95	
	c	Other Current Liabilities	10	402.83		303.92	
	d	Short Term Provisions	11	412.91	**9,782.19**	480.99	**9,773.91**
		Total			**28,763.04**		**23,737.88**
II	**ASSETS**						
	1.	**NON CURRENT ASSETS**					
	a	Property, Plant and Equipment and Intangible Assets					
		(i) Property, Plant and Equipment	12	12,205.48		4,876.67	
		(ii) Intangible Assets	12	790.91		680.81	
		(iii) Capital Work In Progress		-		3,040.94	
		Total			**12,996.38**		**8,598.42**

Particulars			Note No.	31-03-2026		31-03-2025	
				Amount In ₹' Lakhs	Amount In ₹' Lakhs	Amount In ₹' Lakhs	Amount In ₹' Lakhs
	b	Non Current Investment	13	1,106.60		643.91	
	c	Long Term loans and advances	14	239.18		1,311.06	
	d	Other Non Current Assets	15	-		-	
		Total			**1,345.78**		**1,954.97**
2.	**CURRENT ASSETS**						
	a	Current Investments	16	-		-	
	b	Inventories	17	5,867.22		5,652.57	
	c	Trade Receivables	18	6,634.80		5,421.66	
	d	Cash and Bank Balances	19	1,036.21		1,278.79	
	e	Short Term loans and Advances	20	560.76		488.19	
	f	Other Current Assets	21	321.89	14,420.87	343.28	13,184.49
		Total			**28,763.04**		**23,737.88**

See accompanying notes to the Financial Statements
In terms of our Report Attached
For **Rajani & Co**
Chartered Accountants
Firm Registration No. 003433S

For and on Behalf of the Board of Directors of
Emerald Tyre Manufacturers Limited
CIN : L25111TN2002PLC048665

Mahesh Jain
Partner
M No. 229881
UDIN: 26229881ETKEJY4007
Place : Chennai
Date : 25th May 2026

V T Chandhrasekharan
Chairman & Managing Director
DIN No. 00628816

Eswarakrishnan D
Whole-Time Director
DIN: 01739106

V Krishnaram
Chief Executive Officer

S Shankar Ganesh
Chief Financial Officer

H Narayanarao
Company Secretary
M No. A47309

STANDALONE AUDITED PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH 2026

Particulars			Note No.	31-03-2026 Amount In ₹' Lakhs	31-03-2025 Amount In ₹' Lakhs
I.	Revenue from Operations		22	20,292.95	18,186.80
II.	Other Income		23	697.86	287.87
III.	**Total Income (I+II)**			**20,990.82**	**18,474.67**
IV.	Expenses:				
		Cost of Materials Consumed	24	12,415.25	11,416.55
		Changes in Inventories of Work in progress , Finished goods & Stock- in- trade	24.1	(312.48)	(400.76)
		Employee Benefits Expense	25	2,789.54	2,082.41
		Finance Cost	26	1,274.26	889.37
		Depreciation and Amortization Expense	27	693.46	585.38
		Other Expenses	28	2,933.72	2,580.09
		Total Expenses		**19,793.75**	**17,153.05**
V.	**Profit Before Exceptional and Extraordinary Items and Tax**			**1,197.06**	**1,321.62**
VI.	Exceptional Items			-	-
VI.	**Profit before extraordinary items and tax (V-VI)**			**1,197.06**	**1,321.62**
VII.	Extraordinary items			-	-
VIII.	**Profit before prior period items tax (VII-VIII)**			**1,197.06**	**1,321.62**
	Prior Period item			**-**	**9.25**
	Profit before tax (VII-VIII)			**1,197.06**	**1,312.37**
VI.	**Tax Expense**				
	(i)	Current Tax		154.24	323.86
	(ii)	Deferred Tax (Asset)/Liability		147.42	17.72
	(iii)	Tax Paid for Previous Years		21.47	38.16
VII.	PAT from continuing Operations			873.93	932.63
VIII.	**EPS Per Equity Share in Rupees**				
	Post IPO (Outstanding no of Shares end of the year)				
	- Basic			4.49	4.79

Particulars	Note No.	31-03-2026 Amount In ₹' Lakhs	31-03-2025 Amount In ₹' Lakhs
- Diluted		4.49	4.79
Post IPO (Weighted Average no of Shares)			
- Basic		4.49	5.83
- Diluted		4.49	5.83

Significant Accounting Policies, Overview & Other notes on accounts - Note No.

The accompanying notes form an integral part of the financial statements
In terms of our Report Attached
For **Rajani & Co**
Chartered Accountants
Firm Registration No. 003433S

For and on Behalf of the Board of Directors of
Emerald Tyre Manufacturers Limited
CIN : L25111TN2002PLC048665

Mahesh Jain
Partner
M No. 229881
UDIN: 26229881ETKEJY4007

V T Chandhrasekharan
Chairman & Managing Director
DIN No. 00628816

Eswarakrishnan D
Whole-Time Director
DIN: 01739106

Place : Chennai
Date : 25th May 2026

V Krishnaram
Chief Executive Officer

S Shankar Ganesh
Chief Financial Officer

H Narayanarao
Company Secretary
M No. A47309

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2026

Particulars	31-Mar-26		31-Mar-25	
	Amount in ₹' Lakhs		Amount in ₹' Lakhs	
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		1,197.06		1,312.37
Add :				
a) Depreciation and amortisation	693.46		585.38	
b) (Profit) / loss on sale / write off of assets	(0.07)		-	
c) Finance costs	1,274.26		889.37	
d) Provision for Warranty claim	40.26	2,007.91	35.59	1,510.34
Total		**3,204.97**		**2,822.72**
Interest income	18.02		9.89	
Other non operating income	31.57		31.96	
Net gain on Foreign Currency Transactions - Unrealised	648.20		246.02	
Bad Debts	-		-	
Write-off of Investment	-		-	
Gratuity Provision and Leave Encashment Provisions	(95.74)		(24.33)	
Total		**602.04**		**263.54**
Operating profit / (loss) before working capital changes		**2,602.93**		**2,559.18**
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories	(214.64)		(640.44)	
Trade receivables	(564.94)		(661.42)	
Short-term loans and advances	48.83		(59.20)	
Long-term loans and advances	1,071.88		(1,060.01)	
Other current assets	21.39		(183.72)	
Other non-current assets	-		4.99	
Total		**362.52**		**(2,599.81)**
Adjustments for (increase) / decrease in operating liabilities:				
Trade payables	384.84		(668.47)	

Particulars	31-Mar-26	31-Mar-25
	Amount in ₹' Lakhs	Amount in ₹' Lakhs
Other current liabilities	(98.91)	(119.62)
Other long-term liabilities	1.24	(3.34)
Long term & Short-term Provisions	(4.48)	37.57
Total	**282.68**	**(753.84)**
Cash generated from operations	2,682.77	713.21
Net income tax (paid) / refunds	(491.00)	(378.39)
Net cash flow from / (used in) operating activities (A)	**2,191.77**	**334.82**
B. Cash flow from investing activities		
Capital expenditure on fixed assets, including capital advances	(5,092.37)	(3,118.75)
Proceeds from sale of fixed assets	1.02	-
Investment in fixed deposits	(462.69)	(25.00)
Long Term Investments	-	-
Net cash flow from / (used in) investing activities (B)	**(5,554.03)**	**(3,143.75)**
C. Cash flow from financing activities		
Proceeds from equity Share application money	-	4,502.21
Proceeds from long-term borrowings (Net of repayments)	4,176.83	(556.33)
Net increase / (decrease) in working capital borrowings	362.29	913.50
Interest income	18.02	9.89
Other non operating income	31.57	31.96
Finance cost	(1,274.26)	(889.37)
Dividends paid including tax	(194.77)	(144.91)
Net cash flow from / (used in) financing activities (C)	**3,119.68**	**3,866.95**
Net (increase) / decrease in Cash and cash equivalents (A+B+C)	(242.58)	1,058.02
Cash and cash equivalents at the beginning of the year	1,278.79	220.77
Cash and cash equivalents at the end of the year	1,036.21	1,278.79
Reconciliation of Cash and cash equivalents with the Balance Sheet:		
Cash and cash equivalents as per Balance Sheet (Refer Note 19)	1,036.21	1,278.79

Particulars	31-Mar-26	31-Mar-25
	Amount in ₹' Lakhs	Amount in ₹' Lakhs
Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3		
Net Cash and cash equivalents (as defined in AS 3 Cash Flow Statements) included in Note 16	1,036.21	1,278.79
Cash and cash equivalents at the end of the year *		
* Comprises:		
(a) Cash on hand	0.10	0.07
(i) In current accounts	573.15	1,048.33
(ii) In Deposit Accounts	462.96	230.39

See accompanying notes to the Financial Statements
In terms of our Report Attached
For **Rajani & Co**
Chartered Accountants
Firm Registration No. 003433S

For and on Behalf of the Board of Directors of
Emerald Tyre Manufacturers Limited
CIN : L25111TN2002PLC048665

Mahesh Jain
Partner
M No. 229881
UDIN: 26229881ETKEJY4007

V T Chandhrasekharan
Chairman & Managing Director
DIN No. 00628816

Eswarakrishnan D
Whole-Time Director
DIN: 01739106

Place : Chennai
Date : 25th May 2026

V Krishnaram
Chief Executive Officer

S Shankar Ganesh
Chief Financial Officer

H Narayanarao
Company Secretary
M No. A47309

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2026

1 Company Overview & Significant Accounting Policies

I (a) Company Overview

Emrald Tyre Manufacturers Limited (the Company) having CIN:L25111TN2002PLC048665 incorporated on 27th March 2002 under the provisions of the Companies Act, 1956, and having its registered office at Emerald House, Plot No.2, 2nd Street, Porur Gardens, Phase I, Vanagram, Chennai - 600 095.

The Company is engaged in the business of manufacturing and selling of Off highway tyres for all Material Handling and other applications.

I (b) Significant Accounting Policies

1 Basis of Preparation

The Financial Statements have been prepared in accordance with Indian Generally Accepted Accounting Principles (IGAAP) under historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards prescribed by the Companies (Accounting Standards) Rules, 2021.

2 Revenue Recognition

Revenue is recognized only when risks and rewards incidental to ownership are transferred to the customer, it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operations includes sale of goods, services, service tax, excise duty, and sales during trail run period, adjusted for discounts (net), and gain/loss on corresponding hedge contracts.

The following other revenues are recognized and accounted on their accrual with necessary provisions for all known liabilities and losses as per AS 9.

Interest Income : Revenue is recognized on the time proportion basis after taking into account the amount outstanding and the rate applicable.

Other Income : Other items of income and expenditure are recognized on accrual basis and as a going concern basis, and the accounting policies are consistent with the generally accepted accounting policies.

Export benefits are recognised on post shipment basis under prevalent schemes under exim/foreign trade policies

3 Property Plant and Equipment Including Intangible Assets

Property Plant and Equipment's are stated at cost, less accumulated depreciation. Cost includes cost of acquisition including material cost, freight, installation cost, duties and taxes, and other incidental expenses, incurred up to the installation stage, related to such acquisition. Property Plant and Equipment's purchased in India in foreign currency are recorded in Rupees, converted at the exchange rate prevailed on the date of purchase.

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortisation and any accumulated impairment loss. Subsequent expenditure if any, is capitalized if it increases the future economic benefits.

4 Depreciation & Amortisation

The Company has applied the estimated useful lives as specified in Schedule II of the Companies Act 2013 and calculated the depreciation as per the Straight Line Value (SLV) method. Depreciation on new assets acquired during the year is provided at the rates applicable from the date of acquisition to the end of the financial year. In respect of the assets sold during the year, depreciation is provided from the beginning of the year till the date of its disposal. Leasehold land is amortized over the Lease period of the asset.

5 Impairment of Assets

The Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognised wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. Reversal of impairment loss is recognised immediately as income in the profit and loss account.

6 Use of Estimates

The preparation of the financial statements in conformity with Generally Accepted Accounting Principles requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and the reported amounts of income and expenses during the year. Examples of such estimates include provisions for doubtful debts, income taxes, post - sales customer support and the useful lives of Property Plant and Equipments and intangible assets.

7 Foreign Currency Transactions

Domestic Operation

I . Initial Recognition

A foreign currency transactions are recorded, on initial recognition in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

II . Measurement

Foreign currency monetary items are reported using the closing rate.

Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction

Non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

III . Treatment of Foreign Exchange

Exchange differences arising on settlement/restatement of foreign currency monetary assets and liabilities of the Company are recognised as income or expenses in the Statement of Profit and Loss.

8 Employee Benefits

Defined Contribution Plan

The Company provides for ESI, PF and Super annuation Plan for eligible employees for which the company makes contribution on monthly basis and the same is charged to profit and loss Account.

Defined Benefit Plan

The Company provides for Gratuity, a Defined benefit plan (The Grauity Plan) covering eligible employees in accordance with payment of Gratuity Act, 1972. Gratuity liability is a defined benefit obligation and is funded through LIC of India. The Company accounts for liability for future gratuity benefits based on the actuarial valuation using Projected Unit Credit Method carried out as at the end of each financial year. The expenditure is passed to Profit and Loss account

9 Taxes on Income

Income Tax expense is accounted for in accordance with AS-22 "Accounting for Taxes on Income" for both Current Tax and Deferred Tax stated below:

A. Current Tax

Provision for current tax is made in accordance with the provisions of the Income Tax Act, 1961. As per the provisions applicable, MAT Assets are not recognised.

B. Deferred Tax

Deferred tax is recognised, subject to the consideration of prudence, as the tax effect of timing difference between the taxable income and accounting income computed for the current accounting year using the tax rates and tax laws that have been enacted or substantially enacted by the balance sheet date.

Deferred tax assets are recognised and carried forward to the extent that there is a reasonable certainty, except arising from unabsorbed depreciation and carried forward losses, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

10 Provisions and Contingent Liabilities

A provision is recognised if, as a result of past event, the Company has a present legal obligation that can be estimated reliably and it is probable that an outflow of economic benefit will be required to settle the obligation. Provisions are determined by the best estimate of outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as

contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is possible obligation or present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

11 Earnings Per Share

Basic Earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares. Dilutive potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

12 Cash and Bank Balances

Cash and cash equivalents comprise cash and current deposits with banks. The Company considers all highly liquid investments with a original maturity at a date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents. **Other Bank Balances:** All Deposits having a maturity period of More than 3 months and less than 12 months are taken in Other Bank Balances

13 Cash Flow Statement

Cash flows are reported using indirect method, whereby net profit/loss before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

14 Inventory

Inventories are valued at lower of cost and net realisable value. The cost is computed on weighted average basis. Finished Goods and Process Stock include cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

15 Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. Mutual Funds are stated at Cost i.e Invested Value. Non-current investments are carried

at cost less any other-than-temporary diminution in value, determined on the specific identification basis. Profit or loss on sale of investments is determined as the difference between the sale price and carrying value of investment, determined individually for each investment. Cost of investments sold is arrived using average method.

16 Research And Development Expenses

Revenue expenditure on R&D is charged to Profit and Loss account as incurred. Capital expenditure on assets acquired for Research and development is added to PPE and expenditure incurred on product development is capitalised and amortized over the period of 5 Years from the date of Capitalisation.

17 Warranty

Provision is made for estimated warranty claims in respect of product sold which are still under warranty at the end of the reporting year. Management estimates the provision based on historical warranty claim information and any recent trends that may suggest future claims to differ from historical amounts.

NOTE -2. SHARE CAPITAL

Particulars	31-03-2026		31-03-2025	
	Number of shares	In ₹' Lakhs	Number of shares	In ₹' Lakhs
(a) Authorised	**2,50,00,000**	**2,500.00**	**2,50,00,000**	**2,500.00**
2,50,00,000 Equity Shares of Rs.10 each#	2,50,00,000	2,500.00	2,50,00,000	2,500.00
5,00,000 15% Cumulative Non Convertible Redeemable Preference Share Of Rs.100/- Each	-	-	-	-
(b) Issued, Subscribed and Paid up	1,94,76,512	1,947.65	1,94,76,512	1,947.65
1,94,76,512 (PY 1,94,76,512) Equity Shares of Rs.10 each	1,94,76,512	1,947.65	1,44,90,512	1,449.05
49,86,00 Equity Shares of Rs. 10 each		-	49,86,000	498.60
Total	**1,94,76,512**	**1,947.65**	**1,94,76,512**	**1,947.65**

LIST OF SHAREHOLDERS HOLDING MORE THAN 5% SHARE CAPITAL

Name of Shareholders	No. of Shares Equity Shares	%	Value/ Share	In ₹' Lakhs
Equity Shares				
V Thirupathi	17,01,000	8.73%	10.00	170.10
V T Chandhrasekhran	68,71,948	35.28%	10.00	687.19
Karthikeyan Swarnam	10,08,080	5.18%	10.00	112.81
Rajasthan Global Securities Private Limited	17,83,384	9.16%	10.00	178.34
TOTAL	**1,14,84,412**	**58.35%**		**1,148.44**

NOTE 2A. SHARES HELD BY PROMOTORS

Current Reporting Period				
Sr No.	Promotor's Name	No of shares	% of total shares	% Change during the year
1	Mr. V.Thirupathi	17,01,000	8.73%	0.00%
2	Mrs.T.Kannaki	6,80,000	3.49%	0.00%
3	Mr.V.T.Chandhrasekharan	68,71,948	35.28%	0.00%
4	Mr.V.T.Srinivas	5,45,880	2.80%	0.00%

Previous reporting Period				
Sr No.	Promotor's Name	No of shares	% of total shares	% Change during the year
1	Mr. V.Thirupathi	17,01,000	8.73%	-3.01%
2	Mrs.T.Kannaki	6,80,000	3.49%	-1.20%
3	Mr.V.T.Chandhrasekharan	68,71,948	35.28%	-12.14%
4	Mr.V.T.Srinivas	5,45,880	2.80%	-0.97%

NOTE- 2B. STATEMENTS OF CHANGES IN EQUITY

Current Reporting Period				
Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period error	Related Balance at the beiginning of the current reporting period	Changes in Equity Share Capital during the current year*	Balance at the end of the current reporting period
1,94,76,512	-	-	-	1,94,76,512
Previous reporting Period				
Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period error	Related Balance at the beiginning of the previous reporting period	Changes in Equity Share Capital during the previous year	Balance at the end of the previous reporting period
1,44,90,512	-	-	49,86,000	1,94,76,512

*The Company has issued fresh public issue of 49,86,000 equity shares each Rs. 10/- per equity with premium of Rs. 85/- per equity

Note No.	Particulars	31-03-2026 In ₹' Lakhs	31-03-2025 In ₹' Lakhs
3.	**Reserve and Surplus**		
3.1	**Securities Premium Account**		
	Opening Balance	5,472.31	1,468.70
	Add: Received During the Year**	-	4,238.10
	Less: Utilized for bonus issue during the Year		
	Less: Utilized for IPO Expenses	-	234.49
	Closing Balance	**5,472.31**	**5,472.31**
3.2	**General Reserve**		
	Opening Balance	358.76	358.76
	Add: Transfer from Surplus in statement of P & L A/c.	-	-
	Closing Balance	358.76	358.76
3.3	**Surplus - Balance in Statement of P&L Account**		
	Opening Balance	4,255.08	3,322.45
	Add: Transfer Due to Amalgamation		
	Add: PAT For the year	873.93	932.63
	Less: Appropriations -		
	Less : Dividend for the Year 2024-25 (approved in AGM 12-09-2025)	194.77	-
	Less: Transfer to General Reserves	-	-
	Closing Balance	**4,934.24**	**4,255.08**
	Total	**10,765.32**	**10,086.15**
4.	**Long Term Borrowings**		
4.1	**Secured Loans**		
	Term Loans.		
	From Banks		
	State Bank of India		
	Term Loan VI	252.03	359.28
	Term Loan VII	1,735.23	
	SBI MSME TERM LOAN 44310657036	2,249.84	
	Guaranteed Emergency Credit Line 1.0	79.36	213.04

Note No.	Particulars	31-03-2026 In ₹' Lakhs	31-03-2025 In ₹' Lakhs
	Other Term Loan accounts	92.76	104.58
	SIEMENS FINANCIAL SERVICES	569.74	
	From NBFCs		
	Tata Capital Financial Services	1,118.23	275.79
	RAR Fincare	685.80	274.71
4.2	**Unsecured Loans**		
	Term loan		
	From Banks	-	12.65
	Other Than Banks	215.24	1,789.70
	Total	**6,998.23**	**3,029.75**
	Less : Current Maturities of Long Term Debts	1,329.85	1,538.20
	Grand Total	**5,668.38**	**1,491.55**

a) Term Loans from SBI are secured by

1. Equitable Mortgage by deposit of title deeds of 6.25 acres of Leasehold Land situated at Plot #78 & 79 and 3.80 acres of Leasehold Land at Plot # 80, EPIP, Sipcot Industrial Complex, Gummidipoondi.

2. Equitable Mortgage over superstructures constructed on Lease hold Land mentioned above.

3. Hypothecation of Plant & Machinery created/ to be created out of term loans.

    a. The Term Loans from SBI are also collaterally secured by:

    i. Hypothecation of movable fixed assets belonging to Mixing division.

    ii. Equitable Mortgage by deposit of title deeds of 3380 sqft land and residential house thereon situated at #3, Ninth Lane, Shastri Nagar, Adyar, Chennai in the name of Mr V Thirupathi

    iii. Equitable Mortgage by deposit of title deeds of 3875 sqft land and residential house thereon situated at Plot No.2, Second Street, Porur Gardens, Phase-I, Vanagaram, Chennai in the name of Mr V T Chandhrasekharan

    iv. Equitable Mortgage by deposit of title deeds of 900 sqft each residential flat thereon situated at C1 & D1 3rd & 4th Floor, SS Aashirwad Apartments, Plot No. 45&46 KGT Nagar, Kattupakkam, Chennai in the name of Mr V T Srinivas.

    v. Pledge of 939,500 shares of the face value of Rs 10/- each of Emerald Tyre Manufacturers Ltd,

owned by Mr V Thirupathi and his family members.

4. Hypothecation of movable fixed assets of the company (present & future).

5. Personal Guarantee of Mr V Thirupathi, Mrs T Kannaki, Mr V T Chandrashekharan & Mr V T Srinivas.

b) Bank Borrowings are secured by way of hypothecation of all the Current Assets of the company. The above loans are additionally secured by the collateral securities given to the Term Loans provided by the bank. The loans are also secured by the Personal Guarantees of Mr V Thirupathi, Mrs T Kannaki, Mr V T Chandrashekharan& V T Srinivas.

c) Equipment Finance from Tata Capital Financial Services Limited (TCFSL) are secured by, Hypothecation of Machinery Purchased out of TCFSL Fund and unconditional &irrevocable personal guarantees of Mr V Thirupathi, Mrs T Kannaki and Mr V T Chandhrasekharan.

d) RAR Finance : Subservient charge on all present and future current and fixed assets of the company & Personal Guarantees of Mr V Thirupathi, Mrs T Kannaki and Mr V T Chandhrasekharan

e) Solar Equipment Finance from Siemens Financial Services (SFS) are secured by, Hypothecation of Solar Panels and Equipments Purchased out of SFS Fund and unconditional & irrevocable personal guarantees of Mr V Thirupathi, Mrs T Kannaki and Mr V T Chandhrasekharan.

Note No.	Particulars	31-03-2026 In ₹' Lakhs	31-03-2025 In ₹' Lakhs
Note : Refer Annexure - 1			
5.	**Deferred Tax Liabilities (Net)**		
	Opening Balance (Net)	290.98	273.26
	On difference between book balance and tax balance of fixed asset, Leave Encashment & Gratuity Provision	147.42	17.72
	Net Deferred Tax Liability	**438.41**	**290.98**
6.	**Other Long Term Liabilities**		
	Deposits from Dealers	125.80	127.04
	Total	**125.80**	**127.04**
7.	**Long Term Provisions**		
	Provision for Leave encashments	35.29	20.60
	Total	**35.29**	**20.60**

Note No.	Particulars	31-03-2026 In ₹' Lakhs	31-03-2025 In ₹' Lakhs
8.	**Short Term Borrowings**		
8.1	**1. Secured Loans**		
	Repayable on Demand		
	From Banks		
	State Bank of India		
	Cash Credit	650.71	505.01
	Export Packing Credit	3,799.20	3,501.66
	Stand By Limit	146.50	150.00
	LC payable (Not due)	305.25	332.72
	Bill Discounting	115.54	-
	Tata Capital Factoring	-	283.50
	TReDS Payable	326.33	-
8.2	**Current Maturities of Long Term Debts**		
	Secured		
	SBI - Term Loan	498.00	98.04
	Siemens	50.62	
	SBI - Guaranteed Emergency Credit Line 1.0	79.36	123.36
	Tata Capital Term Loan	439.01	275.79
	RAR Fincare	197.90	274.71
	Unsecured		
	Unsecured Loans - Banks		12.65
	Unsecured Loans - NBFC	64.96	753.64
	Total	**6,673.37**	**6,311.08**
Note : Refer Annexure - 1			
9.	**Trade Payables**		
	Micro and Small Enterprises	983.33	1,412.97
	Trade Payables	1,309.75	1,264.95
	Total	**2,293.08**	**2,677.91**

Note No.	Particulars	31-03-2026 In ₹' Lakhs	31-03-2025 In ₹' Lakhs
10.	**Other Current Liabilities**		
i	TDS Payable	20.36	36.59
ii	Advances from Customers	56.75	56.68
iii	Capital Goods Suppliers	59.21	-
iv	Expense payable	266.51	210.65
	Total	**402.83**	**303.92**
11.	**Short Term Provisions**		
	Provision for Employees Benefits		
	Contribution to Provident Fund	11.70	11.35
	Gratuity & Superannuation Fund	69.17	6.93
	Provision for Leave encashment	19.25	16.19
	Bonus	44.66	36.17
	Salaries & Wages Payable	110.97	99.17
	LTA Payable	37.53	25.58
	Contribution to ESI	0.80	0.80
	Provision for Warranty Claim	97.85	65.69
	Others Short Term Provisions	20.96	25.22
	Others		
	Provision for Taxation (Net of Advance Taxes and Credits)	-	193.89
	Provision for Proposed Dividend for Equity Shares	-	-
	Provision for Distribution Tax on Dividend	-	-
	Total	**412.91**	**480.99**

Note No.12 Property, Plant & Equipment As per Companies Act For the Year Ended

Sl. No	Particulars	Gross Block				Depreciation				Net Block	
		WDV as on 01-04-2025	Additions	Deletion	Gross Block 31-03-2026	Depreciation as at 31-03-2025	Depreciation For the year	Depreciation Deletion	Depreciation Total	Net Block 31-03-2026	Net Block 31-03-2025
	Tangible Assets										
a)	Land -Leasehold	72.96			72.96	10.79	0.78		**11.57**	61.39	62.17
b)	Buildings	1,341.61	1,927.13		3,268.74	478.77	40.49		**519.27**	2,749.48	862.84
c)	Plant and Equipments	9,187.68	5,845.67		15,033.35	5,429.01	430.85		**5,859.87**	9,173.48	3,758.67
d)	Furniture & Fixtures	108.14	26.22		134.37	88.18	2.56		**90.74**	43.63	19.97
e)	Vehicles	251.56	30.81	18.80	263.57	101.17	29.19	17.86	**112.50**	151.07	150.39
f)	**Office Equipment**										
1	Computer	146.81	15.35		162.16	124.18	11.55		**135.73**	26.43	22.64
	Sub total (Tangible Assets)	**11,108.76**	**7,845.18**	**18.80**	**18,935.14**	**6,232.09**	**515.43**	**17.86**	**6,729.66**	**12,205.48**	**4,876.67**
g)	***Intangible Assets***										
1	Softwares (Amortization)	144.79			144.79	83.05	23.46		**106.51**	38.28	61.74
2	Product Development	876.27	288.13		1,164.39	257.20	154.57		**411.77**	752.62	619.07
	Capital Work In Progress	3,040.94	3,946.53	6,987.47	0.00	-			-	0.00	3,040.94
	Grand Total	**15,170.76**	**12,079.84**	**7,006.27**	**20,244.33**	**6,572.34**	**693.46**	**17.86**	**7,247.94**	**12,996.38**	**8,598.42**

Note No.	Particulars	31-03-2026 In ₹' Lakhs	31-03-2025 In ₹' Lakhs
13.	**Non Current Investment**		
	(Unquoted, At Cost)		
	Harvey Healthcare Limited*	-	-
	Investments in Equity Instruments		
	In Subsidiaries		
	Emrald Middle East FZE	29.58	29.58
	(200 shares at Dirhams 1000 Each)		
	Emrald Tyre Europe BV BA	489.33	489.33
	(3350 shares at Euro 186 Each)		
	(Quoted, At Cost)		
	Investment in Mutual Funds	587.69	125.00
	(127044.244 Units at Rs. 39.3544 Each & 199129.76 Units at Rs.25.1080 Each)		
	Total	**1,106.60**	**643.91**

Note:

* Investment has been written off and share investment details are not available with the company

Investment in Mutual Funds as on 31st March 2026

	Name of the Fund	**Units**	**Units**
	SBI Magnum Medium Duration Fund - Regular Growth	127044.24400	127044.24400
	SBI short Term Debt Fund Regular Plan Growth	199129.76000	199129.76000
14.	**Long Term loans and advances**		
	Security Deposits	239.18	316.61
	Advances for Capital Goods & Others	-	994.45
	Total	**239.18**	**1,311.06**
15	**Other Non Current Assets**		
	Group Grautity Scheme	-	-
	Total	-	-
16	**Current Investments**	-	-
	Total	**-**	**-**

Note No.	Particulars		31-03-2026 In ₹' Lakhs	31-03-2025 In ₹' Lakhs
17	**Inventories**			
	Raw Materials		489.58	627.80
	Work-in-Progress		1,274.62	1,194.25
	Finished Goods		3,699.27	3,467.15
	Stores and Spares			
	Engineering Spares		403.75	363.36
		Total	**5,867.22**	**5,652.57**
18	**Trade Receivables**			
	Considered good- Secured		-	-
	Considered good- Unsecured		6,634.80	5,421.66
		Total	**6,634.80**	**5,421.66**
19	**Cash and Bank Balances**			
	Cash & Cash equivalent consist of :			
19.1	Cash on Hand		0.10	0.07
	In current Accounts		573.15	1,048.33
19.2	Other Bank Balances			
	In Deposit Accounts (Lien with SBI)		462.96	230.39
	(Fixed Deposit with SBI which is renewable every year)			
		Total	**1,036.21**	**1,278.79**
20	**Short Term loans and Advances**			
	GST Balance with Department		311.31	398.49
	IPO Expenses		-	-
	Advance to Others		0.01	0.02
	Prepaid Expenses		115.05	65.65
	Income Tax Refund / Advance Tax (Net of Provisions)		121.40	
	Staff Loans		9.63	4.85
	TDS Receivables from NBFC		3.36	19.19
		Total	**560.76**	**488.19**

Note No.	Particulars		31-03-2026 In ₹' Lakhs	31-03-2025 In ₹' Lakhs
21	**Other Current Assets**			
	Govt. Subsidies - Receivables		321.89	343.28
		Total	**321.89**	**343.28**

a) Trade Payables ageing schedule
For the period ended March 31,2026

In ₹' Lakhs

Particulars	Outstanding for following periods				Total
	Less Than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
(i) MSME	983.33				983.33
(ii) Others	1,309.75				1,309.75
Disputed					
(i) MSME					
(ii) Others					
Total	**2,293.08**	**-**	**-**		**2,293.08**

b) Trade Payables ageing schedule
For the year ended March 31, 2025

In ₹' Lakhs

Particulars	Outstanding for following periods				Total
	Less Than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
(i) MSME	1,412.97				1,412.97
(ii) Others	1,264.95				1,264.95
Disputed					
(i) MSME					
(ii) Others					
Total	**2,677.91**	**-**	**-**		**2,677.91**

Disclosure as required by MSMED Act, 2006			In ₹' Lakhs	
		Particulars	**As at March 31, 2025**	**As at March 31, 2024**
a)	(i)	The principal amount thereon, remaining unpaid to any supplier as at the end of accounting year	983.33	1,412.97
	(ii)	The interest due thereon, remaining unpaid to any supplier as at the end of accounting year	-	-
b)		The amount of interest paid by the buyer under MSMED Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
c)		The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid)	-	-
d)		The amount of interest accrued and remaining unpaid at the end of accounting year	-	-
e)		The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act 2006	-	-
		Total	**983.33**	**1,412.97**

Note: The Company has not accounted for interest provisions as per MSMED Act, 2006 as the company has made payments to MSME Vendors within contractual period which is exceeding the contractual time-limit as per MSMED Act, 2006 and the amount payable to them are agreed between the company and the vendors considering the contractual credit period and hence, no interest is payable.

A.Trade Receivables ageing schedule For the period ended March 31, 2026	In ₹' Lakhs					
Particulars	**Outstanding for following periods from due date of payment**					
	< 6 Months	**6 Months - 1 Year**	**1 - 2 Years**	**2-3 Years**	**More than 3 Years**	**Total**
(i) Undisputed Trade Receivables - Considered good	4,734.05	868.98	191.82	394.08	445.87	6,634.80
(ii) Undisputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-
(iv) Disputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-
Total:	**4,734.05**	**868.98**	**191.82**	**394.08**	**445.87**	**6,634.80**

A.Trade Receivables ageing schedule For the year ended March 31, 2025	In ₹' Lakhs					
Particulars	**Outstanding for following periods from due date of payment**					
	< 6 Months	**6 Months - 1 Year**	**1 - 2 Years**	**2-3 Years**	**More than 3 Years**	**Total**
(i) Undisputed Trade Receivables - Considered good	3,497.51	622.33	419.98	477.08	404.76	5,421.66
(ii) Undisputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-
(iv) Disputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-
Total:	**3,497.51**	**622.33**	**419.98**	**477.08**	**404.76**	**5,421.66**

Note No.	Particulars	31-03-2026 In ₹' Lakhs	31-03-2025 In ₹' Lakhs
22	**Revenue from Operations**		
22.1	***Sale of Products***		
	Domestic	4,149.39	4,262.06
	Export	15,937.12	13,535.43
22.2	***Other Operating Income***		
	Fitment Charges	5.80	6.78
	Focus/MEIS Market Benefit	63.16	52.20
	Duty Drawback on Export	137.49	330.33
	Total	**20,292.95**	**18,186.80**
23	**Other Income**		
23.1	Interest on Deposits	18.02	9.89
23.2	MSME Subsidy	30.00	-
23.3	Profit on Sale of Assets	0.07	-
23.4	Miscellaneous income	1.57	31.96
23.5	Net Gain on Foreign Currency Transactions	648.20	246.02
	Prior Period Items	-	-
	Total	**697.86**	**287.87**
24	**Cost of Materials Consumed**		
	Opening Stock of Raw Materials	627.80	453.36
	Opening Stock of Engineering Spares	363.36	298.13
	Purchases of Raw Materials	11,981.53	11,377.96
	Purchases of Engineering Spares	335.89	278.26
	Closing Stock of Raw Materials	489.58	627.80
	Closing Stock of Engineering Spares	403.75	363.36
	Consumption:		
	Natural Rubber and Rubber Products	12,119.75	11,203.52
	Engineering Spares	295.50	213.03
	Total	**12,415.25**	**11,416.55**

Note No.	Particulars	31-03-2026 In ₹' Lakhs	31-03-2025 In ₹' Lakhs
24.1	**Changes in Inventories of Work in progress , Finished goods & Stock- in- trade**		
	Opening Stock		
	Finished Goods	3,467.15	3,035.68
	Work-in-Progress	1,194.25	1,224.96
	Closing Stock on		
	Finished Goods	3,699.26	3,467.15
	Work-in-Progress	1,274.62	1,194.25
	Changes in Inventory (Decrease)/ Increase	(312.48)	(400.76)
25	**Employee Benefits Expense**		
25.1	Salaries and Wages	2,356.14	1,742.24
25.2	Contribution to Gratuity	81.07	18.79
25.3	Contribution to PF and ESI	131.05	116.06
25.4	Staff Welfare	221.28	205.32
	Total	**2,789.54**	**2,082.41**
26	**Finance Cost**		
	Interest Expense		
26.1	Term Loan	333.84	129.94
26.2	Other Interests	228.37	587.08
26.3	Interest on late payment of taxes	29.80	36.59
26.4	Bank Charges & Processing Fees	682.25	135.76
	Total	**1,274.26**	**889.37**
27	**Depreciation and Amortization Expense**		
	Depreciation of Fixed Assets	692.68	584.60
	Amortization Expense	0.78	0.78
	Total	**693.46**	**585.38**
28	**Other Expenses**		
	Other Direct Expenses		
	Power - EB	570.50	542.48
	Packing Materials	58.70	50.33

Note No.	Particulars	31-03-2026 In ₹' Lakhs	31-03-2025 In ₹' Lakhs
	Insurance	38.52	25.49
	Mixing Charges/Rim Processing Charges	327.47	195.73
	Factory Expenses	79.03	57.60
	Freight Inwards & Cartage	202.02	170.32
	Machinery Maintenance Expenses	206.82	188.81
	R & D Expenses	251.14	290.72
	Sales and Admin Expenses		
	Import Documentation Charges	18.32	32.23
	Travelling & Conveyance Expenses	33.41	23.12
	Export freight Charges	115.46	125.42
	Export Documentation Charges	265.88	216.27
	Export Commission	183.11	89.46
	Warranty Claim Provision	40.26	35.59
	Marketing & Sample Tyres Expenses	58.14	79.79
	Discount on Sales	4.17	4.63
	ECGC Premium	32.67	33.59
	Export Non-Realisation Duty Draw Back Return Provision	-	-
	Listing Expenses	-	18.05
	Freight Outwards	46.89	47.25
	Postages & Telegram	0.24	0.42
	Software Renewal/AMC/Cloud Server	39.97	21.72
	Telephone Expenses	10.90	11.62
	CSR Expenses	26.26	21.60
	Bad Debts	-	-
	Overseas Travel & Expo Expenses	65.93	12.25
	Tyre Compensation	-	14.02
	Computer & Software Maintenance Expenses	5.28	5.49
	Internal Audit Fee	7.20	7.20

Note No.	Particulars	31-03-2026 In ₹' Lakhs	31-03-2025 In ₹' Lakhs
	Directors Sitting Fee	6.70	10.75
	Auditors Remuneration	2.80	2.85
	Product Liability Insurance	32.50	31.33
	Legal,Professional & Consultancy Charges	80.71	76.18
	Vehicle Repairs & Maintenance	10.00	2.82
	Printing & Stationery	9.19	15.02
	Office Rent	20.64	20.64
	Registration & Licence fees	23.22	25.70
	Other misc. Expenses	59.69	73.58
	Total	**2,933.72**	**2,580.09**

29 Contingent Liabilities and Commitments (to the extent not provided for):

A. Contingent Liabilities	In ₹' Lakhs	
Particulars	**As at March 31, 2026**	**As at March 31, 2025**
Claims against the company not acknowledged as debt	558.63	426.73
Bank Guarantees - Related to performance guarantee in various contracts	NIL	NIL
Other money for which the company may be contingently liable	-	-
(LUT) Raw Materials imported under advance authorization scheme of DGFT,	205.82	205.82
LUT for Capital Goods imported under EPCG advance authorization scheme of DGFT	-	-
Total	**764.45**	**632.55**

1. On 12th February 2021, under Section 143(3) of the Income Tax Act 1961, for the assessment year 2018, a scrutiny assessment notice/demand was issued with a tax amount of Rs. 305.32 Lakhs and interest of Rs. 212.20 Lakhs totaling Rs. 517.52 lakhs, which is pending.

2. On 30th April 2020, under Section 143(1A) of the Income Tax Act 1961, for the assessment year 2019, an intimation of income was issued with a tax amount of Rs. 7.75 lakhs, interest of Rs. 5.73 lakhs, totaling Rs. 13.48 lakhs, which is pending.
3. On 19th June 2017, under Section 143(1B) of the Income Tax Act 1961, for the assessment year 2015, a best judgment assessment notice/ demand was issued with a tax amount of Rs. 6.59 lakhs, interest of Rs. 7.24 lakhs, totaling Rs. 13.83 lakhs, which is pending.
4. On 19th June 2017, under Section 143(1B) of the Income Tax Act 1961, for the assessment year 2015, a best judgment assessment notice/ demand was issued with a tax amount of Rs. 3.73 lakhs, interest of Rs. 4.07 lakhs, totaling Rs. 7.80 lakhs, which is pending.
5. On 12th Feb 2021, under Section 143(1B) of the Income Tax Act 1961, for the assessment year 2018, a best judgment assessment notice/ demand was issued with a tax amount of Rs. 1.37 lakhs, interest of Rs. 2.25 lakhs, totaling Rs. 3.62 lakhs, which is pending.
6. On 12th Feb 2021, under Section 143(3) of the Income Tax Act 1961, for the assessment year 2017, a best judgment assessment notice/ demand was issued with a tax amount of Rs. 1.32 lakhs, interest of Rs. 1.06 lakhs, totaling Rs. 2.38 lakhs, which is pending.

30 Proposed Dividend Details

The Company has proposed a dividend of 10% of the Face Value of Rs.10 Per share during the year which is subject to the approval of Members at the ensuing AGM

31 Securities were issued during the year as mentioned in Note 2 B.

32 The assets other than Property, Plant and Equipment, Intangible Assets and non-current investments have a value which can be realized in the ordinary course of business and equals to the amount at which they are stated.

33 Details of Benami Property Held

There are no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988).

34 The Company has made borrowings from the banks on the basis of security of current assets, and the statements of current assets as required to be filed by the Company with banks and financial institutions are done periodically. The amounts as per the quarterly return of inventories and book debts submitted to the banks were lower than the amounts as per the books of account and accordingly did not affect the drawing power and the required security cover computed in accordance with the sanctioned terms.

35 Wilful Defaulter

The company is not declared as wilful defaulter by any bank or financial institution or other lender.

36 Relationship with Struck off Companies

The Company has not entered into any transactions with companies struck off

under section 248 of the Companies Act, 2013.

37 Compliance with Number of Layers of Companies

The Company has Two wholly owned subsidiaries namely Emrald Middle East FZE and Emrald Tyres Europe BV. WOS are under the exceptions of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 are not applicable.

38 Compliance with Approved Scheme(s) of Arrangements

No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

39 Utilisation of Borrowed Funds and Share Premium

A. The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

B. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

40. Payment to the Auditor

Particulars	In ₹' Lakhs	
	For the period ended	For the year ended
	March 31, 2026	March 31, 2025
Statutory Audit Fees & Tax Audit Fees	2.50	2.25
Tax Audit Fees	0.30	0.25
Other Matters	-	-
Total	**2.80**	**2.50**

41. Corporate Social Responsibility

The applicability towards CSR has commenced from this financial year 2022-23 onwards and the company is taking required steps to comply with Corporate Social Responsibility (CSR) as provisions of Section 135 of the companies act, 2013.

	Particulars	March 31, 2026 Amount in ₹ 'Lakhs	March 31, 2025 Amount in ₹ 'Lakhs
a)	Amount required to be spent by the company during the year	26.17	21.58
b)	Amount of expenditure incurred,*	26.26	21.60
c)	Shortfall at the end of the year,	-	-
d)	Total of previous years shortfall	-	-
e)	Reason for shortfall	-	-
f)	Nature of CSR activities,	Healthcare, School, Chatram, Karna Vidhya Foundation	Healthcare
g)	Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard,	No Related Party Involved	No Related Party Involved
h)	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately.	Nil	Nil

*Note: Amount Spent till before end of the Financial Year ₹ 26,26,028/- for the year 2025-2026

42. No amounts have been set aside or proposed to be set aside to reserve to meet any specific liability, contingency or commitment known to exit at the date as at which balance sheet made up.

43 Undisclosed Income:

There are no transactions that were not recorded in the books of account, and which has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

There is no previously unrecorded income and related assets have been recorded in the books of account during the year.

44 Details of Crypto Currency or Virtual Currency:

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

45 Dues to Micro, Small and Medium Enterprise (MSME):

The dues towards micro, small and medium enterprises have been disclosed in the scheduled to balance sheet.

46 Registration of Charges or Satisfaction with registrar of Companies : There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period except for vehicle loans availed by the Company for which the company has filed compounding application under the provisions of the companies act, 2013.

47 Disclosure of related parties/related party transactions pursuant to Accounting Standard (AS) - 18 "Related Party Disclosures":

The company has entered into following related party transactions for the periods covered under audit. Such parties and transactions are identified as per accounting standard 18 issued by Institute of Chartered Accountants of India.

A. List of Related parties	
Name of the key managerial personnel/Entity	**Relationship**
Mr V T Chandhrasekharan	Chairman & Managing Director
Mr D Eswara Krishnan	Whole Time Director
Mr V Krishnaram	CEO
Mr S Shankar Ganesh	CFO
Mr H Narayana Rao	Company Secretary cum Compliance Officer

Subsidiaries	
Emrald Middle East FZ LLC	Wholly Owned Subsidiaries
Emrald Tyres Europe BVBA	Wholly Owned Subsidiaries

Entities in which Director/KMP/ Relatives of KMP can exercise significant influence
Emrald Herbs and Plants Private Ltd
Emrald Bio Fertilisers Private Ltd

A. List of Other Related parties	
Name of the key managerial personnel/Entity	**Relationship**
Mr V Thirupathi	Father of Chairman and MD
Mr V T Srinivas	Brother of Chairman and MD
S A Rubber Engineering PTY Ltd	Company Owned by Brother of Chairman and MD

B. Transactions with related parties	(All amounts are in ₹. lakhs)	
Particulars	**For the Year Ended 31-March-2026**	**For the Year Ended 31-March-2025**
Sales to WOS		
Emrald Middle East FZ LLC	166.13	-
Emrald Tyres Europe BVBA	3,662.26	2,855.52
Sales to Other Related Party		
S A Rubber Engineering PTY Ltd	146.18	133.91
Key management Personal		
Remuneration Paid to		
Mr V T Chandhrasekharan	71.34	71.34
Mr D Eswara Krishnan	42.43	42.43
Salary Paid		
Mr V Krishnaram	77.88	74.43
Mr S Shankar Ganesh	27.58	26.32
Mrs Raja Devika Dhivya (Resigned 19th Jan 2025)	-	9.54
Mr H Narayana Rao (Appointed on 02nd May 2025)	11.84	-
Rent Paid		
Mr.V.T.Chandhrasekharan	19.20	19.20
Mr.V T Srinivas	1.44	1.44

Other Than KMP		
Mr.V.Thirupathi (Consultancy Charges)	72.60	72.60
Mr.V T Srinivas (Salary)	-	5.06
Total	**324.31**	**322.36**

Trade Receivable From		
Emrald Middle East FZ LLC	728.40	696.73
Emrald Tyres Europe BVBA	2,752.94	1,431.72
S A Rubber Engineering PTY Ltd	680.36	646.57

48 Income Taxes

I . Minimum Alternate Tax

Company has opted for special rate of tax of the Income Tax Act, 1961. Hence, MAT asset is not recognised.

II. Current Tax

Particulars	(All amounts are in ₹. lakhs)	
	For the period ended March 31, 2026	For the year ended March 31, 2025
Current Tax	154.24	323.86
Add: Tax Adjustment for earlier years	21.47	38.16
Net Current Tax	**175.71**	**362.02**

49 Exchange Difference

Particulars	(All amounts are in ₹. lakhs)	
	For the period ended March 31, 2026	For the year ended March 31, 2025
Exchange Difference Gain/(Loss)	648.20	246.02
Total	**648.20**	**246.02**

50 Cash Flow Statement:

(1) The amount of significant cash and cash equivalent balances held by the enterprise as at March 31, 2026 was Rs. 573.25 Lakhs that are available for use by Company excluding fixed deposits under lien.

(2) Company does not have undrawn borrowing facilities that may be available for future operating activities.

(3) The Company has appropriate amount of Cash Flows that are required to maintain operating capacity.

(4) Company is investing adequately in the maintenance of its operating capacity.

(5) There are no non cash transactions happened in investing and financing activities to be excluded from Cash Flow Statement.

Additional Disclosures:	**(All amounts are in ₹. lakhs)**	
I. Components of Cash and Cash Equivalents:	**For the period ended**	
	March 31, 2026	**March 31, 2025**
Cash on Hand	0.10	0.07
Balance with Banks	573.15	1,048.33
Total Components of Cash and Cash Equivalents:	**573.25**	**1,048.39**

51 Changes in Accounting Policies:

There are no changes in Accounting policies made by the Company for the year ended 31st March 2026.

52 Disclosures on Property, Plant and Equipment and Intangible Assets:

I. Property, Plant and Equipment

(1) There is no restriction on the title of Property, Plant and Equipment, subject to only those which are under hypothication/ charge.

(2) Company has no contractual commitments for the acquisition of Property,Plant & Equipment.

(3) Company has no Impairment loss during the period for Property, Plant & Equipment.

(4) Assets are periodically checked for active usage and those which are retired are written off.

(5) There are no temporarily idle property, plant and equipment.

(6) Intangible asset is amortised as per Schedule II.

(7) The carrying amount and remaining amortization period of any individual intangible asset are not material to the financial statements of the enterprise as a whole.

(8) There are no amounts of intangible assets whose title is restricted and the carrying amounts of intangible assets pledged as security for liabilities.

(9) The company has capital work-in-progress for machinery and ageing is represented below.

Capital Work in Progress as on 31 March 2026 ***(Amount in ₹ Lakhs)***

Particulars	Amount in CWIP for a period of				Total
	Less Than 1 Year	1-2 Year	2-3 Years	More than 3 Years	
Projects in progress					
- Machinery	-			-	-
Projects in Suspended					
			Total		**-**

Capital Work in Progress as on 31 March 2025 **(Amount in ₹ Lakhs)**

Particulars	Amount in CWIP for a period of				Total
	Less Than 1 Year	1-2 Year	2-3 Years	More than 3 Years	
Projects in progress					
- Machinery	2,744.46			296.48	3,040.94
Projects in Suspended					
			Total		**3,040.94**

53 Earnings Per Share **(All amounts are in ₹. lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
1. Profit attributable to equity shareholders before extraordinary items (A)	873.93	932.63
Add : Interest on Convertible Debentures (Post tax)	-	-
2. Profit attributable to equity shareholders after extraordinary items (B)	873.93	932.63

Particulars	As at March 31, 2026	As at March 31, 2025
3. Number of equity shares outstanding during the year including bonus shares (C) (in numbers)		
- Basic	1,94,76,512	1,94,76,512
- Diluted	1,94,76,512	1,94,76,512
4. Basic earnings per share before extraordinary items of face value of ₹ 10 (A/D) after bonus	4.49	4.79
5. Diluted earnings per share after extraordinary items of face value of ₹ 10 (B/D)	4.49	4.79
6. Weighted average number of equity shares outstanding during the year including bonus shares (C) (in numbers)		
- Basic	1,94,76,512	1,94,76,512
- Diluted	1,94,76,512	1,94,76,512
7. Basic earnings per share before extraordinary items of face value of ₹ 10 (A/D) after bonus	4.49	4.79
8. Diluted earnings per share after extraordinary items of face value of ₹ 10 (B/D)	4.49	4.79

54. Balance shown under head Sundry debtors, creditors and advances are subject to confirmation.

55. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with current year's classification.

56 Ratios: **(All amounts are in ₹. lakhs)**

S. No	RATIOS	For the Period ended March 31, 2026	For the Year ended March 31, 2025	Variance	Reasons
a.	**Current Ratio** Current Assets / Current liabilities	1.47	1.35	9.28%	
b.	**Debt-Equity Ratio** Total Outside Liabilities / Total Shareholder's Equity	0.97	0.65	49.72%	
c.	**Debt Service Coverage Ratio*** EBITDA / (Interest + Principal repayments)	0.77	0.98	-21.82%	
d.	**Return on Equity Ratio*** (Net Profit After Taxes - Preference Dividend if any) / Average Equity share holders fund	0.07	0.10	-29.45%	
e.	**Inventory Turnover Ratio*** Cost of Goods Sold (or) Sales / Average Inventory	2.10	2.07	1.71%	
f	**Trade Receivables Turnover Ratio*** Credit Sales / Average Trade Receivables	3.37	3.66	-8.04%	
g.	**Trade Payable Turnover Ratio*** Credit Purchases / Average Trade Payables	6.14	6.07	1.02%	
h.	**Net Capital Turnover Ratio*** Sales / Average working capital	5.04	6.57	-23.23%	
i.	**Net Profit (after tax) Ratio** Net Profit (after tax)/ Total Sales * 100	4.31%	5.13%	-16.02%	

j.	**Return on Capital Employed*** (EBIT / Capital Employed) * 100	10.00%	11.37%	-12.01%	
k.	**Return on Investment** Income generated from investments/ Total Investment*100	N.A	N.A		

As per our Report on even date
For **Rajani & Co**
Chartered Accountants
Firm Registration No. 003433S

For and on Behalf of the Board of Directors of Emerald Tyre Manufacturers Ltd
CIN : L25111TN2002PLC048665
(formerly known as **Emerald Resilient Tyre Manufacturers P Ltd & Emerald Resilient Tyre Manufacturers Ltd)**

Mahesh Jain
Partner
M No. 229881
UDIN: 26229881ETKEJY4007

V T Chandhrasekharan
Chairman & Managing Director
DIN No. 00628816

Eswarakrishnan D
Whole-Time Director
DIN: 01739106

Place : Chennai
Date : 25th May 2026

V Krishnaram
Chief Executive Officer

S Shankar Ganesh
Chief Financial Officer

H Narayanarao
Company Secretary
M No. A47309

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INDEPENDENT AUDITORS' REPORT

TO

THE MEMBERS OF
EMERALD TYRE MANUFACTURERS LIMITED
(formerly known as Emerald Resilient Tyre Manufacturers Pvt. Ltd & Emerald Resilient Tyre Manufacturers Limited)

Report on the Audit of the Consolidated financial statements.

Opinion

We have audited the Consolidated financial statements of **Emerald Tyre Manufacturers Limited** ("the Company"), which comprise the Consolidated balance sheet as at 31st March 2026, and the Consolidated statement of Profit and Loss and Consolidated statement of cash flows for the year then ended, and notes to the Consolidated financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2026 its Profit and its Cash Flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the consolidated financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

During the year, the Company incurred significant capital expenditure towards expansion and modernisation of its manufacturing facilities, resulting in substantial additions to Property, Plant and Equipment. The matter involved significant judgement in determining whether the expenditures meet the criteria for capitalisation, identification of directly attributable costs, and assessment of the

date when assets were available for their intended use. Given the magnitude of the expenditure and judgement involved, this was considered to be a key audit matter.

Our audit procedures included evaluating the Company's capitalisation policies, testing capital expenditure on a sample basis with reference to supporting documentation such as contracts and invoices, assessing the appropriateness of capitalisation dates, reviewing depreciation commencement, and evaluating the adequacy of disclosures in the financial statements

Information other than the consolidated financial statements and auditors' report thereon

The Holding Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated financial Statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that if there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated financial statements, management and Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless

management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matters

We did not audit the financial statements of the 2 foreign subsidiaries (Emrald Middle East FZ LLC and Emrald Tyres Europe BVBA), whose financial results include total assets of (before consolidation adjustments) Rs 4,068.62 lakhs as at 31st March, 2026 (Net Asset – Rs.-432.24), total revenue of (before consolidation adjustments) Rs 5,352.05 Lakhs and total net profit after tax of (before consolidation adjustments) Rs 261.37 lakhs. These financial statements have been audited/ reviewed by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. **As required by Section 143 (3) of the Act, we report that:**

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant

books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors as on 31st March, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164 (2) of the Act of the Holding Company.

f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in **Annexure B**;

g) With respect to the matter to be included in the Auditor's Report under section 197(16), In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.

h) With respect to the **other matters** to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations as at 31st March, 2026 on its financial position in its Consolidated financial statements;

ii. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

vi. (a) The management has represented that, to the best of its knowledge and belief, other than disclosed in notes to the financial statement, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether,

directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented, that, to the best of its knowledge and belief, other than disclosed in notes to the financial statement, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. As stated in note 30 to the consolidated financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

vi. As per reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014, the Company with effect from 1st April 2023 is using accounting software for maintaining books of account which has features of recording audit trial (edit log) facility

For Rajani & Co
Chartered Accountants
FRNo.003433S

Mahesh Jain,
Partner
M.No.229881,
UDIN: 26229881UVSAWF5136

Place : Chennai
Date : 25-May-2026

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

Statement of matters specified in Para 3 & 4 of the order referred to in sub-section (11) of 143.

The annexure referred to in Para 1 under the heading of "Report on other Legal and Regulatory Requirements" of our report to the Share Holders of M/S Emerald Tyre Manufacturers Limited (formerly known as Emerald Resilient Tyre Manufacturers Limited) of even date:

We report that:

In our opinion and according to the information and explanations given to us, there are no qualifications or adverse remarks by the auditors in the Companies (Auditor's Report) Order, 2020 report of the company incorporated in India and included in the consolidated financial Statements.

For Rajani & Co
Chartered Accountants
FRNo.003433S

Place : Chennai
Date : 25-May-2026

Mahesh Jain,
Partner
M.No.229881,
UDIN: 26229881UVSAWF5136

ANNEXURE - B

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to Consolidated financial statements of **EMERALD TYRE MANUFACTURERS LIMITED (formerly known as Emerald Resilient Tyre Manufacturers Limited)** (the "Company") as of March 31, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the company and its subsidiary companies are responsible for establishing and maintaining internal financial controls with reference to financial statements based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's and its subsidiary companies which are incorporated outside India, internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those financial statement and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to the financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company and its subsidiary companies, which are incorporated outside India.

Meaning of Internal Financial Controls with reference to consolidated financial statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that:

1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company and its subsidiary companies, have, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2026, based on the criteria for internal financial control with reference to financial statements established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For Rajani & Co
Chartered Accountants
FRNo.003433S

Mahesh Jain,
Partner
M.No.229881,
UDIN: 26229881UVSAWF5136

Place : Chennai
Date : 25-May-2026

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2026

Particulars			Note No.	31-03-2026 Amount In Lacs		31-03-2025 Amount In Lacs	
I	**EQUITY AND LIABILITIES**						
	1.	**SHAREHOLDERS' FUND**					
	a	Share Capital	2	1,947.65		1,947.65	
	b	Reserve and Surplus	3	9,589.71	**11,537.36**	8,983.84	**10,931.49**
	2.	**NON CURRENT LIABILITIES**					
	a	Long Term Borrowings	4	5,765.61		1,640.43	
	b	Deferred Tax Liabilities	5	438.41		290.98	
	c	Other Long Term Liabilities	6	125.80		127.04	
	d	Long Term Provisions	7	35.29		20.60	
		Total			**6,365.10**		**2,079.05**
	3.	**CURRENT LIABILITIES**					
	a	Short Term Borrowings	8	7,803.48		7,181.72	
	b	Trade Payables	9	2,031.05		2,678.80	
	c	Other Current Liabilities	10	407.52		342.29	
	d	Short Term Provisions	11	462.42	10,704.47	497.47	10,700.29
		Total			**28,606.93**		**23,710.83**
II	**ASSETS**						
	1.	**NON CURRENT ASSETS**					
	a	Fixed Assets					
		(i) Tangible	12	12,225.10		4,892.04	
		(ii) Intangible	12	790.91		680.81	
		(iii) WIP		-		3,040.94	
		Total			**13,016.01**		**8,613.79**
	b	Non Current Investment	13	587.69		125.00	
	c	Long Term loans and advances	14	254.89		1,324.67	
	d	Other Non Current Assets	15	-		-	
		Total			**842.58**		**1,449.67**

2.	**CURRENT ASSETS**						
	a	Current Investments	16				
	b	Inventories	17	7,363.72		6,673.66	
	c	Trade Receivables	18	5,369.46		4,509.15	
	d	Cash and Cash Equivalents	19	1,054.56		1,559.70	
	e	Short Term loans & Advances	20	567.73		489.92	
	f	Other Current Assets	21	392.88	**14,748.34**	414.95	**13,647.37**
		Total			**28,606.93**		**23,710.83**

See accompanying notes to the Financial Statements
In terms of our Report Attached
For **Rajani & Co**
Chartered Accountants
Firm Registration No. 003433S

For and on Behalf of the Board of Directors of
Emerald Tyre Manufacturers Limited
CIN : L25111TN2002PLC048665

Mahesh Jain
Partner
M No. 229881
UDIN: 26229881ETKEJY4007

V T Chandhrasekharan
Chairman & Managing Director
DIN No. 00628816

Eswarakrishnan D
Whole-Time Director
DIN: 01739106

V Krishnaram
Chief Executive Officer

S Shankar Ganesh
Chief Financial Officer

H Narayanarao
Company Secretary
M No. A47309

Place : Chennai
Date : 25th May 2026

CONSOLIDATED PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH 2026

	Particulars	Note No.	31-03-2026 Amount In Lacs	31-03-2025 Amount In Lacs
I.	**Revenue from Operations**	22	21,815.96	19,946.80
	Less : Excise Duty		-	-
	Revenue from Operations (Net)		**21,815.96**	**19,946.80**
II.	**Other Income**	23	698.51	314.67
III.	**Total Revenue (I+II)**		**22,514.48**	**20,261.47**
IV.	**Expenses:**			
	Cost of Materials Consumed	24	12,978.55	12,107.35
	Changes in Inventories	24.1	(787.89)	(602.65)
	Employee Benefits Expense	25	2,878.11	2,153.23
	Finance Cost	26	1,370.75	999.69
	Depreciation and Amortization Expense	27	697.23	588.64
	Other Expenses	28	3,998.35	3,582.88
	Total Expenses		**21,135.10**	**18,829.14**
V.	**Profit before Tax**		**1,379.38**	**1,432.33**
	PRIOR PERIOD EXPNESE/ INCOME		-	9.25
	Profit Before Tax after Prior Period Adjustment		**1,379.38**	**1,423.08**
VI.	**Tax Expense**			
	(i) Current Tax		178.01	323.86
	(ii) Deferred Tax (Asset)/Liability		147.42	17.72
	(iii) Tax Paid for Previous Years		21.45	38.16
	(iv) MAT		-	-

VII.	**PAT from continuing Operations**	**1,032.49**	**1,043.34**
VIII.	**EPS Per Equity Share in Rupees**		
	Basic	5.30	6.52
	Diluted	5.30	6.52

See accompanying notes to the Financial Statements
In terms of our Report Attached
For **Rajani & Co**
Chartered Accountants
Firm Registration No. 003433S

Mahesh Jain
Partner
M No. 229881
UDIN: 26229881ETKEJY4007

Place : Chennai
Date : 25th May 2026

For and on Behalf of the Board of Directors of
Emerald Tyre Manufacturers Limited
CIN : L25111TN2002PLC048665

V T Chandhrasekharan
Chairman & Managing Director
DIN No. 00628816

Eswarakrishnan D
Whole-Time Director
DIN: 01739106

V Krishnaram
Chief Executive Officer

S Shankar Ganesh
Chief Financial Officer

H Narayanarao
Company Secretary
M No. A47309

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2026

Particulars	For the year ended 31-Mar-26 Amount in Lacs		For the year ended 31-Mar-25 Amount in Lacs	
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		1,379.38		1,423.08
Add :				
a) Depreciation and amortisation	697.23		588.64	
b) (Profit) / loss on sale / write off of assets	(0.07)		-	
c) Finance costs	1,370.75		999.69	
d) Provision for Warranty claim	40.26	2,108.17	35.59	1,623.92
Total		**3,487.54**		**3,047.00**
Interest income	18.02		9.89	
Other non operating income	32.23		58.76	
Net gain on foreign currency transactions	648.20		246.02	
Bad Debts				
Write-off of Investment				
Gratuity Provision and Leave Encashment Provisions	(39.73)		(31.33)	
Total		**658.71**		**283.34**
Operating profit / (loss) before working capital changes		2,828.83		2,763.66
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories	(690.06)		(842.33)	
Trade receivables	(212.11)		(219.52)	
Short-term loans and advances	43.59		(33.82)	
Long-term loans and advances	1,069.77		(1,058.64)	
Other current assets	22.07		(188.85)	
Other non-current assets	-		4.99	
Total		**233.27**		**(2,338.17)**
Adjustments for (increase) / decrease in operating liabilities:				

Particulars	For the year ended 31-Mar-26 Amount in Lacs		For the year ended 31-Mar-25 Amount in Lacs	
Trade payables	647.75		(669.35)	
Other current liabilities	(65.22)		(148.88)	
Other long-term liabilities	1.24		(3.33)	
Short-term provisions	(53.78)		73.69	
Long-term provisions	(14.69)	515.29	(20.60)	(768.47)
Cash flow from extraordinary items				
Cash generated from operations		2,546.80		1,193.95
Net income tax (paid) / refunds	(489.69)		(378.39)	
Net cash flow from / (used in) operating activities (A)		2,057.12		815.57
B. Cash flow from investing activities				
Capital expenditure on fixed assets, including capital advances		(5,100.39)		(3,119.19)
Proceeds from sale of fixed assets		1.02		-
Long Term Investments		(462.69)		(25.00)
Consolidation Adjustment		(231.86)		(29.02)
Net cash flow from / (used in) investing activities (B)		(5,793.91)		(3,173.22)
C. Cash flow from financing activities				
Proceeds from equity Share application money	-		4,502.21	
Proceeds from long-term borrowings (Net of repayments)	4,125.18		(649.24)	
Net increase / (decrease) in working capital borrowings	621.76		753.11	
Interest income	18.02		9.89	
Other non operating income	32.23		58.76	
Net gain on foreign currency transactions	-		-	
Finance cost	(1,370.75)		(999.69)	
Dividends paid including tax	(194.77)		(144.91)	
Net cash flow from / (used in) financing activities (C)	3,231.67		3,530.13	
Net (increase) / decrease in Cash and cash equivalents (A+B+C)	(505.13)		1,172.48	

Particulars	For the year ended 31-Mar-26 Amount in Lacs	For the year ended 31-Mar-25 Amount in Lacs
Cash and cash equivalents at the beginning of the year	1,559.70	387.22
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents		
Cash and cash equivalents at the end of the year	1,054.56	1,559.70
Reconciliation of Cash and cash equivalents with the Balance Sheet:		
Cash and cash equivalents as per Balance Sheet (Refer Note 16)	1,054.56	1,559.70
Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3		
Cash Flow Statements (give details)		
Net Cash and cash equivalents (as defined in AS 3 Cash Flow Statements) included in Note 16	1,054.57	1,559.70
Add: Current investments considered as part of Cash and cash equivalents		
(as defined in AS 3 Cash Flow Statements) (Refer Note (ii) to Note 16 Current investments)		
Cash and cash equivalents at the end of the year *		
* Comprises:		
(a) Cash on hand	0.13	0.19
(b) Balances with banks		
(i) In current accounts	591.47	1,329.11
(ii) In EEFC accounts	462.96	230.39

See accompanying notes to the Financial Statements
In terms of our Report Attached
For **Rajani & Co**
Chartered Accountants
Firm Registration No. 003433S

For and on Behalf of the Board of Directors of
Emerald Tyre Manufacturers Limited
CIN : L25111TN2002PLC048665

Mahesh Jain
Partner
M No. 229881
UDIN: 26229881ETKEJY4007

V T Chandhrasekharan
Chairman & Managing Director
DIN No. 00628816

Eswarakrishnan D
Whole-Time Director
DIN: 01739106

Place : Chennai
Date : 25th May 2026

V Krishnaram
Chief Executive Officer

S Shankar Ganesh
Chief Financial Officer

H Narayanarao
Company Secretary
M No. A47309

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

1. Company Overview & Significant Accounting Policies

1(a) Company Overview

Emrald Tyre Manufacturers Limited (the Holding Company) having CIN:L25111TN2002PLC048665 incorporated on 27th March 2002 under the provisions of the Companies Act, 1956, and having its registered office at Emerald House, Plot No.2, 2nd Street, Porur Gardens, Phase I, Vanagram, Chennai - 600 095

Emerald Tyre Manufacturers Limited holds 100% of Emrald Middle East FZE, which was incorporated on January 10, 2011 and 100% of Emrald Tyres Europe BV which was incorporated on February 14,2011". The registered office of the subsidiaries are situated in Dubai, UAE & Zele, Belgium respectively. Emerald Tyre Manufacturers Limited along with subsidiaries Emrald Middle East FZE and Emrald Tyres Europe BV is the "Group" for the purpose of consolidation. The Financial Statements of Emrald Middle East FZE is audited by SPA auditing, Dubai. The local regulation of Europe does not mandate the audit. We have gone through the audit report of the subsidiary and no qualifications were found. In so far as it relates to the amounts and disclosures included in respect of Emrald Tyres Europe BV is based solely on the reports of the Management.

The Company is engaged in the business of manufacturing and selling of Off highway tyres for all Material Handling and other applications.

1(b) Significant Accounting Policies

1 Basis of Preparation:

The Financial Statements have been prepared in accordance with Indian Generally Accepted Accounting Principles (IGAAP) under historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards prescribed by the Companies (Accounting Standards) Rules, 2021. Principles of consolidation: The consolidated financial statements comprise the financial statements of Emerald Tyre Manufacturers Ltd (the Holding Company) and it's Subsidiaries Company. The Financial Statements of all the companies are prepared according to uniform accounting policies, in accordance with generally accepted accounting principles in the countries of incorporation. The effects of intercompany transactions are eliminated on consolidation

Companies included in Consolidation:		
Name of the Company	**Relationship**	**Shareholding %**
Emrald Middle East FZE	WOS	100 %
Emrald Tyres Europe BVBA	WOS	100 %

2 Revenue Recognition:

Revenue is recognized only when risks and rewards incidental to ownership are transferred to the customer, it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operations includes sale of goods, services, service tax, excise duty, GST, and sales during trail run period, adjusted for discounts (net), and gain/loss on corresponding hedge contracts. Revenue for WOS comes from Sale of Tyres received from Emerald Tyre Manufacturers Limited.

The following other revenues are recognized and accounted on their accrual with necessary provisions for all known liabilities and losses as per AS 9.

Interest Income : Revenue is recognized on the time proportion basis after taking into account the amount outstanding and the rate applicable.

Other Income : Other items of income and expenditure are recognized on accrual basis and as a going concern basis, and the accounting policies are consistent with the generally accepted accounting policies.

Export benefits are recognised on post shipment basis under prevalent schemes under exim/foreign trade policies

3 Property Plant and Equipment Including Intangible Assets:

Property Plant and Equipment's are stated at cost, less accumulated depreciation. Cost includes cost of acquisition including material cost, freight, installation cost, duties and taxes, and other incidental expenses, incurred up to the installation stage, related to such acquisition. Property Plant and Equipment's purchased in India in foreign currency are recorded in Rupees, converted at the exchange rate prevailed on the date of purchase. Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortisation and any accumulated impairment loss. Subsequent expenditure if any, is capitalized if it increases the future economic benefits.

4 Depreciation & Amortisation:

The Company has applied the estimated useful lives as specified in Schedule II of the Companies Act 2013 and calculated the depreciation as per the Straight Line Value (SLV) method. Depreciation on new assets acquired during the year is provided at the rates applicable from the date of acquisition to the end of the financial year. In respect of the assets sold during the year, depreciation is

provided from the beginning of the year till the date of its disposal.

5 Impairment of Assets:

The Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognised wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. Reversal of impairment loss is recognised immediately as income in the profit and loss account.

6 Use of Estimates:

The preparation of the financial statements in conformity with Generally Accepted Accounting Principles requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and the reported amounts of income and expenses during the year. Examples of such estimates include provisions for doubtful debts, income taxes, post - sales customer support and the useful lives of Property Plant and Equipments and intangible assets.

7 Foreign Currency Transactions:

Domestic Operation:

I . Initial Recognition :

A foreign currency transactions are recorded, on initial recognition in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

II . Measurement :

Foreign currency monetary items are reported using the Average Rate for expenses and Income and Closing Rate for Assets and Liabilities

Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction

Non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

III . Treatment of Foreign Exchange :

Exchange differences arising on settlement/restatement of foreign currency monetary assets and liabilities of the Company are recognised as income or expenses in the Statement of Profit and Loss.

8 Employee Benefits:

Defined Contribution Plan:

The Company provides for ESI, PF and Super annuation Plan for eligible employees for which the company makes contribution on monthly basis and the same is charged to profit and loss Account.

Defined Benefit Plan:

The Company provides for Gratuity, a Defined benefit plan (The Grauity Plan) covering eligible employees in accordance with payment of Gratuity Act, 1972. Gratuity liability is a defined benefit obligation and is funded through LIC of India. The Company accounts for liability for future gratuity benefits based on the actuarial valuation using Projected Unit Credit Method carried out as at the end of each financial year. The expenditure is passed to Profit and Loss account

9 Taxes on Income:

Income Tax expense is accounted for in accordance with AS-22 "Accounting for Taxes on Income" for both Current Tax and Deferred Tax stated below:

A. Current Tax:

Provision for current tax is made in accordance with the provisions of the Income Tax Act, 1961. As per the provisions applicable, MAT Assets are not recognised.

B. Deferred Tax:

Deferred tax is recognised, subject to the consideration of prudence, as the tax effect of timing difference between the taxable income and accounting income computed for the current accounting year using the tax rates and tax laws that have been enacted or substantially enacted by the balance sheet date.

Deferred tax assets are recognised and carried forward to the extent that there is a reasonable certainty, except arising from unabsorbed depreciation and carried forward losses, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

10 Provisions and Contingent Liabilities:

A provision is recognised if, as a result of past event, the Company has a present legal obligation that can be estimated reliably and it is probable that an outflow of economic benefit will be required to settle the obligation. Provisions are determined by the best estimate of outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is possible obligation or present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

11 Earnings Per Share:

Basic Earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted

for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares. Dilutive potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

12 Cash and Cash Equivalents:

Cash and cash equivalents comprise cash and cash deposits with banks. The Company considers all highly liquid investments with a original maturity at a date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

13 Cash Flow Statement:

Cash flows are reported using indirect method, whereby net profit/loss before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

14 Inventory

Inventories are valued at lower of cost and net realisable value. The cost is computed on weighted average basis. Finished Goods and Process Stock include cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

15 Investments:

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. Mutual Funds are stated at Cost i.e Invested Value. Non-current investments are carried at cost less any other-than-temporary diminution in value, determined on the specific identification basis. Profit or loss on sale of investments is determined as the difference between the sale price and carrying value of investment, determined individually for each investment. Cost of investments sold is arrived using average method.

16 Research And Development Expenses

Revenue expenditure on R&D is charged to Profit and Loss account as incurred. Capital expenditure on assets acquired for Research and development is added to PPE and expenditure incurred on product development is capitalised and amortized over the period of 5 Years from the date of Capitalisation.

17 Warranty

Provision is made for estimated warranty claims in respect of product sold which are still under warranty at the end of the reporting year. Management estimates the provision based on historical warranty claim information and any recent trends that may suggest future claims to differ from historical amounts.

NOTE -2. SHARE CAPITAL

Particulars	31-03-2026		31-03-2025	
	Number of shares	In ₹' Lakhs	Number of shares	In ₹' Lakhs
(a) Authorised	2,50,00,000	2,500.00	2,50,00,000	2,500.00
2,50,00,000 Equity Shares of Rs.10 each#	2,50,00,000	2,500.00	2,50,00,000	2,500.00
5,00,000 15% Cumulative Non Convertible Redeemable Preference Share of Rs.100/- Each	-	-	-	-
(b) Issued, Subscribed and Paid up	**1,94,76,512**	**1,947.65**	**1,94,76,512**	**1,947.65**
1,94,76,512 (PY 1,94,76,512) Equity Shares of Rs.10 each	1,94,76,512	1,947.65	1,44,90,512	1,449.05
49,86,00 Equity Shares of Rs. 10 each		-	49,86,000	498.60
Total	**1,94,76,512**	**1,947.65**	**1,94,76,512**	**1,947.65**

List of Shareholders holding more than 5% share capital

Name of Shareholders	No. of Shares Equity Shares	%	Value/ Share	In ₹' Lakhs
Equity Shares				
V Thirupathi	17,01,000	8.73%	10.00	170.10
V T Chandhrasekhran	68,71,948	35.28%	10.00	687.19
Karthikeyan Swarnam	10,08,080	5.18%	10.00	112.81
Rajasthan Global Securities Private Limited	17,83,384	9.16%	10.00	178.34
Total	**1,14,84,412**	**58.35%**		**1,148.44**

NOTE 2A. SHARES HELD BY PROMOTORS

Current Reporting Period				
Sr. No.	**Promotor's Name**	**No of shares**	**% of total shares**	**% Change during the year**
1	Mr. V.Thirupathi	17,01,000	8.73%	0.00%
2	Mrs.T.Kannaki	6,80,000	3.49%	0.00%
3	Mr.V.T.Chandhrasekharan	68,71,948	35.28%	0.00%
4	Mr.V.T.Srinivas	5,45,880	2.80%	0.00%

Previous reporting Period				
Sr. No.	Promotor's Name	No of shares	% of total shares	% Change during the year
1	Mr. V.Thirupathi	17,01,000	8.73%	-3.01%
2	Mrs.T.Kannaki	6,80,000	3.49%	-1.20%
3	Mr.V.T.Chandhrasekharan	68,71,948	35.28%	-12.14%
4	Mr.V.T.Srinivas	5,45,880	2.80%	-0.97%

NOTE- 2B. STATEMENTS OF CHANGES IN EQUITY

Current Reporting Period				
Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period error	Related Balance at the beiginning of the current reporting period	Changes in Equity Share Capital during the current year*	Balance at the end of the current reporting period
1,94,76,512	-	-	-	1,94,76,512
Previous reporting Period				
Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period error	Related Balance at the beiginning of the previous reporting period	Changes in Equity Share Capital during the previous year	Balance at the end of the previous reporting period
1,44,90,512	-	-	49,86,000	1,94,76,512

*The Company has issued fresh public issue of 49,86,000 equity shares each Rs. 10/- per equity with premium of Rs. 85/- per equity

Note No.	Particulars	31-03-2026 Amount in Lacs	31-03-2025 Amount in Lacs
3.	**Reserve and Surplus**		
3.1	**Securities Premium Account**		
	Opening Balance	5,472.31	1,468.70
	Add: Transfer Due to Amalgamation		
	Add: Received During the Year	-	4,238.10
	Less: Utilized During the Year	-	234.49
	Closing Balance	**5,472.31**	**5,472.31**
3.2	**General Reserve**		
	Opening Balance	358.76	358.76
	Add: Transfer from Surplus in statement of P & L A/c.	-	-
	Closing Balance	**358.76**	**358.76**
3.3	**Foreign Currency Translation Reserve**		
	Opening Balance	(219.78)	(190.76)
	Add: Additions during the year (net)	(231.86)	(29.02)
	Closing Balance	**(451.64)**	**(219.78)**
3.4	**Surplus - Balance in Statement of P&L Account**		
	Opening Balance	3,372.55	2,329.21
	Add: Transfer Due to Amalgamation		
	Add: PAT For the year	1,032.49	1,043.34
	Less: Appropriations -		
	Less : Proposed Dividend	194.77	-
	Less: Distribution Tax on Preference Shares	-	-
	Less: Transfer to General Reserves	-	-
	Less: Transfer to Preference Share Redemption Reserve	-	-
	Add: Add/(Less) MAT Credit Entitlement (Previous Years)		
	Closing Balance	**4,210.28**	**3,372.55**
	Total	**9,589.71**	**8,983.84**

4.	**Long Term Borrowings**		
4.1	**Secured Loans from Banks**		
	Term Loans	-	-
	From Banks	-	-
	State Bank of India	-	-
	Term Loan IV	252.03	359.28
	Term Loan V	1,735.23	-
	Corporate Loan III	2,249.84	8.00
	Covid Emergency Credit Line	-	133.34
	Guaranteed Emergency Credit Line	-	-
	Guaranteed Emergency Credit Line 1.0	79.36	213.04
	From NBFC		
	Tata Capital Financial Services	1,118.23	275.79
	YES BANK CAR LOAN CLM 19-20(MAHINDRA XUV300)	685.80	-
	YES BANK CAR LOAN CLM 19-20(TOYOTA INNOVA)	569.74	-
	Car Loan - State Bank of India	92.76	-
	BNP Bank Loan	309.24	197.03
4.2	**Unsecured Loans**		
	From Banks	-	12.65
	Other Than Banks	215.24	1,789.70
	Total	**7,307.47**	**2,988.84**
	Less : Current Maturities of Long Term Debts	1,541.86	1,586.35
	(Refer Note No. 10.1 below)		
	Grand Total	**5,765.61**	**1,402.49**

a) Term Loans from SBI are secured by

1. Equitable Mortgage by deposit of title deeds of 6.25 acres of Leasehold Land situated at Plot #78 & 79 and 3.80 acres of Leasehold Land at Plot # 80, EPIP, Sipcot Industrial Complex, Gummidipoondi.
2. Equitable Mortgage over superstructures constructed on Leasehold Land mentioned above.
3. Hypothecation of Plant & Machinery created/ to be created out of term loans.

a. The Term Loans from SBI are also collaterally secured by:

i. Hypothecation of movable fixed assets belonging to Mixing division.

ii. Equitable Mortgage by deposit of title deeds of 3380 sqft land and residential house thereon situated at #3, Ninth Lane, Shastri Nagar, Adyar, Chennai in the name of Mr V Thirupathi

iii. Equitable Mortgage by deposit of title deeds of 3875 sqft land and residential house thereon situated at Plot No.2, Second Street, Porur Gardens, Phase-I, Vanagaram, Chennai in the name of Mr V T Chandhrasekharan

iv. Equitable Mortgage by deposit of title deeds of 900 sqft each residential flat thereon situated at C1 & D1 3rd & 4th Floor, SS Aashirwad Apartments, Plot No. 45&46 KGT Nagar, Kattupakkam, Chennai in the name of Mr V T Srinivas.

v. Pledge of 939,500 shares of the face value of Rs 10/- each of Emerald Tyre Manufacturers Ltd, owned by Mr V Thirupathi and his family members.

4. Hypothecation of movable fixed assets of the company (present & future).

5. Personal Guarantee of Mr V Thirupathi, Mrs T Kannaki, Mr V T Chandra shekharan & Mr V T Srinivas.

b) Bank Borrowings are secured by way of hypothecation of all the Current Assets of the company. The above loans are additionally secured by the collateral securities given to the Term Loans provided by the bank. The loans are also secured by the Personal Guarantees of Mr V Thirupathi, Mrs T Kannaki, Mr V T Chandrashekharan& V T Srinivas.

c) Equipment Finance from Tata Capital Financial Services Limited (TCFSL) are secured by, Hypothecation of Machinery Purchased out of TCFSL Fund and unconditional &irrevocable personal guarantees of Mr V Thirupathi, Mrs T Kannaki and Mr V T Chandhrasekharan.

d) RAR Finance : Subservient charge on all present and future current and fixed assets of the company & Personal Guarantees of Mr V Thirupathi, Mrs T Kannaki and Mr V T Chandhrasekharan

e) Solar Equipment Finance from Siemens Financial Services (SFS) are secured by, Hypothecation of Solar Panels and Equipments Purchased out of SFS Fund and unconditional & irrevocable personal guarantees of Mr V Thirupathi, Mrs T Kannaki and Mr V T Chandhrasekharan.

f) Straight Loan availed by Emrald Tyres Europe BVBA, Belgium from BNP Paribas is secured against stocks located at Our Belgium warehouse.

5.	**Deferred Tax Liabilities**		
	Opening Balance (Net)	290.98	273.26
	Add: Transfer Due to Amalgamation		
	On difference between book balance and tax balance of fixed asset	147.42	17.72
	Net Deferred Tax Liability	**438.41**	**290.98**
6.	**Other Long Term Liabilities**		
	Deposits from Dealers	125.80	127.04
	Total	**125.80**	**127.04**
7.	**Long Term Provisions**	**35.29**	**20.60**
8.	**Short Term Borrowings**		
	1. Secured Loans		
	Repayable on Demand		
	From Banks		
	IDBI Bank		
	Cash Credit	-	-
	State Bank of India	-	-
	Cash Credit	1,028.74	967.17
	Export Packing Credit	3,893.28	3,501.66
	Stand by Limit	146.50	150.00
	LC payable (Not due)	305.25	332.72
	Bills Discounting Facility	561.52	360.33
	TReDs Payable	326.33	283.50
	State Bank of India TL	498.00	98.04
	State Bank of India Corporate Loan III	-	-
	SBI - Covid Emergency Credit Line	-	-
	SBI - Covid Emergency Credit Line 1.0	79.36	123.36
	Tata Capital Limited - EF	439.01	275.79
	Bank Loan BNP	212.02	60.81
	Siemens	50.62	-
	RAR Fincare	197.90	274.71
	Unsecured Loans	64.96	753.64
	Total	**7,803.48**	**7,181.72**

9.	**Trade Payables**		
	Micro and Small Enterprises	983.33	1,412.97
	Trade Payables	1,047.73	1,265.83
	Total	**2,031.05**	**2,678.80**
10.	**Other Current Liabilities**		
	Others		
i	Statutory Dues	20.36	36.59
ii	Payables to Company under same management	-	-
iii	Advances from Customers	56.75	56.68
iv	Capital Goods Suppliers	59.21	-
v	Others	271.20	249.02
	Total	**407.52**	**342.29**

11.	**Short Term Provisions**		
	Provision for Employees Benefits		
	Contribution to Provident Fund	11.70	11.35
	Superannuation Fund	69.17	6.93
	Bonus	44.66	36.17
	Salaries & Wages	120.78	107.23
	LTA Payable	37.53	25.58
	Contribution to ESI	0.80	0.80
	Leave Encashment	19.25	16.19
	Provision for Warranty Claim	97.85	65.69
	Others	35.62	33.64
	Others	-	-
	Provision for Taxation	25.06	193.89
	Provision for Proposed Dividend	-	-
	Provision for Distribution Tax on Dividend	-	-
	Total	**462.42**	**497.47**

Note No.12 Fixed Assets & Depreciation - FY 2025-26 Values in Lacs

Sl. No	Particulars	Gross Block					Depreciation					Net Block	
		WDV as on 01-04-2025	Additions	Deletion	Adjustment	Gross Block 31-03-2026	Depreciation as at 31-03-2025	Depreciation For the year	Depreciation Deletion	Adjustment	Depreciation Total	Net Block 31.03.2026	Net Block 31.03.2025
	Tangible Assets												
a)	Land -Leasehold	72.96	-	-	-	72.96	10.79	0.78	-	-	11.57	61.39	62.17
b)	Buildings	1,341.61	1,927.13	-	-	3,268.74	478.77	40.49	-	-	519.27	2,749.48	862.84
c)	Plant and Equipments	9,220.91	5,850.17	-	5.60	15,076.68	5,446.88	434.61	-	3.21	5,884.71	9,191.98	3,774.04
d)	Furniture & Fixtures	108.14	27.37	-	-	135.51	88.18	2.57	-	0.00	90.75	44.76	19.97
e)	Vehicles	251.56	30.81	18.80	-	263.57	101.17	29.19	17.86	-	112.50	151.07	150.39
f)	Office Equipment	148.49	15.35	-	(1.68)	162.16	125.86	11.55	-	(1.68)	135.73	26.43	22.64
	Sub total (Tangible Assets)	**11,143.68**	**7,850.82**	**18.80**	**3.92**	**18,979.62**	**6,251.64**	**519.20**	**17.86**	**1.54**	**6,754.51**	**12,225.10**	**4,892.04**
1	Softwares (Amortization)	144.79	-	-	-	144.79	83.05	23.46	-	-	106.51	38.28	61.74
2	Research & Development	876.27	288.13	-	-	1,164.39	257.20	154.57	-	-	411.77	752.62	619.07
	Capital Work In Progress	3,040.94	3,946.53	6,987.47	-	**0.00**	-	-	-	-	-	**0.00**	3,040.94
	Grand Total	**15,205.67**	**12,085.48**	**7,006.27**	**3.92**	**20,288.80**	**6,591.89**	**697.23**	**17.86**	**1.54**	**7,272.80**	**13,016.01**	**8,613.78**

Note No.	Particulars		31-03-2026 Amount in Lacs	31-03-2025 Amount in Lacs
13.	**Non Current Investment**			
	Investment in Mutual Funds		587.69	125.00
		Total	**587.69**	**125.00**
14.	**Long Term loans and advances**			
	Security Deposits		254.89	330.16
	Advances for Capital Goods & Others		-	994.45
		Total	**254.89**	**1,324.61**
15	**Other Non Current Assets**			
	Group Gratuity Scheme		-	-
		Total	**-**	**-**
16	**Current Investments**			
		Total	**-**	-
17	**Inventories**			
	Raw Materials		489.58	627.80
	Work-in-Progress		1,274.62	1,194.25
	Finished Goods		4,614.68	3,948.40
	Goods in Transit		581.09	539.85
	Stores and Spares		-	-
	Engineering Spares		403.75	363.36
		Total	**7,363.72**	**6,673.66**
18	**Trade Receivables**			
	Outstanding for a period exceeding six months from the due date for payment and Considered Good		219.50	295.17
	Outstanding for a period Less than six months from the due date for payment and Considered Good		5,149.96	4,213.98
	Less: Provision for Doubtful Debts			
	Other Receivables		-	-
		Total	**5,369.46**	**4,509.15**
19	**Cash and Cash Equivalents**			
19.1	Cash on Hand		0.13	0.19
19.2	Balances with bank		-	-
	(i) In current Accounts		591.47	1,329.11
	(ii) In Deposit Accounts		462.96	230.39
		Total	**1,054.56**	**1,559.70**

Note No.	Particulars		31-03-2026 Amount in Lacs	31-03-2025 Amount in Lacs
20	**Short Term loans and Advances**			
	GST Credit with Excise Dept		318.16	400.22
	Advance to Others		0.01	0.02
	Prepaid Expenses		115.17	65.65
	Staff Loans		121.40	4.85
	TDS Receivables from NBFC		9.63	19.19
	Advance Tax		3.36	-
		Total	**567.73**	**489.92**
21	**Other Current Assets**			
	Govt. Subsidies		321.89	343.28
	Salary Advances		70.99	71.67
		Total	**392.88**	**414.95**
22	**Revenue from Operations**			
22.1	**Sale of Products**			
	Domestic		4,149.39	4,262.06
	Export		17,460.12	15,295.43
22.2	**Other Operating Income**			
	Fitment Charges		5.80	6.78
	DEPB Benefit		63.16	52.20
	Duty Drawback on Export		137.49	330.33
	Commission			
		Total	**21,815.96**	**19,946.80**
23	**Other Income**			
23.1	Interest on Deposits		18.02	9.89
23.2	DDP Charges on Exports		30.00	-
23.2	Other Non - Operating Income		2.23	58.76
23.3	Profit on Sale of Asset		0.07	-
23.4	Net Gain on Foreign Currency Transactions		648.20	246.02
		Total	**698.51**	**314.67**
24	**Cost of Materials Consumed**			
	Natural Rubber and Rubber Products		12,119.75	11,203.52
	Engineering Spares and Consumables		858.80	823.61
	Purchases		-	80.22
		Total	**12,978.55**	**12,107.35**

Note No.	Particulars		31-03-2026 Amount in Lacs	31-03-2025 Amount in Lacs
24.1	**Changes in Inventory**			
	Opening Stock			
	Work in Progress		3,467.15	1,224.96
	Finished Goods		1,675.50	3,495.10
	Finished Goods in Transit		539.85	359.79
		Total	**5,682.49**	**5,079.85**
	Closing Stock on			
	Work in Progress		3,699.26	3,467.15
	Finished Goods		2,190.04	1,675.50
	Finished Goods in Transit		581.09	539.85
		Total	**6,470.38**	**5,682.49**
	Changes in Inventory (Decrease)/ Increase		**(787.89)**	**(602.65)**
25	**Employee Benefits Expense**			
25.1	Salaries and Wages		2,436.15	1,810.22
25.2	Contribution to Gratuity		81.07	18.79
25.3	Contribution to PF and ESI		139.30	118.82
25.4	Staff Welfare		221.59	205.40
		Total	**2,878.11**	**2,153.23**
26	**Finance Cost**			
26.1	Interest Expense			
	Term Loan		333.84	129.94
	Other Interests		801.33	696.78
	Interest on late payment of taxes		29.80	36.59
26.2	Bank Charges and Processing Fees		207.78	136.38
		Total	**1,370.75**	**999.69**
27	**Depreciation and Amortization Expense**			
	Depreciation of Fixed Assets		696.45	587.86
	Amortizations - Lease		0.78	0.78
		Total	**697.23**	**588.64**
28	**Other Expenses**			
	Power and Fuel		570.50	542.48
	Packing Materials		58.70	50.33
	Insurance		38.52	25.49
	Mixing Charges		567.56	400.54

Note No.	Particulars	31-03-2026 Amount in Lacs	31-03-2025 Amount in Lacs
	R & D Expenses	251.14	290.72
	Software Renewal/AMC/Cloud Server	39.97	21.72
	Factory Expenses	124.60	103.29
	Freight Inwards & Cartage	501.12	520.82
	Import Documentation Charges	18.32	32.23
	Machinery Maintenance Expenses	226.72	201.02
	Travelling & Conveyance Expenses	33.66	23.12
	Export freight Charges	115.46	125.42
	Export Documentation Charges	265.88	216.27
	Marketing & Sample Tyres Expenses	102.54	118.02
	Export Commission	183.11	89.46
	Warranty Claim Provision	40.26	35.59
	Discount on Sales	4.17	4.63
	ECGC Premium	32.67	33.59
	Advance Price Ruling Expenses	-	18.05
	Freight Outwards	141.56	57.29
	Postages & Telegram	0.27	0.44
	Telephone Expenses	10.90	11.87
	CSR Expenses	26.26	21.60
	Overseas Travel & Expo Expenses	65.93	12.25
	Tyre Compensation	-	14.02
	Computer Maintenance Expenses	5.28	5.49
	Auditors Remuneration	2.80	3.89
	Professional Charges	212.80	226.60
	Product Liability Insurance	32.50	31.33
	Internal Audit Fee	7.20	7.20
	Insurance Charges	14.31	17.21
	Vehicle Repairs & Maintenance	10.00	7.85
	Printing & Stationery	9.19	15.02
	Office Rent	96.38	93.12
	Directors Sitting Fee	6.70	10.75
	Trade license Expenses	96.74	96.02
	Other misc. Expenses	84.64	98.13
	Total	**3,998.35**	**3,582.88**

29. Contingent Liabilities and Commitments (to the extent not provided for)

A. Contingent Liabilities	In ₹' Lakhs	
Particulars	**As at March 31, 2026**	**As at March 31, 2025**
Claims against the company not acknowledged as debt	558.63	426.73
Bank Guarantees - Related to performance guarantee in various contracts	NIL	NIL
Other money for which the company may be contingently liable	-	-
(LUT) Raw Materials imported under advance authorization scheme of DGFT,	205.82	205.82
LUT for Capital Goods imported under EPCG advance authorization scheme of DGFT	-	-
Total	764.45	632.55

1. On 12th February 2021, under Section 143(3) of the Income Tax Act 1961, for the assessment year 2018, a scrutiny assessment notice/demand was issued with a tax amount of Rs. 305.32 Lakhs and interest of Rs. 212.20 Lakhs totaling Rs. 517.52 lakhs, which is pending.

2. On 30th April 2020, under Section 143(1A) of the Income Tax Act 1961, for the assessment year 2019, an intimation of income was issued with a tax amount of Rs. 7.75 lakhs, interest of Rs. 5.73 lakhs, totaling Rs. 13.48 lakhs, which is pending.

3. On 19th June 2017, under Section 143(1B) of the Income Tax Act 1961, for the assessment year 2015, a best judgment assessment notice/demand was issued with a tax amount of Rs. 6.59 lakhs, interest of Rs. 7.24 lakhs, totaling Rs. 13.83 lakhs, which is pending.

4. On 19th June 2017, under Section 143(1B) of the Income Tax Act 1961, for the assessment year 2015, a best judgment assessment notice/demand was issued with a tax amount of Rs. 3.73 lakhs, interest of Rs. 4.07 lakhs, totaling Rs. 7.80 lakhs, which is pending.

5. On 12th Feb 2021, under Section 143(1B) of the Income Tax Act 1961, for the assessment year 2018, a best judgment assessment notice/demand was issued with a tax amount of Rs. 1.37 lakhs, interest of Rs. 2.25 lakhs, totaling Rs. 3.62 lakhs, which is pending.

6. On 12th Feb 2021, under Section 143(3) of the Income Tax Act 1961, for the assessment year 2017, a best judgment assessment notice/demand was issued with a tax amount of Rs. 1.32 lakhs, interest of Rs. 1.06 lakhs, totaling Rs. 2.38 lakhs, which is pending.

30 Proposed Dividend Details:

The Company has proposed a dividend of 10% of the Face Value of Rs.10 Per share during the year which is subject to the approval of Members at the ensuing AGM

31 Securities were issued during the year as mentioned in Note 2 B.

32 The assets other than Property, Plant and Equipment, Intangible Assets and non-current investments have a value which can be realized in the ordinary course of business and equals to the amount at which they are stated.

33 Details of Benami Property Held

There are no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988).

34 The Company has made borrowings from the banks on the basis of security of current assets, and the statements of current assets as required to be filed by the Company with banks and financial institutions are done periodically. The amounts as per the quarterly return of inventories and book debts submitted to the banks were lower than the amounts as per the books of account and accordingly did not affect the drawing power and the required security cover computed in accordance with the sanctioned terms.

35 Wilful Defaulter

The company is not declared as wilful defaulter by any bank or financial institution or other lender.

36 Relationship with Struck off Companies

The Company has not entered into any transactions with companies struck off under section 248 of the Companies Act, 2013.

37 Compliance with Number of Layers of Companies

The Company has Two wholly owned subsidiaries namely Emrald Middle East FZE and Emrald Tyres Europe BV. WOS are under the exceptions of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 are not applicable.

38 Compliance with Approved Scheme(s) of Arrangements

No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

39 Utilisation of Borrowed Funds and Share Premium

A. The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries)or

(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

B. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

40 Payment to the Auditor

Particulars	In ₹' Lakhs	
	For the period ended March 31, 2026	For the year ended March 31, 2025
Statutory Audit Fees & Tax Audit Fees	2.50	2.25
Tax Audit Fees	0.30	0.25
Other Matters	-	-
Total	**2.80**	**2.50**

41 Corporate Social Responsibility

The applicability towards CSR has commenced from this financial year 2022-23 onwards and the company is taking required steps to comply with Corporate Social Responsibility (CSR) as provisions of Section 135 of the Companies Act, 2013.

	Particulars	March 31, 2026 Amount in ₹ 'Lakhs	March 31, 2025 Amount in ₹ 'Lakhs
a)	Amount required to be spent by the company during the year	26.17	21.58
b)	Amount of expenditure incurred,*	26.26	21.60
c)	Shortfall at the end of the year,	-	-
d)	Total of previous years shortfall	-	-
e)	Reason for shortfall	-	-
f)	Nature of CSR activities,	Healthcare, School, Chatram, Karna Vidhya Foundation	Healthcare

	Particulars	March 31, 2026 Amount in ₹ 'Lakhs	March 31, 2025 Amount in ₹ 'Lakhs
g)	Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard,	No Related Party Involved	No Related Party Involved
h)	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately.	Nil	Nil

*Note: Amount Spent till before end of the Financial Year ₹ 26,26,028/- for the year 2025-2026

42 No amounts have been set aside or proposed to be set aside to reserve to meet any specific liability, contingency or commitment known to exit at the date as at which balance sheet made up.

43 Undisclosed Income:

There are no transactions that were not recorded in the books of account, and which has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

There is no previously unrecorded income and related assets have been recorded in the books of account during the year.

44 Details of Crypto Currency or Virtual Currency:

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

45 Dues to Micro, Small and Medium Enterprise (MSME):

The dues towards micro, small and medium enterprises have been disclosed in the scheduled to balance sheet.

46 Registration of Charges or Satisfaction with registrar of Companies :

There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period except for vehicle loans availed by the Company for which the company has filed compounding application under the provisions of the companies act, 2013.

47 Disclosure of related parties/related party transactions pursuant to Accounting Standard (AS) - 18 "Related Party Disclosures":

The company has entered into following related party transactions for the periods covered under audit. Such parties and transactions are identified as per accounting standard 18 issued by Institute of Chartered Accountants of India.

A. List of Related parties	
Name of the key managerial personnel/Entity	**Relationship**
Mr V T Chandhrasekharan	Chairman & Managing Director
Mr D Eswara Krishnan	Whole Time Director
Mr V Krishnaram	CEO
Mr S Shankar Ganesh	CFO
Mr Narayana Rao	Company Secretary cum Compliance Officer

Entities in which Director/KMP/ Relatives of KMP can exercise significant influence
Emrald Herbs and Plants Private Ltd
Emrald Bio Fertilisers Private Ltd

A. List of Other Related parties	
Name of the key managerial personnel/Entity	**Relationship**
Mr V Thirupathi	Father of Chairman and MD
Mr V T Srinivas	Brother of Chairman and MD
S A Rubber Engineering Pty. Ltd	Company Owned by Brother of Chairman and MD

B. Transactions with related parties		
Particulars	**(All amounts are in ₹. lakhs)**	
	For the Year Ended 31-March-2026	**For the Year Ended 31-March-2025**
Sales to Other Related Party		
S A Rubber Engineering PTY Ltd	146.18	133.91
Key management Personal		
Remuneration Paid to		
Mr V T Chandhrasekharan	71.34	71.34
Mr D Eswara Krishnan	42.43	42.43

B. Transactions with related parties		
Particulars	(All amounts are in ₹. lakhs)	
	For the Year Ended 31-March-2026	For the Year Ended 31-March-2025
Salary Paid		
Mr V Krishnaram	77.88	74.43
Mr S Shankar Ganesh	27.58	26.32
Mrs Raja Devika Dhivya (Resigned 19th Jan 2025)	-	9.54
Mr Narayana Rao	11.84	-
Rent Paid		
Mr.V.T.Chandhrasekharan	19.20	19.20
Mr.V T Srinivas	1.44	1.44
Other Than KMP		
Mr.V.Thirupathi (Consultancy Charges)	72.60	72.60
Mr.V T Srinivas (Salary)	-	5.06
Total	**324.31**	**322.36**
S A Rubber Engineering Pty. Ltd	680.36	646.57

48. Income Taxes

I. Minimum Alternate Tax

Company has opted for special rate of tax of the Income Tax Act, 1961. Hence, MAT asset is not recognised.

II. Current Tax	(All amounts are in ₹. lakhs)	
Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Current Tax	154.24	323.86
Add: Tax Adjustment for earlier years	21.47	38.16
Net Current Tax	**175.71**	**362.02**

49 Exchange Difference

Particulars	(All amounts are in ₹. lakhs)	
	For the year ended March 31, 2026	For the year ended March 31, 2025
Exchange Difference Gain/(Loss)	648.20	246.02
Total	**648.20**	**246.02**

50 Cash Flow Statement

(1) The amount of significant cash and cash equivalent balances held by the enterprise as at March 31, 2026 was Rs. 1054.56 Lakhs that are available for use by Company excluding fixed deposits under lien.

(2) Company does not have undrawn borrowing facilities that may be available for future operating activities.

(3) The Company has appropriate amount of Cash Flows that are required to maintain operating capacity.

(4) Company is investing adequately in the maintenance of its operating capacity.

(5) There are no non cash transactions happened in investing and financing activities to be excluded from Cash Flow Statement.

Additional Disclosures:	**(All amounts are in ₹. lakhs)**	
I. Components of Cash and Cash Equivalents:	**For the period ended**	
	March 31, 2026	**March 31, 2025**
Consolidated:		
Cash on Hand	0.10	0.07
Balance with Banks	573.15	1,048.33
Demand Deposits with Banks	462.96	230.39
Balances in Emrald Middle East		
Cash on Hand	0.03	0.13
Balance with Banks	18.32	219.48
Balances in Emrald Tyres Europe		
Cash on Hand	-	-
Balance with Banks	-	61.30
Total Components of Cash and Cash Equivalents:	**1,054.56**	**1,559.70**

51. Changes in Accounting Policies:

There are no changes in Accounting policies made by the Company for the year ended 31st March 2026.

52. Disclosures on Property, Plant and Equipment and Intangible Assets:

I. Property, Plant and Equipment

(1) There is no restriction on the title of Property, Plant and Equipment, subject to only those which are under hypothication/ charge.

(2) Company has no contractual commitments for the acquisition of Property,Plant & Equipment.

(3) Company has no Impairment loss during the period for Property, Plant & Equipment.

(4) Assets are periodically checked for active usage and those which are retired are written off.

(5) There are no temporarily idle property, plant and equipment.

(6) Intangible asset is amortised as per Schedule II.

(7) The carrying amount and remaining amortization period of any individual intangible asset are not material to the financial statements of the enterprise as a whole.

(8) There are no amounts of intangible assets whose title is restricted and the carrying amounts of intangible assets pledged as security for liabilities.

(9) The company has capital work-in-progress for machinery and ageing is represented below.

Capital Work in Progress as on 31 March 2026					(Amount in ₹ Lakhs)
Particulars	Amount in CWIP for a period of				Total
	Less Than 1 Year	1-2 Year	2-3 Years	More than 3 Years	
Projects in progress					
- Machinery	-			-	-
Projects in Suspended					
	Total				**-**

Capital Work in Progress as on 31 March 2026					(Amount in ₹ Lakhs)
Particulars	Amount in CWIP for a period of				Total
	Less Than 1 Year	1-2 Year	2-3 Years	More than 3 Years	
Projects in progress					
- Machinery	2,744.46			296.48	3,040.94
Projects in Suspended					
	Total				**3,040.94**

54 Balance shown under head Sundry debtors, creditors and advances are subject to confirmation.

55 Previous year's figures have been regrouped / reclassified wherever necessary to correspond with current year's classification.

56 Earnings Per Share

(All amounts are in ₹. lakhs)

Particulars		As at March 31, 2026	As at March 31, 2025
1.	**Profit attributable to equity shareholders before extraordinary items (A)**	1,032.49	1,043.34
2.	**Profit attributable to equity shareholders after extraordinary items (B)**	1,032.49	1,043.34
3.	**Weighted average number of equity shares outstanding during the year including bonus shares (D) (in numbers)**		
	- Basic	1,94,76,512	1,94,76,512
	- Diluted	1,94,76,512	1,94,76,512
4.	**Basic earnings per share before extraordinary items of face value of ₹ 10 (A/D) after bonus**	5.30	5.36
5.	**Diluted earnings per share after extraordinary items of face value of ₹ 10 (B/D)**	5.30	5.36

57 Balance shown under head Sundry debtors, creditors and advances are subject to confirmation.

58 Previous year's figures have been regrouped / reclassified wherever necessary to correspond with current year's classification.

59 Ratios

(All amounts are in ₹. lakhs)

S. No	RATIOS	For the Period ended March 31, 2026	For the Year ended March 31, 2025	Variance	Reasons
a.	**Current Ratio** Current Assets / Current liabilities	1.38	1.28	8.03%	
b.	**Debt-Equity Ratio** Total Outside Liabilities / Total Shareholder's Equity	1.18	0.81	45.73%	
c.	**Debt Service Coverage Ratio*** EBITDA / (Interest + Principal repayments)	1.09	1.01	8.40%	

S. No	RATIOS	For the Period ended March 31, 2026	For the Year ended March 31, 2025	
d.	**Return on Equity Ratio*** (Net Profit After Taxes - Preference Dividend if any) / Average Equity share holders fund	0.09	0.13	-28.00%
e.	**Inventory Turnover Ratio*** Cost of Goods Sold (or) Sales / Average Inventory	1.74	1.84	-5.60%
e.	**Trade Receivables Turnover Ratio*** Credit Sales / Average Trade Receivables	4.42	4.66	-5.31%
f	**Trade Payable Turnover Ratio*** Credit Purchases / Average Trade Payables	7.21	6.69	7.70%
g.	**Net Capital Turnover Ratio*** Sales / Average working capital	8.91	10.34	-13.84%
h.	**Net Profit (after tax) Ratio** Net Profit (after tax)/ Total Sales * 100	4.73%	5.23%	-9.52%
i.	**Return on Capital Employed*** (EBIT / Capital Employed) * 100	11.11%	12.56%	-11.54%
i.	**Return on Investment** Income generated from investments/ Total Investment*100	N.A	N.A	

As per our Report on even date
For **Rajani & Co**
Chartered Accountants
Firm Registration No. 003433S

For and on Behalf of the Board of Directors of
Emerald Tyre Manufacturers Ltd
CIN : L25111TN2002PLC048665
(formerly known as **Emerald Resilient Tyre Manufacturers P Ltd & Emerald Resilient Tyre Manufacturers Ltd)**

Mahesh Jain
Partner
M No. 229881
UDIN: 26229881ETKEJY4007

V T Chandhrasekharan
Chairman & Managing Director
DIN No. 00628816

Eswarakrishnan D
Whole-Time Director
DIN: 01739106

Place : Chennai
Date : 25th May 2026

V Krishnaram
Chief Executive Officer

S Shankar Ganesh
Chief Financial Officer

H Narayanarao
Company Secretary
M No. A47309