

August 29, 2019

The Secretary,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Scrip Code: **507265**

Dear Sir,



Subject: Notice of the 85th Annual General Meeting of the Company

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Notice of 85th Annual General Meeting of the Company to be held on Monday, 30th September, 2019 at 9.30 A.M. at Manu Mansion, First Floor, Opp. Old Customs House, Shahid Bhagat Singh Marg, Horniman Circle, Fort, Mumbai – 400001. The said Notice is also displayed on the Website of the Company.

Request you to kindly take a note of the same and acknowledge the receipt of the same.

Thanking You.
Yours Faithfully,

For **Emerald Leisures Limited**
(Formerly known as “**Apte Amalgamations Limited**”)



Sonali K. Gaikwad
Company Secretary & Compliance Officer
Membership No.: A31201
Encl: as above

EMERALD LEISURES LIMITED - ANNUAL REPORT 2019
(Formerly known as “Apte Amalgamations Limited”)

NOTICE

NOTICE is hereby given that the Eighty Fifth Annual General Meeting of the Members of Emerald Leisures Limited (Formerly known as “Apte Amalgamations Limited”) will be held on Monday, 30th September, 2019 at 9.30 A.M. at Manu Mansion, First Floor, Opp. Old Customs House, 16 Shahid Bhagat Singh Marg, Horniman Circle, Fort, Mumbai – 400001 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 31st March, 2019, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Dhvani Jaydeep Mehta, (DIN:-07105522), who retires by rotation and being eligible, offers herself for re-appointment.
3. M/s M. S. Mandlecha & Co., Chartered Accountants (Firm Registration No. 129037W) as a Statutory Auditor of the Company for a period of Five years from the Conclusion of 83rd Annual General Meeting till the conclusion of the 88th Annual General Meeting to be held in 2022.

SPECIAL BUSINESS:

ITEM NO. 4:

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, 2019) 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 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.”

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
Email: info@apteindia.com
Tel:- +91 22 2526 5800
Fax:- +91 22 2491 9184

Date: 29th August, 2019
Place: Mumbai

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

Sd/-
Rajesh M. Loya
Whole Time Director
DIN No. 00252470

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Notes:

1. **A Member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself and the proxy need not be a member. Proxy in order to be effective must be received by the company not less than 48 hours before the commencement of the meeting.**
2. A person can act as a proxy on behalf of not exceeding fifty (50) members and holding in aggregate not more than ten (10) percent of the total share capital of the company.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted in the Eighty Fifth Annual General Meeting is annexed hereto.
5. Pursuant to SS-2 i.e. Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India, the route map for reaching the Meeting venue showing the prominent landmarks is given elsewhere in this Notice. Further, the Company has uploaded the above route map on its website at <http://www.apteindia.com/investors/AnnualGeneralMeeting>
6. Members / Proxies are requested to bring their Attendance slips duly filled in for attending the meeting along with copy of the Report and Accounts.
7. As a measure of austerity and green initiatives of the Company, copies of Extra Report will not be distributed at the Annual General Meeting.
8. The Register of Members and The Share Transfer Book of the Company will remain closed from September 24, 2019 to September 30, 2019 (both days inclusive).
9. SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, amended Regulation 40 of Listing Regulations pursuant to which from 1st April, 2019, onwards securities can be transferred only in dematerialized form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.
10. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days, except Saturdays and Sundays between 11.00 a.m. to 1.00 p.m.
11. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing or by email to the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
12. The Company has connectivity with NSDL and CDSL and equity shares of the Company may also be held in the electronic form with any Depository Participant (DP) with whom the members/investors are having their depository account. The ISIN No. for the Equity Shares of the Company is INE044N01013. In case of any query/difficulty in any matter relating thereto may be addressed to the Registrar and Share Transfer Agent.
13. Members are requested to intimate to the Company's Registrar and Share Transfer Agent M/s. Sharex Dynamic (India) Private Limited, C 101, 247 Park, LBS Marg, Vikhroli-West, Mumbai-400083 [Email-support@sharexindia.com, Tel :- 022- 28515644 Fax:- 022 2851 2885] the following:
 - a) Change in their address, if any, alongwith the Pincode.
 - b) Request for consolidation of shareholdings in one account if share certificates are held in multiple accounts or joint accounts in identical order of names.
14. Members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses for receiving all communication including Extra Report, Notices, Circulars, etc. From Company electronically.
15. The Company has appointed Mr. Mayur S. Mandlecha of M/s. M. S. Mandlecha & Co., Practicing Chartered Accountants (Firm Registration No. 129037W) as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner (including the Poll/Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
16. As per Article 4 of The Articles of Association of the Company as stated below:

“Article 4. The Authorised Share Capital of the Company will be as that specified in Clause V of the Memorandum of Association from time to time in accordance with the regulation of the Company and the legislative provision for the time being in force in this behalf each with power to increase or reduce the share capital.”

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Therefore the Company is not require to alter its Articles of Association.

17. How do I vote electronically using NSDL e-Voting system?

I. The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned 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 is 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.

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.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) 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 from your mailbox. 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’.
 - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.

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6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) 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.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below

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

1. 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.
2. 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.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to _____ <Please mention the e-mail ID of Scrutinizer> with a copy marked to 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 www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
18. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 19. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 20. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 21. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2019.

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22. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2019., may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA M/s. Sharex Dynamic (India) Private Limited.
23. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
24. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
25. 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 at the AGM through ballot/Poll paper.
26. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutiner, by use of “remote e-voting” or “Ballot/Poll Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
27. 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-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three 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.
28. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.apteindia.com and on the website of NSDL 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 BSE Limited (BSE).
29. The ISIN No. for the Equity Shares of the Company is INE044N01013. In case of any query/difficulty in any matter relating thereto may be addressed to the Registrar and Share Transfer Agent
30. Details of Directors seeking appointment/re-appointment at the Annual General Meeting (pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015.

Name of Directors	Ms. Dhvani Jaydeep Mehta	Mr. Jashwant Bhaichand Mehta
Date of Birth	14/07/1992	28/10/1941
Date of Appointment	13/02/2015	12/08/2010
Qualifications	B.Com, ACA	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	Father :- Mr. Jaydeep V. Mehta Cousin Grandfather :- Mr. Jashwant B. Mehta Uncle :- Mr. Chetan J. Mehta	Son-Mr. Chetan J. Mehta Cousin Grand Daughter – Ms. Dhvani Jaydeep Mehta Nephew – Mr. Jaydeep V. Mehta
Expertise in specific functional area	Ms. Dhvani J Mehta is a Finance professional having good experience of tax and finance. She looks after the taxation and finance part of the company.	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	None
Membership/Chairmanship of Committees of other Public Companies (includes only Audit Committees & Stakeholders Relationship Committees)	None	None
No. of Shares held in the Company	Nil	3,57,220

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ANNEXURE TO NOTICE
EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM No. 4:

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.

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.

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
Email: info@apteindia.com
Tel:- +91 22 2526 5800
Fax:- +91 22 2491 9184

Date: 29th August, 2019
Place: Mumbai

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

Sd/-
Rajesh M. Loya
Whole Time Director
DIN No. 00252470

FORM No. MGT-11

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014

EMERALD LEISURES LIMITED

(Formerly known as "APTE AMALGAMATIONS LIMITED")

CIN: L74900MH1948PLC006791

Reg. Office: Club Emerald Sports Complex, Plot No. 366/15, Swastik Park, Near Mangal Anand Hospital, Chembur, Mumbai – 400 071 **Email:** info@apteindia.com **Website:** www.apteindia.com **Tel.:** +91 22 2526 5800

Name of the Member(s):	
Registered Address:	
E-Mail ID:	
Folio No./Client ID/DP ID	

I/ we, being the member(s) of _____ shares of the above named company, hereby appoint:

- (1) Name..... Address.....
E-mail id..... Signature.....or failing him/her
- (2) Name..... Address.....
E-mail id..... Signature.....or failing him/her
- (3) Name..... Address.....
E-mail id..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 85th Annual General Meeting of the Company, to be held on Monday, 30th September, 2019 at Manu Mansion, First Floor, Opp. Old Customs House, 16 Shahid Bhagat Singh Marg, Horniman Circle, Fort, Mumbai- 400 001, and at any adjournment thereof in respect of such resolutions as are indicated

Resolution No.	Resolution	Vote (Optional see Note 2)		
		For	Against	Abstain
ORDINARY BUSINESS				
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.			
2	To appoint a Director in place of Ms. Dhvani Jaydeep Mehta (DIN:-07105522), who retires by rotation and being eligible, offers herself for re-appointment.			
SPECIAL BUSINESS				
3	Re- Appointment Of Mr. Jashwant B Mehta As Non-Executive Director of the Company			

Signed thisday of..... 2019.

.....
Signature of Proxy holder(s)

.....
Signature of member

Affix
revenue
stamp of
not less
than 1

Notes:

- 1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting.
- 2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Route Map of the venue of 85th Annual General Meeting

