

February 14, 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 Extra –Ordinary 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 Extra-Ordinary General Meeting of the Company to be held on Thursday, 14th March, 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
(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 Extra-Ordinary General Meeting (EOGM) of the Members of **Emerald Leisures Limited** (Formerly known as “Apte Amalgamations Limited”) will be held on Thursday, 14th March, 2019 at 09.30 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:-

SPECIAL BUSINESS:

ITEM NO. 1: ISSUE & OFFER OF NON-CONVERTIBLE, NON-CUMULATIVE, NON-PARTICIPATING, REDEEMABLE PREFERENCE SHARES ON A PRIVATE PLACEMENT BASIS:

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

“**RESOLVED THAT** in accordance with the provisions of Sections 42, 55 and 188 and other applicable provisions, if any, of the Companies Act, 2013 and Amendment Act, 2017 (“Act”) read with the Act/Rules framed there under, as may be amended from time to time, and the Articles of Association of the Company and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof constituted/ to be constituted for the time being exercising the powers conferred on the Board by this Resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to offer or invite to subscribe, issue and allot, such number of Preference Shares of the Company of the face value of Rs. 100 (Rupees Hundred) each, on such terms and conditions, for an aggregate value not exceeding Rs.20,00,00,000 (Rupees Twenty Crores Only), in one or more tranches under this offer, as may be decided by the Board of Directors under this offer, for cash at par or otherwise viz., including but not limited to by way of conversion of loan into Non-Convertible, Non-Cumulative, Non-Participating, Redeemable Preference Shares (“NCRPS”) on a private placement basis, during financial year 2018-19 to Promoter/ Promoter Group of the Company and in such proportion and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

“**RESOLVED FURTHER THAT** the said Non-Convertible, Non-Cumulative, Non-Participating, Redeemable Preference Shares (“NCRPS”) shall not be listed with any Stock Exchanges.”

“**RESOLVED FURTHER THAT** in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, the particulars in respect of Offer-1 are, as under:

- (i) NCRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- (ii) NCRPS shall be non-participating in the surplus funds;
- (iii) NCRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- (iv) holders of NCRPS shall be paid dividend on a non-cumulative basis;
- (v) NCRPS shall not be convertible into equity shares;
- (vi) NCRPS shall carry voting rights as per the provisions of Section 47(2) of the Act; and
- (vii) NCRPS shall be redeemable.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to agree and to make such modification (s) and alteration (s) from time to time as it deems fit and to take all such steps as it may deem necessary, desirable or expedient including issuance of ‘Offer Document’ as may be prescribed under the Act and the Rules made thereunder and to resolve all questions of doubts and to do all acts, deeds and things and execute all such deeds, documents, writings, in connection therewith and incidental thereto and the Board in its absolute discretion without being required to seek any fresh approval of the members of the Company and the decision of the Board shall be final and conclusive and also to pay such fees and incur such expenses in relation thereto as it may deem appropriate.”

“**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and is hereby severally authorized to do all acts, deeds, things and matters as may be deemed expedient, desirable and necessary to give effect to this resolution.”

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

Date :14th February, 2019
Place : Mumbai

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

EMERALD LEISURES LIMITED
(Formerly known as Apte Amalgamations Limited)

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 Extra-Ordinary 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/Annual General Meeting>.
6. Members/ Proxies are requested to bring their Attendance Slips duly filled in for attending the meeting along with copy of the Notice of the Meeting.
7. As a measure of austerity and green initiatives of the Company, copies of ExtraNotices will not be distributed at the Extra-Ordinary General Meeting.
8. 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 up to the date of the Extra-Ordinary General Meeting.
9. Members desirous of obtaining any information concerning 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.
10. 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.
11. Members are requested to intimate to the Company's Registrar and Share Transfer Agent M/s. Sharex Dynamic (India) Pvt. Ltd, Unit No.1, Luthra Industrial Premises, Andheri Kurla Rd., Safeed Pool, Andheri (E), Mumbai 400 072 [Email- sharexindia@vsnl.com, Tel :- 022- 28515606/ 28515644 Fax:- 022 2851 2885] the following:
 - a) Change in their address, if any, alongwith the Pin Code.
 - 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.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Notices, Circulars, etc. From Company electronically.
13. Mr. Mayur S. Mandlecha of M/s. M. S. Mandlecha & Co., Practicing Chartered Accountants (Firm Registration No. 129037W) has been appointed 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.
14. Information and instructions related to E-voting are as follows:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra-Ordinary General Meeting (EOGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EOGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot/Poll paper shall be made available at the EOGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot/Poll paper.
 - III. The members who have cast their vote by remote e-voting prior to the EOGM may also attend the EOGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on Monday, 11th March, 2019(9:00 a.m.) and ends on Wednesday, 13th March, 2019(5:00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 7th March, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
15. How do I vote electronically using NSDL e-Voting system?

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:

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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.nsd.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.nsd.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.

4. 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 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.
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.nsd.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsd.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.

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- 3.. Select "EVEN" of company for which you wish to cast your vote.
2. Now you are ready for e-Voting as the Voting page opens.
3. 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.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. 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 to evoting@nsdl.co.in

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

Date :14th February, 2019
Place : Mumbai

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

EMERALD LEISURES LIMITED

(Formerly known as Apte Amalgamations Limited)

EXPLANATORY STATEMENT

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

The following explanatory statement sets out all material facts relating to the Special business mentioned in the accompanying Notice:

ITEM NO.1:

As per Section 42 of the Companies Act, 2013 and Amendment Act, 2017 and Act/Rules framed thereunder, a Company shall not make a private placement of securities unless the proposed offers of securities or invitation to subscribe to securities have been previously approved by the Members of the Company by a Special Resolution.

The Board of Directors of the Company ("the Board") at their meeting held on Thursday, 14th February, 2019 discussed the future plans of the Company & possible growth options. The present paid up capital of the Company is Rs.42,20,31,000 divided into Rs.2,20,31,000 as Equity & Rs.40,00,00,000 as Preference share capital. The Company has taken Inter Corporate Deposits to the extent of Rs. 41,94,60,000 as on 31st December, 2018. The Company also has Bank borrowings to the extent of approx. Rs.24.00 crores. The amounts were borrowed for the Club Project of the company at Chembur, due to which there is huge interest burden on the company affecting its bottom line. The work on the Club Project has been substantially completed vis-à-vis original plan. The work has been fully completed to the extent of permission received and balance work is awaiting statutory approval. The Company had raised long term funds through Issue of 40,00,000 NCRPS of face value of Rs. 100/- (Rupees Hundred Only) each at par aggregating to Rs. 40,00,00,000/- (Rupees Forty Crores Only) on private placement basis in 2018. This has helped the Company to reduce the interest burden. The proceeds of the issue shall be utilized for any one or in combination of one or more of the purposes which shall be, to augment resources for meeting its business requirements, to meet capital Expenditure requirements, to meet working capital requirements of the Company; to invest in marketable securities; to invest in wholly owned subsidiaries; to grant loans/ICD and repay any loans/ICD taken by the Company and other general corporate purpose. The proposed private placement issue will benefit the Company in the long run as the Net Worth of the Company will increase. The proposed instruments will not create interest burden on the Company, till the Company makes sufficient profit during any year and this interest is Non-Cumulative. Based on the above discussions, the Board in order to augment resources for meeting its business requirements, to meet capital Expenditure requirements, to meet working capital requirements of the Company; to invest in marketable securities; to invest in wholly owned subsidiaries; to grant loans/ICD and repay any loans/ICD taken by the Company and other general corporate purpose, thought it prudent to infuse fresh share capital in the Company by issue and allotment of 20,00,000 (Twenty Lakh only) Non-Convertible, Non-Cumulative, Non-Participating, Redeemable Preference Shares ("NCRPS") of face value of Rs. 100/- (Rupees Hundred Only) each at par aggregating to Rs. 20,00,00,000/- (Rupees Twenty Crores Only) on private placement basis to the Promoters/ Promoter Group of the Company.

Accordingly, approval of the Members is being sought by way of Special Resolution under Section 42, 55 and other applicable provisions of the Companies Act, 2013 read with Rules made there under for issue of Non-Convertible, Non-Cumulative, Non-Participating, Redeemable Preference Shares ("NCRPS") aggregating to not exceeding Rs. 20,00,00,000/- (Rupees Twenty Crores Only) under this offer and allot the "NCRPS" on a Private Placement basis, during

Name of Proposed Allottee / Class or class of persons to whom allotment is proposed to be made	1. Jashwant Bhaichand Mehta 2. Pramila Jashwant Mehta 3. Nikhil Vinod Mehta 4. Kuntal Nikhil Mehta 5. Techno Broking and Financial Services Private Limited 6. Jaydeep Vinod Mehta 7. Chetan Jashwant Mehta 8. Neptune Resorts and Development Private Limited 9. Ahmednagar finance Limited
Intention of Promoters/ Promoter group, Directors or KMP to subscribe to the Offer	Issue is being subscribed fully by the Promoter/Promoter Group as mentioned in the above column by converting unsecured loan into NCRPS.
% of Subscription by Proposed Allottee	100 %
Size of the issue	Rs. 20 Crores in one or more tranches under this Offer.
No. of Preference shares	20,00,000 Preference Shares
Nominal value /Price at which allotment is proposed	Rs.100 per preference share
Basis on which the price has been arrived	Issue is AT PAR
Tenure	Not exceeding 10 years from the date of their allotment, as may be decided by the board
Nature of Preference shares	Non-Convertible, Non-Cumulative, Non-Participating, Redeemable Preference Shares ("NCRPS")
Object of the issue	1. To repay unsecured loans/Inter Corporate Deposits of the Promoter/ Promoter Group Companies. 2. Capital Expenditure Requirements of the company, 3. To fund its Business requirements. 4. Working capital requirements of the Company.

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	5. To invest in marketable securities & wholly owned subsidiaries companies 6. To grant loans/Inter Corporate Deposits on short term basis 7. Overall business development and expansion of the upcoming ventures 8. Other General Corporate Purpose.
Manner of issue of shares	Offer on private placement basis to Promoter/Promoter Group as specified in the Offer, in such time and manner as may be decided by the Board of Directors.
Offer period	To be determined by the Board
Terms of Issue	Preference Shares shall rank prior in respect of payment of dividend or redemption amount compared to equity shareholders of the Company and in the event of winding up, preferential right over the equity shareholders in participating of surplus funds, surplus assets and profits of the Company.
Rate of Dividend	10 %
Manner and mode of redemption	To be determined by the Board
Terms of redemption including tenure of redemption, redemption of shares at premium	Redeemable at par in accordance with Section 55 of the Companies Act, 2013 out of profits available for distribution as dividend or out of fresh issue of shares made for the purpose of redemption.
Current equity shareholding pattern	Mentioned below.
Expected dilution in equity share capital upon conversion of preference shares	Nil. Since the Redeemable Preference Shares are non-convertible.
No subsisting default in the redemption of existing preference shares, payment of dividend.	Not Applicable.
Listing	Non-Convertible Non-Cumulative, Non-Participating, Redeemable Preference Shares ("NCRPS") will not be listed at any Stock Exchange.
Current and post issue Preference Shareholding Pattern of the Company	As given below

Category	Pre-Issue		Allotment of Securities		Post-Issue	
	No. of Preference Shares of Rs. 100 each held	% of Share Holding	No. of Preference Shares of Rs. 100 each allotted	% of Share Holding	No. of Preference Shares of Rs. 100 each held	% of Share Holding
<u>1) Promoter & Promoter Group Holdings</u>						
a. Indian Promoters	40,00,000	100	20,00,000	100	60,00,000	100
b. Foreign Promoters	NIL	NIL	NIL	NIL	NIL	NIL
Sub-Total(1)	40,00,000	100	20,00,000	100	60,00,000	100
<u>2) Non-Promoters Holding</u>						
a. Resident Indians (Individuals, HUF)	NIL	NIL	NIL	NIL	NIL	NIL
b. Bodies Corporate	NIL	NIL	NIL	NIL	NIL	NIL
c. NRI/FI/FII/NRR	NIL	NIL	NIL	NIL	NIL	NIL
d. Others(Trust)	NIL	NIL	NIL	NIL	NIL	NIL
Sub-Total(2)	NIL	NIL	NIL	NIL	NIL	NIL
<u>Total(1+2)</u>	40,00,000	100	20,00,000	100	60,00,000	100

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Equity shareholding pattern as on 31st December, 2018:-

Sr. No.	Name of the shareholder(s)	Percentage to Paid-up Capital (%)
1	Promoter/Promoter Group	64.86
2	Financial Institutions/Banks	0.20
3	Central Government/State Government / State Financial Institution	0
4	Insurance Companies	0.03
5	FII's/NRIs/OCBs/Foreign Companies	0
6	Bodies corporate	13.36
7	Individuals	21.55
TOTAL		100.00

None of the Directors, Key Managerial Personnel except Mr. Jashwant Bhaichand Mehta, Director Mr. Rajesh Motilal Loya, Whole Time Director Mr. Jaydeep Vinod Mehta, Director Mr. Chetan Jashwant Mehta, Director & Ms. Dhvani Jaydeep Mehta, Woman Director of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board recommends the passing of this Resolution at Item No. 1 of the accompanying Notice in the interest of the Company.

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 :14th February, 2019
Place : Mumbai

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

Sd/-
Mr. Rajesh M. Loya
Whole - Time Director
DIN : 00252470

EMERALD LEISURES LIMITED
(Formerly known as "Apte Amalgamation Limited")

CIN: L74900MH1948PLC006791

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

Reminder

Dear Sir/Madam,

Sub: Updation of PAN number and Bank Particulars in the Register of Members of M/s Emerald Leisures Limited and Compulsory Dematerialization of Physical Shares.

This is further informing about the SEBI circulars on compulsory dematerialization of physical shares held by you.

Pursuant to SEBI circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 & SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 dated June 08, 2018, has mandated the Company/RTA to obtain copy of PAN card and Bank account details from all the Shareholders holding shares in physical form. On the above subject, we wish to bring to your notice that you have not yet updated bank particulars and PAN details in the Register of Members of the Company of M/s Emerald Leisures Limited. Accordingly, you are requested to kindly furnish your PAN number and Bank account details in the form given below (together with a copy of cancelled cheque and PAN copy) to our Registrar and Share Transfer Agents address provided below through post/courier. In case you have already provided information, please ignore the above print.

SHAREX DYNAMIC (INDIA) PRIVATE LIMITED

Address: Unit-1, Luthra Ind. Premises, 1st Floor, 44 E, M Vasanti Marg,

Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai - 400072, Maharashtra.

As per the above referred SEBI circular the PAN and Bank details needs to be provided within 21 days from the date of this Communication.

As per SEBI (Listing Obligations and Disclosures Requirements) (Fourth Amendment) Regulations, 2018 dated June 08, 2018 circular provided that, except in case of transmission or transposition of Securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. Hence kindly dematerialized the physical shares held by you before March 31, 2019.

Thanking you,

Yours faithfully,

For Emerald Leisures Limited

Sd/-

Ms. Sonali K. Gaiwad

Company Secretary & Compliance Officer

(Since this is a computer generated letter, no Signature is required)

(Updation in the Company's Register of Members pursuant to SEBI circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018)

Sr. no.	Particulars	Details									
1.	Name of the Company	EMERALD LEISURES LIMITED									
2.	A) Name of the First Shareholder (in BLOCK letters):										
	B) Folio No.:										
3.	PAN number of the Shareholders										
	A) First Shareholder:										
	B) Second Shareholder:										
	C) Third Shareholder:										
4.	Particular of the Bank Account of the First Shareholder										
	A) Bank Name:										
	B) Full Address of the Bank's Branch:										
	C) 9 digit account code number of the Bank & Branch appearing on the MICR cheque issued by the Bank: (Please attach photocopy of a cheque or a cancelled cheque issued by your Bank for verifying the Accuracy of the code number. Incase not having cheque copy send the pass book copy)	<table border="1" style="width: 100%;"><tr><td style="width: 12.5%;"></td><td style="width: 12.5%;"></td><td style="width: 12.5%;"></td><td style="width: 12.5%;"></td><td style="width: 12.5%;"></td><td style="width: 12.5%;"></td><td style="width: 12.5%;"></td><td style="width: 12.5%;"></td><td style="width: 12.5%;"></td></tr></table>									
	D) Account type (Saving Bank account/Current Account) :										
	E) Bank Account No. :										
	F) IFSC Code:										
	G) Email ID:										

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

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]

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: _____ Signature: _____ or failing him/her
- (2) Name: _____ Address: _____
E-mail: _____ Signature: _____ or failing him/her
- (3) Name: _____ Address: _____
E-mail: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Thursday, 14th March, 2019 at Manu Mansion, First Floor, Opp. Old Customs House, Shahid Bhagat Singh Marg, Horniman Circle, Fort, Mumbai- 400 001, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note 2)		
		For	Against	Abstain
SPECIAL BUSINESS				
1	TO CONSIDER AND APPROVE FOR THE ISSUE & OFFER OF NON-CONVERTIBLE, NON-CUMULATIVE, NON-PARTICIPATING, REDEEMABLE, PREFERENCE SHARES ON A PRIVATE PLACEMENT BASIS.			

Signed thisday of..... 2019.

Affix revenue stamp of not less than ₹1

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

Notes:

- 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.
- 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.

EMERALD LEISURES LIMITED

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CIN: L74900MH1948PLC006791

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Tel No.: +91 22 2526 5800

POLLING / BALLOT PAPER

FORM NO. MGT- 12

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company	Emerald Leisures Limited (Formerly known as "Apte Amalgamations Limited")
Registered office	Club Emerald Sports Complex, Plot No. 366/15, Swastik Park, Near Mangal Anand Hospital, Chembur, Mumbai – 400071
CIN	L74900MH1948PLC006791

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. /*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Sr.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	TO CONSIDER AND APPROVE FOR THE ISSUE & OFFER OF NON- CONVERTIBLE, NON-CUMULATIVE, NON- PARTICIPATING, REDEEMABLE, PREFERENCE SHARES ON A PRIVATE PLACEMENT BASIS.			

(Signature of the Shareholder *)

Place: Mumbai

Date: 14th March, 2019

* Note:

Proxy who are attending and voting in this Extra Ordinary General Meeting on behalf of Some Members of the Company are requested to first write their name before signing it.

(* as per Company records)

Route Map of the venue of Extra-Ordinary General Meeting

**EXTRA-ORDINARY
GENERAL MEETING**
Thursday, March 14, 2019
09:30 A.M.

Venue:
Manu Mansion,
First Floor,
Opp. Old Customs House,
16 Shahid Bhagat Singh Marg,
Horniman Circle,
Fort, Mumbai – 400001



Old Custom
House

16 Shahid Bhagat Singh Marg

**MANU
MANSION**

Towards
Churchgate

Horniman
Circle
Garden

Towards
Churchgate

TOWARDS CST

TOWARDS CST

Reserve
Bank of
India

