

# EMERALD LEISURES LTD.

CLUB e  
EMERALD

Premier Leisure Club  
"Where Dreams Come Alive"

## CLUB EMERALD SPORTS COMPLEX

**Regd. Off :** Plot No. 366/15, Swastik Park,  
Near Mangal Anand / Sushrut Hospital,  
off E. Express Highway, Chembur,  
Mumbai, 400 071, India.

**t :** +91 22 2526 5800

**m :** +91 91678 88900.

**e :** info@clubemerald.in

**w :** www.clubemerald.in

**CIN:** L74900MH1948PLC006791

September 21, 2020

To,  
The Secretary,  
Listing Department, BSE Limited,  
P. J. Towers, Dalal Street,  
Fort, Mumbai – 400 001.

Scrip Code: 507265

**Sub: Annual Report for the FY 2019-20, Notice of Annual General Meeting and Instructions on E-voting**

Dear Sir,

This is to inform you that 86<sup>th</sup> Annual General Meeting (AGM) of the Company is scheduled on Thursday, 15<sup>th</sup> October 2020 at 11.00 A.M through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"). Pursuant to Regulations 30,34,36,42 & 44 and other applicable regulations of the SEBI (LODR) Regulations, 2015, we are submitting herewith the following documents:

- 86<sup>th</sup> Annual Report for the FY 2019-2020; and
- Notice of 86<sup>th</sup> AGM along with Explanatory statement.

The Register of Members and Transfer Books of the Company will remain closed from Friday, 9<sup>th</sup> October, 2020 to Thursday, 15<sup>th</sup> October, 2020 (both days inclusive) for the purpose of AGM.

Further inform you that the Company is providing e-voting facility to its shareholders in respect of resolutions to be passed at the AGM. The Company has engaged the services of National Securities Depository Limited as the authorized agency to provide remote e-voting facility. The remote e-voting facility shall be kept open from Monday, 12<sup>th</sup> October, 2020 (9:00 a.m) to Wednesday, 14<sup>th</sup> October, 2020 (5:00 p.m) for shareholders to cast their votes electronically. The cut-off date for voting (including remote e-voting) shall be Thursday, 8<sup>th</sup> October, 2020.

The detailed instructions with respect to voting have been mentioned in the Notice of AGM. In accordance with the MCA and SEBI Circulars, the Annual Report together with the Notice of the AGM is being dispatched only by electronic mode to those shareholders whose email addresses are registered with the Registrar and Transfer Agent (RTA)/ Company/National Securities of Depository Limited (NSDL).

Kindly take note of the same

For Emerald Leisures Limited  
(Formerly known as Apte Amalgamations Limited)

Manoj C. Patade  
Company Secretary & Compliance Officer  
Membership Number: A58964



**EMERALD LEISURES LIMITED**  
(Formerly known as “**APTE AMALGAMATIONS LIMITED**”)

CIN: L74900MH1948PLC006791

Regd. Office: Club Emerald Sports Complex, Plot No. 366/15, Swastik Park,

Near Mangal Anand Hospital, Chembur, Mumbai – 400 071.

Email id.: info@apteindia.com Website: www.apteindia.com,

Tel No.: +91 22 2526 5800

**NOTICE**

**NOTICE** is hereby given that the Eighty Sixth Annual General Meeting of the Members of EMERALD LEISURES LIMITED(Formerly known as “Apte Amalgamations Limited”) will be held on Thursday, 15<sup>th</sup> October, 2020 at 11.00 A.M through Video Conferencing(“VC”)/Other Audio Visual Means(“OAVM”)to transact the following business:-

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2020, together with the Reports of the Board of Directors and Auditors thereon.

**SPECIAL BUSINESS:**

**ITEM NO. 2:**

**RE-APPOINTMENT OF MR. JASHWANT B MEHTA AS NON-EXECUTIVE DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification, the following Resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective from April 1, 2020) including any amendment, modification, variation or re-enactment thereof for the time being in force and pursuant to the recommendation of the Board of Directors, approval of the members of the Company be and is hereby accorded for continuation of Directorship of Mr. Jashwant B. Mehta (DIN: 00235845) as a Non-Executive Director of the Company beyond the age of 75 years with effect from April 1, 2019.

RESOLVED FURTHER THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, Mr. Jashwant B. Mehta (DIN-00235845), who retires by rotation at this Annual General Meeting and being eligible for re-appointment, be and is hereby appointed as a Director of the Company whose tenure of office is liable to determination by retirement by rotation.”

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

**ITEM NO. 3:**

**RE-APPOINTMENT OF MR. AMIT SHAH (DIN: 07306728) AS AN INDEPENDENT DIRECTOR**

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

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013(“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 (“SEBI Listing Regulations”) as amended from time to time, Mr. Amit Shah (DIN:07306728), who hold office of Independent Director up to 07<sup>st</sup> October, 2020 and who qualifies for being appointed as an Independent Director and in respect of whom the company has received a notice in writing under section 160 of the Act from a Member proposing his candidature for the office of director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 8<sup>th</sup> October 2020 upto 7<sup>th</sup> October 2025.

**RESOLVED FURTHER THAT** the Board of Directors of the Company(including its committee thereof) and /or Company Secretary of the company be and are hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

**ITEM NO. 4:**

**RE-APPOINTMENT OF MR. GAUTAM SHAH (DIN: 00271794) AS AN INDEPENDENT DIRECTOR**

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

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013(“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the SEBI(Listing Obligation and Disclosure Requirement) Regulation 2015 (“SEBI Listing Regulations”) as amended from time to time, Mr. Gautam Shah (DIN:00271794), who hold office of Independent Director up to 29<sup>th</sup> September, 2020 and who qualifies for being appointed as an Independent Director and in respect of whom the company has received a notice in writing under section 160 of the Act from a Member proposing his candidature for the office of director, be and is hereby re-appointed an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 30<sup>th</sup> September 2020 upto 29<sup>th</sup> September 2025.

**RESOLVED FURTHER THAT** the Board of Directors of the Company(including its committee thereof) and /or Company Secretary of the company be and are hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

**ITEM NO. 5:**

**RE-APPOINTMENT OF MR. MANEESH TAPARIA (DIN: 00267558) AS AN INDEPENDENT DIRECTOR**

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

## **EMERALD LEISURES LIMITED**

(Formerly known as Apte Amalgamations Limited)

**“RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 (“SEBI Listing Regulations”) as amended from time to time, Mr. Maneesh Taparia (DIN:00267558), who hold office of Independent Director up to 28<sup>th</sup> September, 2020 and who qualifies for being appointed as an Independent Director and in respect of whom the company has received a notice in writing under section 160 of the Act from a Member proposing his candidature for the office of director, be and is hereby re-appointed an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 29<sup>th</sup> September 2020 upto 28<sup>th</sup> September 2025.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and /or Company Secretary of the company be and are hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.

### **ITEM NO. 6:**

#### **FOR INCREASING THE BORROWING POWER OF THE COMPANY**

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

**“RESOLVED THAT** in supersession of the earlier resolution passed on September 29, 2016(82<sup>nd</sup> AGM) and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the consent of the Company, be and is hereby accorded to the Board of Directors of the Company (“Board”) to borrow (including external commercial borrowing, FDI, other foreign borrowing) such sum or sums of money in any manner from time to time with or without security and upon such terms and conditions as the Board may deem fit and expedient for the purpose of the business of the Company, notwithstanding, that the monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the then aggregate paid-up capital, free reserves and securities premium of the Company, provided however, that the total amount borrowed / to be borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) and outstanding at any time shall not exceed Rs. 2,50,00,00,000 Crores (Rupees Two Hundred and Fifty Crores Only).”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to finalise the terms and conditions for all such borrowings with respect to the interest, repayment, security or otherwise as it may deem fit in its absolute discretion and to do and perform all such acts, deeds and things as may be required to give effect to the above resolution, from time to time.”

### **ITEM NO. 7:**

#### **CREATION OF CHARGE/SECURITY ON THE ASSETS AND/OR PROPERTIES OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of the 180(1)(a) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and subject to the Articles of Association of the company and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be imposed or prescribed by any of the authorities while granting such approval, permissions and sanctions as may be agreed to by Board of Directors of the Company (hereinafter referred to as **“the Board”** which term shall include any Committee constituted or to be constituted to exercise the powers including its powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to create mortgages, pledge, charges, liens, hypothecations, encumbrances and/or any other security interest (**“Encumbrance”**) in addition to existing Encumbrances created hitherto, on the assets and / or properties of the company, both in present and for future, whether movable or immovable and including the whole or substantially the whole of the undertaking(s) of the company or the equity shares or other securities held by the Company in its subsidiaries, in favour of the Bank(s), financial institution(s), Central Government or State Government, body corporate, firm and/or any other lenders(s) or creditor(s), fixed deposit trustee, debenture trustee, security trustee or with any other body, concerned entity or authority as may be agreed to by the Board for the purpose of securing the sum or sums of moneys aggregating upto Rs. 2,50,00,00,000 Crores ( Rupees Two Hundred and Fifty Crores Only) or equivalent amount in full or in part in foreign currency, exclusive of interest and other charges, that may be borrowed by the company or raised by issuance of debentures or bonds or any other instruments to the public and /or on private placement basis and/ or in any other manner in India and/or overseas in accordance with applicable law.

**“RESOLVED FURTHER THAT** Committee of Directors and any Director and/or the Company Secretary of the Company be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to sign and execute all applications, deeds, documents and writings that may be required for and on behalf of the Company and generally do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto, settle all matters arising out of and/or incidental thereto or delegate the powers in respect thereof as permissible under the applicable provisions of the Act in force from time to time in order to give effect to the above resolution.”

#### **Registered Office:**

Club Emerald Sports Complex,  
Plot No. 366/15, Swastik Park,  
Near Mangal Anand Hospital,  
Chembur, Mumbai – 400071  
CIN: L74900MH1948PLC006791  
Website: [www.apteindia.com](http://www.apteindia.com)  
Email: [info@apteindia.com](mailto:info@apteindia.com)  
Tel:-+91 22 25265800  
Fax:- +91 22 2491 9184

By Order of the Board of Directors  
**Emerald Leisures Limited**  
(Formerly known as **“Apte Amalgamations Limited”**)

Rajesh M. Loya  
Whole Time Director  
DIN No. 00252470

Date: 21<sup>st</sup> September, 2020  
Place: Mumbai

**EMERALD LEISURES LIMITED**  
(Formerly known as Apte Amalgamations Limited)

**Notes:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company.  
Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities.  
In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Sharex Dynamic (India) Private Limited for assistance in this regard.
5. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Sharex Dynamic (India) Pvt Ltd, in case the shares are held by them in physical form.
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Sharex Dynamic (India) Pvt Ltd in case the shares are held by them in physical form.
7. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Sharex Dynamic (India) Pvt Ltd in case the shares are held in physical form.
8. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Sharex Dynamic (India) Pvt Ltd, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
10. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 13<sup>th</sup> October, 2020 through email on [manoj.patade@technogroup.co.in](mailto:manoj.patade@technogroup.co.in). The same will be replied by the Company suitably.
11. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.apteindia.co.in](http://www.apteindia.co.in), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL <https://www.evoting.nsdl.com>.
12. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
14. Instructions for e-voting and joining the AGM are as follows:

**A. VOTING THROUGH ELECTRONIC MEANS**

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- ii. The remote e-voting period commences on Monday, 12<sup>th</sup> October, 2020 at 9:00 a.m. and ends on Wednesday, 14<sup>th</sup> October, 2020 at 5:00 p.m.  
During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, the 08<sup>th</sup> October, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- iii. The Board of Directors has appointed Mr. Mayur Suresh Mandlecha (Membership No. 124248) of M/s. M.S. Mandlecha & Co., Chartered Accountants, as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- iv. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

## EMERALD LEISURES LIMITED

(Formerly known as Apte Amalgamations Limited)

### vii. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.

#### Details on Step 1 are mentioned below:

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL:

<https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.

2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholders" section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

2. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
A) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
B) For Members who hold shares in demat account with CDSL.	B) For Members who hold shares in demat account with CDSL.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if EVEN is 123456 and folio number is 001*** then user ID is 123456001***

3. Your password details are given below:

- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox from [evoting@nsdl.com](mailto:evoting@nsdl.com). Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - In case you have not registered your email address with the Company/ Depository, please follow instructions mentioned below in this notice.
- If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
  - Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-voting will open.

#### Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-voting system?

- After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of the Company, which is 113124.
- Now you are ready for e-voting as the Voting page opens
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## EMERALD LEISURES LIMITED

(Formerly known as Apte Amalgamations Limited)

### General Guidelines for shareholders

1. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to [auditor.camayur@gmail.com](mailto:auditor.camayur@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful Attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [resethttps://www.evoting.nsdl.com](https://www.evoting.nsdl.com) to the password.
3. In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). In case of any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/[pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in), Tel: 91 22 24994545/ 1800-222-990.

### Process for registration of email id for obtaining Annual Report and user id/password for e-voting:

Physical Holding	<p>Send a request to the Registrar and Transfer Agents of the Company, Sharex at <a href="mailto:support@sharexindia.com">support@sharexindia.com</a> providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) for registering email address.</p> <p>Following additional details need to be provided in case of updating Bank Account Details: Original scan copy of Cancelled Cheque or Passbook signed by Bank Manager with IFSC and MICR NO ( For Bank Mandate).</p>
Demat Holding	<p>Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.</p>

### B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.  
Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
2. The Shareholders can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned herein below in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Shareholders on 'first come first serve' basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more), 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.
3. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in)/ 022-24994360
4. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and ClientID/folio number, PAN, mobile number at [manoj.patade@technogroup.co.in](mailto:manoj.patade@technogroup.co.in) from 08<sup>th</sup> October, 2020 (9:00 a.m. IST) to 10<sup>th</sup> October, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
5. Members are encouraged to join the Meeting through Laptops for better experience.
6. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
7. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is

Therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

### Other Instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.apteindia.co.in](http://www.apteindia.co.in) and on the website of NSDL <https://www.evoting.nsdl.com> immediately.

The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

**EMERALD LEISURES LIMITED**  
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**ANNEXURE TO NOTICE**  
**EXPLANATORY STATEMENT**  
(Pursuant to Section 102 of the Companies Act, 2013)

**ITEM No. 2:**

The Securities and Exchange Board of India (SEBI) vide its notification dated May 09, 2018 has amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has now mandated all listed companies vide Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 to obtain shareholders' approval vide Special Resolution for appointment/ continuation of directorship of any Non- Executive Director who has attained the age of 75 years w.e.f. April 01, 2019.

Since, Mr. Jashwant B. Mehta, Non-Executive Director of the Company have attained the age of seventy five years, consent of the Members by way of Special Resolution is sought by the Company in compliance with Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, for continuance of their Directorship as Non Executive Directors of the Company beyond the age of 75 years for the period with effect from April 01, 2019. Mr. Jashwant B. Mehta retired by rotation and eligible himself for re-appointment.

Brief Background of Shri Jashwant B. Mehta.

Mr. Jashwant B. Mehta is a Qualified Architect and consulting Engineer by profession holding degrees as follows : B.E.(Civil), M.C.E.(Structural) U.S.A., F.I.E., F.I.V., A.I.I.A. He has been active in real estate, construction and hospitality industries past 50 years. His book High-Rise Buildings was the first book on the subject in India. He has presented papers and chaired sessions in World congress on Tall Buildings held in Paris(1979), Chicago(1985), and Amsterdam (1993) and also in International Conference in Mumbai (2011). He is a recipient of the Gold Medal awarded by the Institution of Valuers. He represented India in the Council on Tall Buildings and Urban Habitat during 1988-2002. He was a member of the Executive committee of Maharashtra chamber of Housing Industry (MCHI) during 1986-2006; he was also on the Managing Committee of Practising Engineers Architects and Town Planners Association (India)(PEATA) during 1983-1992.

Mr. Jashwant B. Mehta is also active in various philanthropic and charitable activities specially in the field of EYE DONATION. He is a strong advocate of "PRESIDENTIAL FORM OF DEMOCRACY" and is founder Member of the Forum for Presidential Form of Government.

In view of his vast expertise, knowledge and hands on experience in the field of hospitality & real estate, he is an indispensable asset for the organisation and his invaluable ideas are a guiding force for the business and growth of the company.

Except Mr. Chetan Jashwant Mehta, Director, None of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested in the said resolution except to the extent of their respective shareholding in the Company and also to the extent of fresh equity shares being allotted either to them or to the companies in which they are interested as Director or Shareholder.

The Board of Directors believes that this Offer will be in the best interest of the Company and its shareholders. Your Directors recommend the Special Resolution for the approval of Members.

**ITEM No.3:**

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 15<sup>th</sup> September, 2020 had re-appointed Mr. Amit Shah (DIN 07306728) as Non-Executive Independent Director of the Company for second term of five (5) years on the Board of the Company w.e.f 8<sup>th</sup> October, 2020 to 07<sup>th</sup> October, 2025, subject to member's approval. Mr. Amit Shah has over 25 years of experience in the field of Accounts and Finance. He is the interface between internal operations and external stakeholders. Mr. Amit Shah has been vital in providing financial leadership and aligning business and finance strategy to grow the business of Company.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Amit Shah for the office of Director of the Company. The Company has also received a declaration from Mr. Amit Shah that he meets the criteria for Independent Director as provided under section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

In the opinion of the Board, Mr. Amit Shah fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations, as amended from time to time. Details of Mr. Amit Shah, is provided in the "Annexure" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Amit Shah is re-appointed as Non-Executive Independent Director. Copy of the draft letter for appointment of Mr. Amit Shah as Non-Executive Independent Director setting out the terms and conditions is available for inspection by the members.

The resolution seeks the approval of members for the re-appointment of Mr. Amit Shah as an Independent Director of the Company, not be liable to retire by rotation and to hold office for a second term of 5 (five) years on the Board of the Company w.e.f. 08th October, 2020 to 07th October, 2025.

Save and except, Mr. Amit Shah and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends passing of Special Resolution set out at Item No. 4 of the Notice for approval by the members.

**ITEM No.4:**

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 15<sup>th</sup> September, 2020 had re-appointed Mr. Gautam Shah (DIN 00271794) as Non-Executive Independent Director of the Company for second term of five (5) years on the Board of the Company w.e.f 8<sup>th</sup> October, 2020 to 07<sup>th</sup> October, 2025, subject to member's approval. Mr. Gautam Shah has over 20 years of experience in the field of Industrial Operation, Marketing, General Management. He is the interface between internal operations and external stakeholders. Mr. Gutam Shah has been vital in providing financial leadership and aligning business and finance strategy to grow the business of Company.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Gautam Shah for the office of Director of the Company. The Company has also received a declaration from Mr. Amit Shah that he meets the criteria for Independent Director as provided under section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

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In the opinion of the Board, Mr. Gautam Shah fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations, as amended from time to time. Details of Mr. Gautam Shah, is provided in the "Annexure" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Gautam Shah is re-appointed as Non-Executive Independent Director. Copy of the draft letter for appointment of Mr. Gautam Shah as Non-Executive Independent Director setting out the terms and conditions is available for inspection by the members.

The resolution seeks the approval of members for the re-appointment of Mr. Gautam Shah as an Independent Director of the Company, not be liable to retire by rotation and to hold office for a second term of 5 (five) years on the Board of the Company w.e.f. 30th September, 2020 to 29th September, 2025.

Save and except, Mr. Gautam Shah and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends passing of Special Resolution set out at Item No. 5 of the Notice for approval by the members.

**ITEM No.5:**

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 15<sup>th</sup> September, 2020 had re-appointed Mr. Maneesh Taparia (DIN 00267558) as Non-Executive Independent Director of the Company for second term of five (5) years on the Board of the Company w.e.f. 29th September, 2020 to 28th September, 2025, subject to member's approval. Mr. Maneesh Taparia, Chartered Accountants by profession, has over 20 years of experience in the field of Accounts, Finance, Audit. Mr. Maneesh Taparia has been vital in providing financial leadership and aligning business and finance strategy to grow the business of Company.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Maneesh Taparia for the office of Director of the Company. The Company has also received a declaration from Mr. Maneesh Taparia that he meets the criteria for Independent Director as provided under section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

In the opinion of the Board, Mr. Maneesh Taparia fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations, as amended from time to time. Details of Mr. Maneesh Taparia, is provided in the "Annexure" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Maneesh Taparia is re-appointed as Non-Executive Independent Director. Copy of the draft letter for appointment of Mr. Maneesh Taparia as Non-Executive Independent Director setting out the terms and conditions is available for inspection by the members.

The resolution seeks the approval of members for the re-appointment of Mr. Maneesh Taparia as an Independent Director of the Company, not be liable to retire by rotation and to hold office for a second term of 5 (five) years on the Board of the Company w.e.f. 29th September, 2020 to 28th September, 2025.

Save and except, Mr. Maneesh Taparia and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends passing of Special Resolution set out at Item No. 6 of the Notice for approval by the members.

**ITEM No.6 & 7**

Provision of Section 180 (1) (c) of the Companies Act 2013 requires a special resolution to be passed by shareholders for enabling the Board to borrow money (Including foreign borrowing/currency) in excess of paid up capital and free reserves of the Company.

Provision of Section 180 (1) (a) of the Companies Act 2013 requires a special resolution to be passed by shareholders to enable the Board of Directors to mortgage immovable and moveable properties of the Company to secure further borrowings.

It is therefore necessary for the Company to take your approval by passing special resolution for enabling the Board to mortgage immovable and moveable properties of the Company present and future to secure further borrowings for further expansion of business.

None of Directors, Key Managerial Personnel of the company and their respective relatives are in any way concerned or interested, financially or otherwise in the special resolution except to the extent of their shareholding in the company.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in the notice above. The above proposals are in the interest of the company and the Directors recommend the Resolution in Items Nos.6 & 7 of the Notice for approval by the members as a special resolution.

**Registered Office:**

Club Emerald Sports Complex,  
Plot No. 366/15, Swastik Park,  
Near MangalAnand Hospital,  
Chembur, Mumbai – 400071  
CIN: L74900MH1948PLC006791  
Website: [www.apteindia.com](http://www.apteindia.com)  
Email: [info@apteindia.com](mailto:info@apteindia.com)  
Tel:- +91 22 25265800  
Fax:- +91 22 2491 9184

Date: 21<sup>st</sup> September, 2020  
Place: Mumbai

By Order of the Board of Directors  
**Emerald Leisures Limited**  
(Formerly known as "Apte Amalgamations Limited")

Rajesh M. Loya  
Whole Time Director  
DIN No. 00252470



**EMERALD LEISURES LIMITED**

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**Annexure**

Details of Directors seeking appointment/re-appointment at the Annual General Meeting.

<b>Name of Directors</b>	<b>Mr. Jashwant B. Mehta</b>
Date of Birth	28/10/1941
Date of Appointment	12/08/2010
Qualifications	B.E.(Civil), M.C.E.(Structural) U.S.A., F.I.E., F.I.V., A.I.I.A
Relationship between Directors inter-se	Son-Mr. Chetan J. Mehta Cousin Grand Daughter – Ms. Dhvani Jaydeep Mehta Nephew – Mr. Jaydeep V. Mehta
Expertise in specific functional area	Mr. Jashwant B. Mehta is an Architect and Civil Engineer having vast knowledge on real estate, construction and hospitality industries. He is active on many associations and charitable organisations
Directorship held in other Public Companies (excluding Foreign, Private & Section 8 Companies)	None
Membership/Chairmanship of Committees of other Public Companies (includes only Audit Committees & Stakeholders Relationship Committees)	None
No. of Shares held in the Company	34,32,220

<b>Name of Directors</b>	<b>Mr. Amit Shah</b>
Date of Birth	20/05/1966
Date of Appointment	08/10/2015
Qualifications	B.COM; CA
Relationship between Directors inter-se	None
Expertise in specific functional area	Financial Consultant
Directorship held in other Public Companies (excluding Foreign, Private & Section 8 Companies)	None
Membership/Chairmanship of Committees of other Public Companies (includes only Audit Committees & Stakeholders Relationship Committees)	None
No. of Shares held in the Company	2,405

<b>Name of Directors</b>	<b>Mr. Gautam Shah</b>
Date of Birth	12/04/1959
Date of Appointment	30/09/2015
Qualifications	B.Com
Relationship between Directors inter-se	None
Expertise in specific functional area	Business Strategy, Marketing Management-Industrial, General Management
Directorship held in other Public Companies (excluding Foreign, Private & Section 8 Companies)	1. G. C. Chemie Pharmie Limited

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Membership/Chairmanship of Committees of other Public Companies (includes only Audit Committees & Stakeholders Relationship Committees)	None
No. of Shares held in the Company	None

<b>Name of Directors</b>	<b>Mr. Maneesh Taparua</b>
Date of Birth	21/05/1964
Date of Appointment	29/09/2015
Qualifications	B.Com,CA
Relationship between Directors inter-se	None
Expertise in specific functional area	Accounts and Finance, Investment
Directorship held in other Public Companies (excluding Foreign, Private & Section 8 Companies)	None
Membership/Chairmanship of Committees of other Public Companies (includes only Audit Committees & Stakeholders Relationship Committees)	None
No. of Shares held in the Company	None