

EMERALD LEISURES LTD.

**CLUB^e
EMERALD**

Premier Leisure Club
"Where Dreams Come Alive"

CLUB EMERALD SPORTS COMPLEX

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CIN: L74900MH1948PLC006791

Date: 10/11/2025

To,
The BSE Limited,
Corporate Relations Department,
Phiroze Jeejeebhoy Towers, Dalal
Street, Fort, Mumbai-400001

Scrip Code: 507265; Scrip ID: EMERALL

Subject: Proceedings of the 1/2025-26 Extra-Ordinary General Meeting of Emerald
Leisures Limited

Pursuant to Regulation 30 read with Para A of Schedule III of the SEBI (Listing
Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"),
Please to enclosed herewith the proceedings of the 1/2025-26 Extra-Ordinary General
Meeting of the Company held on Monday, 10th November, 2025 through Video
Conferencing ("VC")/Other Audio-visual Means ("OAVM"). The meeting
commenced at 11:30 AM and concluded at 11:45 A.M.

Kindly take the same on record and acknowledge the receipt.

Thanking You,
Yours faithfully,

For Emerald Leisures Limited


Kapil Purohit
Company Secretary
Memb. No. A65336



Encl: Copy as above

PROCEEDINGS OF THE EXTRAORDINARY GENERAL MEETING OF EMERALD LEISURES LIMITED HELD ON MONDAY, 10TH NOVEMBER, 2025 THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MEANS (VC/OAVM).

PRESENT:

The Following Directors were present through Video Conferencing:

Mr. Jaydeep Vinod Mehta	-	Executive Director - Chairman
Mr. Nikhil Vinod Mehta	-	Executive Director & CEO
Mr. Rajesh Loya	-	Whole Time Director & CFO
Mr. Ramaswamy Vaidyanath	-	Independent Director
Mr. Aniruddha Joshi	-	Independent Director
Mr. Vaibhav Agarwal	-	Independent Director
Ms. Dhvani Mehta	-	Non-Executive Director

IN ATTENDANCE:

Mr. Kapil Purohit	-	Company Secretary
Ms. Zankhana Bhansali	-	Secretarial Auditor Cum Scrutinizer

MEMBERS PRESENT:

The meeting was attended by 28 members (including Director Shareholders)

The Company Secretary welcomed the Members & other attendees for the EGM and informed that this Extraordinary General Meeting is being held through VC/ OAVM in accordance with the applicable provisions of the Companies Act, 2013, and circulars & guidelines issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI).

Mr. Jaydeep Vinod Mehta, Executive Director, took the Chair and after ascertaining the requisite quorum being present, called the Meeting to order.

The Chairman informed that the Extraordinary General Meeting was being held through Video Conferencing (VC)/Other Audio Visual Means (OAVM) in compliance with the provisions of the Companies Act, 2013 and the rules made thereunder, read with relevant circulars issued by the Ministry of Corporate Affairs and SEBI.

He further informed that the facility for joining the meeting was open 30 minutes before the scheduled time and remained open up to 15 minutes after the commencement of the meeting.

The Company Secretary informed the Chairman that the requisite quorum was present through VC/OAVM and the meeting was validly constituted.

With the consent of the Members present, the Notice convening the Extraordinary General Meeting dated 10th October, 2025 was taken as read.

The Chairman then informed the members that the purpose of convening the Extraordinary General Meeting was to seek their approval for the issue and allotment of convertible



warrants into equity shares on a preferential basis to the proposed allottees belonging to the Promoter/Promoter Group and Non-Promoter category for cash consideration.

He further explained that the proposed issue is being made in accordance with Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 read with the applicable rules made thereunder and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI ICDR Regulations), as amended.

The members were informed that necessary disclosures as required under the SEBI ICDR Regulations had been made in the explanatory statement annexed to the Notice of the meeting.

Thereafter, the following item of business were taken up as per the Notice of the EGM:

Agenda Item No. 1 - Issue of warrants convertible into Equity Shares on Preferential basis to Promoters/ Promoter group and non-promoters for cash consideration.

The Chairman invited queries from the members. After discussion, the members were informed that voting on the resolution was carried out through remote e-voting and e-voting facility during the meeting.

He further stated that M/s. Zankhana Bhansali & Associates, Practicing Company Secretaries, was appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting at the meeting in a fair and transparent manner.

The Chairman informed that the consolidated voting results along with the Scrutinizer's Report would be declared within the prescribed time and placed on the Company's website and also forwarded to the stock exchange where the shares of the Company are listed.

There being no other business to transact, the meeting concluded with a vote of thanks to the Chair at 11:45 A.M.

For Emerald Leisures Limited

Kapil Purohit
Company Secretary



Date: 10th November, 2025

Place: Mumbai