

EMERALD LEISURES LIMITED

(CIN: L74900MH1948PLC006791)

Regd. Office: Club Emerald Sports Complex, Plot No. 366/15, Swastik Park, Near Mangal Anand Hospital, Chembur, Mumbai City MH 400071

Tel: 02225265800 Email Id: info@clubemerald.in; Website: www.clubemerald.in

Date: 5th February, 2026

To,

The Board of Directors of

EMERALD LEISURES LIMITED

Club Emerald Sports Complex, Plot no. 366/15,

Swastik Park, Near Mangal Anand Hospital,

Chembur, Mumbai 400071

Subject: Notice for the 06/2025-26 meeting of the Board of Directors of the company to be held on Saturday, 14th February, 2026.

Dear Sir(s),

The notice is hereby given that the 06/2025-26 meeting of the Board of Directors of the company will be held on Saturday, 14th February, 2026 at the registered office of the company situated at **Club Emerald Sports Complex, Plot No. 366/15, Swastik Park, Near Mangal Anand Hospital, Chembur, Mumbai 400071 at 11.30 AM.**

The agenda of the business to be transacted at the Meeting is enclosed herewith.

Kindly make it convenient to attend the Meeting.

Yours faithfully,

For Emerald Leisures Limited

Kapil M. Purohit

Company Secretary & Compliance Officer

ACS: 65336

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| Sr. No. | Agenda Items | Board Action Required | Annexure No. |
|----------------|---|--------------------------------|-----------------------------------|
| 1. | To read and confirm the Minutes of the previous meeting: (A). The minutes of the 05/2025-26 meeting of the Board of Directors held on 14 th November, 2025 are enclosed. (B). The minutes of the 04/2025-26 meeting of Audit Committee held on 14 th November, 2025 are enclosed. (C). The minutes of the 02/2025-26 meeting of Stakeholders Relationship Committee held on 14 th November, 2025 are enclosed. (D). The minutes of the 03/2025-26 meeting of Nomination Remuneration Committee held on 14 th November, 2025 are enclosed. | For noting | 1 Minutes of previous meetings |
| 2. | Pursuant to Regulation 33 of SEBI (LODR) Regulations, 2015 consider and approve the Un-audited Financial Result (Standalone & Consolidated) along with LRR for the quarter and nine months ended on 31st December, 2025. | For consideration and approval | 2 Draft Resolution |
| 3. | To take note of postponement of issue of Convertible Warrants on preferential basis. | For Noting | |
| 4. | To review the progress of real estate redevelopment project and approval status. | For Noting | |
| 5. | To approve Account Level Access for Corporate Internet Banking facility for CIF Number 832562220 Axis Bank, Fort Branch. | For consideration and approval | 3 Draft Resolution |
| 6. | Any other matter shall be taken up for consideration and discussion, with the permission of Chairman and majority of Directors present at the meeting. | | |

Yours faithfully,

For **Emerald Leisures Limited**

SD/-

Kapil M. Purohit**Company Secretary & Compliance Officer**

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DETAILED NOTES TO THE AGENDA ITEMS OF EMERALD LEISURES LIMITED

Annexure 1

Agenda Item No. 1A- Noting of Previous Board Meeting Minutes:

The Board of Directors is hereby requested to read and confirm the Minutes of the Board Meeting held on 14th November, 2025.

The Minutes of the Board Meeting of the Company held on 14th November, 2025 enclosed herewith, for noting by Board.

Draft Board Resolution for consideration and approval by Board with or without modification:

The minutes of the Board meeting held on Friday 14th day of November, 2025 were read and confirm by the chairman and circulated to the directors. Since there were no comments received from any of the Directors, the proceedings were confirmed as correctly recorded and the following resolution was passed unanimously:

“**RESOLVED THAT** the minutes of the 05/2025-26 meeting of the Board of Directors of the company held on Friday, 14th day of November, 2025 be and is hereby confirmed as a true record of the proceedings as no comments have been received from any Directors.”

Agenda Item No. 1B- Noting of Previous Audit Committee Meeting Minutes:

The Board of Directors are hereby requested to note the signed Minutes of the Audit Committee Meeting held on 14th November 2025.

The signed Minutes of the Audit Committee Meeting of the Company held on 14th November, 2025 are enclosed herewith, for noting.

Draft Board resolution for consideration of Board with or without modification:

The minutes of the Audit Committee meeting held on Friday, 14th November, 2025 were approved by the chairman of the Audit Committee and circulated to the members. Since there were no comments received from any of the Members, the proceedings were confirmed as correctly recorded and the following resolution was passed unanimously:

“**RESOLVED THAT** the minutes of the 04/2025-26 meeting of the Audit Committee of the company held on the 14th November, 2025 be and is hereby confirmed as a true record of the proceedings as no comments have been received from any Member.”

Agenda Item No. 1C- Noting of the minutes of the Stakeholders Relationship Committee

RESOLVED THAT the Board of Directors of the Company do hereby take note of the minutes of the 02/2025-26 meeting of the Stakeholders Relationship Committee held on 14th November, 2025, as placed before the Board.

RESOLVED FURTHER THAT the Board expresses satisfaction on the deliberations and decisions recorded therein and the same be and are hereby taken on record.

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Agenda Item No. 1D- Noting of the minutes of the Nomination & Remuneration Committee meetings

RESOLVED THAT the Board of Directors of the Company do hereby take note of the minutes of the 03/2025-26 meeting of Nomination & Remuneration Committee held on 14th November, 2025, as placed before the Board.

RESOLVED FURTHER THAT the Board of Directors do hereby take note of the minutes of the 03/2025-26 meeting of the Nomination and Remuneration Committee held on 14th November, 2025, as placed before the Board.

RESOLVED FURTHER THAT the Board expresses satisfaction on the deliberations and decisions recorded therein and the same be and are hereby taken on record."

Annexure-2

Agenda Item No. 02-Pursuant to Regulation 33 of SEBI (LODR) Regulations, 2015 consider and approve the Un-audited Financial Result (Standalone & Consolidated) along with LRR for the quarter and nine months ended on 31st December, 2025.

The chairman shall place the Un-Audited Financial Results for the quarter and nine months ended on 31st December 2025 along with the Limited Review Report. The board of directors may pass the following resolution:

Draft Board Resolution for consideration of Board with or without modification:

"RESOLVED THAT the Un-audited Financial Results along with the LRR thereon for the quarter & nine months ended 31st December 2025 as placed before the meeting is and are hereby approved and taken on record.

RESOLVED THAT Mr. Rajesh Loya (DIN: 00252470), Whole Time Director & CFO, or any other Director and Company Secretary of the Company be and are hereby authorized to sign the Un-audited Financial Statements (Standalone & Consolidated) of the Company for the quarter & nine months ended 31st December, 2025.

"RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to submit & file necessary compliances and forms to Stock Exchange and with Registrar of Companies and to do all such act, deeds and things as may be considered necessary to give effect to the above-said resolution"

Annexure-3

Agenda Item No. 03-To take note of postponement of issue of Convertible Warrants on preferential basis

The Board may kindly note that the Company had earlier proposed to issue and allot **Convertible Warrants on preferential basis** to the **Promoters / Promoter Group and other identified investors**, for which **in-principle approval** was received from **Stock Exchange**, dated **02nd December, 2025**.

However, due to some technical reasons the Company was **not in a position to complete the allotment of the said Convertible Warrants within 15 days from the date of receipt of in-principle approval**, (as mandated under applicable provisions of **SEBI (ICDR) Regulations**,

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2018), and hence the said issue of Convertible Warrants on preferential basis was postponed till further notice, on 17th December, 2025, as intimated to the Exchange.

Agenda Item No. 04-To review the progress of real estate redevelopment project and approval status.

Annexure-4

Agenda Item No. 05-To approve Account Level Access for Corporate Internet Banking facility for CIF Number 832562220(Title "EMERALD LEISURES LIMITED"), Axis Bank, Fort Branch.

"RESOLVED THAT the company do avail the corporate internet banking/Cash Management Services (CMS) service for the Account opened with Axis Bank Limited ("the Bank") at its Fort Branch and the company do accept such terms, conditions, stipulation laid down by the Bank from time to time for the purpose.

"RESOLVED FURTHER THAT the company do execute necessary documents, agreement form(s), authority letter(s) and/or any other related documents from time to time for this purpose and accept its terms and conditions including any modifications thereof.

"RESOLVED FURTHER THAT the following officials be hereby ANYONE authorized Mr. Jaydeep Vinod Mehta, Mr. Nikhil Vinod Mehta and Mr. Rajesh Loya to accept, sign, execute, deliver and complete all documentation, agreements, account opening forms, and accept and abide by the modifications and/or variations in any or all the terms and conditions from time to time and to nominate, substitute, revoke and vary mandate etc. from time to time and on behalf of the company, in order to apply for and avail and operate the Cash Management Services (CMS) facility provided by the Bank.

"RESOLVED FURTHER THAT the Board is aware that the Bank was granting Customer level access and has now moved to Account level access to grant account level operational powers to the Board delegated Authorised Signatories of the account number for which Cash Management Services (CMS) to be provided are:

| Name of users | Designation | Approver/ Initiator | Transaction Limit |
|--------------------------|----------------|---------------------|-------------------|
| Mr. Jaydeep Vinod Mehta | Director | Approver | 10,00,00,000 |
| Mr. Nikhil Vinod Mehta | Director & CEO | Approver | 10,00,00,000 |
| Mr. Rajesh Loya | Director & CFO | Initiator | 10,00,00,000 |
| Ms. Dhvani Jaydeep Mehta | Director | Initiator | 10,00,00,000 |

"RESOLVED FURTHER THAT the above authorized officials are also authorized to operate on behalf of the company through Cash Management Services (CMS) service on the company's accounts including by causing a debit balance in company's account(s) with the Bank and/or continually operate the account(s) even when overdrawn, as per the access specifications authorized in Corporate Internet Banking form.

"RESOLVED FURTHER THAT Axis Bank be and is hereby authorized to accept all instructions given or initiated through the Cash Management Services (CMS) service through initiator and approver from all or any one of the above signatories in respect of company's account/s. The company does agree to hold the Bank harmless and indemnifies and agrees to keep the Bank's interest protected on account of the bank executing such instructions by the above signatories in the manner provided here in above.

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“RESOLVED FURTHER THAT a copy of this resolution be and hereby submitted to the Bank duly certified by any director of the Company.

Annexure-5

Agenda Item No. 06- Noting of SEBI LODR regulation compliance of the Company for the quarter ended on 31st December, 2025:

The Chairman place before the Board the quarterly compliances pursuant to SEBI (LODR), Regulations, 2015 SEBI PIT Regulations, 2015, and SEBI (Depositories and Participants) Regulations, 1996 for the quarter ended 31st December, 2025 as noted below:

| Sr. No. | Particulars | Regulation/Section | Due Date | Filling date |
|---------|--|---|------------|--------------|
| 1. | Disclosure for closure of trading window under PIT Regulations | SEBI (Prohibition for Insider Trading) 2015 | 01.01.2026 | 24.12.2025 |
| 2. | Submission of Shareholding Pattern | Regulation 31 (1) (b) of LODR, 2015 | 21.01.2026 | 16.01.2026 |
| 3. | Submission of statement of Grievance Redressal and Corporate Governance Report i.e. Integrated Governance filing | Regulation 13 (3) of LODR, 2015 and Regulation 27(2) of SEBI (LODR) Regulation 2015 | 21.01.2026 | 06.01.2026 |
| 4. | Submission of Reconciliation of share capital audit report received from M/s Zankhana Bhansali & Associates, Practicing Company Secretaries, Mumbai. | Regulation 76 of SEBI (DP) Regulation, 2018 | 30.01.2026 | 07.01.2026 |
| 5. | Compliance Certificate received from Purva Sharegistry (India) Pvt. Ltd. RTA relating to Rematerialization / Dematerialization of Shares. | Regulation 74(5) of SEBI (DP) Regulation, 2018 | 30.01.2026 | 05.01.2026 |

Draft Board resolution for consideration of Board with or without modification:

“RESOLVED THAT the Board took note on the quarter ended compliances pursuant to SEBI (LODR), Regulations 2015, SEBI PIT Regulations, 2015 and SEBI (Depositories and Participants) Regulations, 1996 for the quarter ended 31st December, 2025.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

Agenda Item No. 06- Any other matter with the permission of Chairman.

Any other matter shall be taken up for consideration and discussion, with the permission of Chairman and majority of Directors present at the meeting.

For EMERALD LEISURES LIMITED

SD/-

Kapil M. Purohit

Company Secretary & Compliance Officer