

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: 09th May, 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 01/2026-27 meeting of the Board of Directors of the company to be held on Monday, 18th May, 2026.

Dear Sir(s),

The notice is hereby given that the 01/2026-27 meeting of the Board of Directors of the company will be held on Monday, 18th May, 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 06/2025-26 meeting of the Board of Directors held on 14 th February, 2026 are enclosed. (B). The minutes of the 05/2025-26 meeting of Audit Committee held on 13 th February, 2026 are enclosed.	For noting	1 Minutes of previous meetings
2.	To consider and approve the Audited Financial Result along with Auditor report for the quarter and year ended on 31 st March, 2026. The draft Audited Financial Results for the quarter and year ended March 31, 2026 along with Unmodified / modified opinion on Independent Audit Report shall be placed at the meeting.	For consideration and approval	2 Draft Resolution along with Draft Financial Results
3.	Noting of the Related Party Transactions (RPTs) for the half year ended March 31, 2026 (if any) To take note of RPTs, if any, entered by the Company, during the half year ended March 31, 2026 . The list of RPTs, if any, entered by the Company during the half year ended March 31, 2026 shall be placed at the meeting.	For noting	3 Draft Resolution
4.	Noting of Quarterly compliance for the quarter ended March 31, 2026.	For noting	4 Draft Resolution along with copies of compliances filed to Stock Exchange by the Company.
5.	To take note of Disclosure of Interest of Directors and Declaration given by Independent Directors.	For noting	5 Draft Resolution along with Disclosure of Interest of Directors and Declaration
6.	To take note of receipt of LOI for SRA redevelopment project	For noting	
7.	Discussion on growth strategy in real estate redevelopment projects	For noting	

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8.	To take note of the annual review of Company policies in compliance with applicable laws and internal governance requirements.	For noting	
9.	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 February, 2026.

The Minutes of the Board Meeting of the Company held on 14th February, 2026 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 Saturday 14th day of February, 2026 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 06/2025-26 meeting of the Board of Directors of the company held on Saturday, 14th day of February, 2026 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 13th February 2026.

The signed Minutes of the Audit Committee Meeting of the Company held on 13th February, 2026 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, 13th February, 2026 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 05/2025-26 meeting of the Audit Committee of the company held on the 13th February, 2026 be and is hereby confirmed as a true record of the proceedings as no comments have been received from any Member."

Annexure-2

AGENDA ITEM NO. 2- TO CONSIDER AND APPROVE THE STANDALONE & CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2026 ALONG WITH AN UNMODIFIED OPINION ON INDEPENDENT AUDITORS REPORT.

The Board is requested to consider and approve the Standalone and Consolidated Audited Financial Results of the Company for the quarter and financial year ended **31st March, 2026**, as recommended by the Audit Committee.

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The Board is further requested to take on record the **Independent Auditors' Report** issued by the Statutory Auditors of the Company, which carries an **unmodified opinion** on the aforesaid financial results.

The said financial results have been prepared in accordance with the applicable provisions of the Companies Act, 2013 and in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as applicable).

The Board may also consider and approve the authorization for submission of the approved financial results to the Stock Exchange(s) and for publication thereof in the prescribed format.

"RESOLVED THAT the Standalone and Consolidated Audited Financial Results of the Company for the quarter and financial year ended 31st March, 2026, as placed before the Board, be and are hereby considered and approved.

RESOLVED THAT the Independent Auditors' Report with an unmodified opinion thereon, as submitted by the Statutory Auditors, be and is hereby taken on record.

RESOLVED FURTHER THAT Mr. Rajesh Loya (DIN: 00252470), Whole Time Director & CFO be and is hereby authorized to submit the aforesaid financial results to the Stock Exchange and to do all such acts, deeds and things as may be necessary in this regard."

Annexure-3

AGENDA ITEM NO. 3-NOTING OF RELATED PARTY TRANSACTIONS (RPTs) FOR THE HALF YEAR ENDED MARCH 31, 2026 (IF ANY):

Pursuant to the provisions of the Companies Act, 2013 read with applicable rules and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Related Party Transactions (RPTs) are required to be placed before the Board for review and noting on the periodic basis.

In this regard, the details of Related Party Transactions, if any, entered into by the Company during the half year ended March 31, 2026, in the ordinary course of business and on an arm's length basis, are placed before the Board for its review and noting.

The Board is requested to take note of the same.

Annexure-4

AGENDA ITEM NO. 4- NOTING OF SEBI (LODR) REGULATION COMPLIANCES OF THE COMPANY FOR THE QUARTER AND YEAR ENDED ON MARCH 31, 2026:

The Chairperson place before the Board the quarterly compliance pursuant to SEBI (LODR), Regulations, 2015, SEBI (PIT) Regulations, 2015, and SEBI (Depositories and Participants) Regulations, 1996 for the quarter and year ended March 31, 2026 as noted below-

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Sr. No.	Particulars	Regulation/Section	Due Date	Filing date
1.	Disclosure for closure of trading window under PIT Regulations	SEBI (Prohibition for Insider trading) 2015	01.04.2026	24.03.2026
2.	Submission of Shareholding Pattern	Regulation 31 (1) (b) of LODR, 2015	21.04.2026	11.04.2026
3.	Integrated e-Governance filing	Regulation 13 (3) of LODR, 2015 Regulation 27(2) of SEBI (LODR) Regulation 2015	21.04.2026	08.04.2026
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	30.04.2026	13.04.2026
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	30.04.2026	06.04.2026
6.	Annual Disclosure	Regulation 31(4) of (SAST) Regulation, 2011 of SEBI	07.04.2026	04.04.2026
7.	Large Corporate Entity Disclosure: Initial Disclosure	SEBI Circular No SEBI/HO/DDHS/P/CIR/2021/613 which superseded the SEBI Circular SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018.	30.04.2026	13.04.2026
8.	Annual Secretarial Compliance Report	Reg.24(A) - Non-applicability	30.05.2026	11.04.2026

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

“RESOLVED THAT the Board took note on the quarter and year ended compliances pursuant to SEBI (LODR), Regulations 2015, SEBI (PIT) Regulations, 2015 and SEBI (Depositories and Participants) Regulations, 1996 for the quarter and year ended March 31, 2026.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised 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.”

Annexure-5

AGENDA ITEM NO. 5- TO TAKE NOTE OF DISCLOSURE OF INTEREST OF DIRECTORS AND DECLARATION GIVEN BY INDEPENDENT DIRECTORS.

The Board is requested to take note of the disclosure of interest received from the Directors of

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the Company pursuant to the provisions of Section 184 of the Companies Act, 2013 and the rules made thereunder. The Board is also requested to take note of the declarations received from the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The disclosures and declarations, as received, are placed before the Board for its noting and record.

“RESOLVED THAT pursuant to Section 184(1) of the Company’s Act, 2013 & Rule 9(1) of the Companies (Meeting of Board and its Powers) Rules, 2014, the Directors Disclosure and shareholding in form MBP 1 received from all the directors for the financial year 2026-27 be and is hereby noted by the Board of Directors of the Company.”

“RESOLVED FURTHER THAT any one of the Director of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

Agenda Item No. 06- TO TAKE NOTE OF RECEIPT OF LOI FOR SRA REDEVELOPMENT PROJECT

The Board is requested to take note that the Company has received a Letter of Intent (LOI) dated 10th April, 2026, granting in-principle approval to the scheme for development under Regulation 33(10) of DCPR 2034 in respect of the plot bearing C.T.S. No. 366/6 (PT) of Village Chembur, Taluka Kurla, situated at Swastik Park, Chembur, Mumbai – 400071, in M(W) Ward, admeasuring approximately 6299 sq. mtrs.

The proposed development project is expected to yield a carpet area of approximately 1,75,000 sq. ft., with an estimated Gross Development Value (GDV) of approximately INR 600 Crores.

The Board is further requested to take note that the above information has already been disclosed to the Stock Exchange pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III thereto.

Agenda Item No. 07- DISCUSSION ON GROWTH STRATEGY IN REAL ESTATE REDEVELOPMENT PROJECTS

Agenda Item No. 08- TO TAKE NOTE OF THE ANNUAL REVIEW OF COMPANY POLICIES IN COMPLIANCE WITH APPLICABLE LAWS AND INTERNAL GOVERNANCE REQUIREMENTS.

In terms of the applicable provisions of the Companies Act, 2013, read with the rules made thereunder, and other applicable laws including SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (where applicable), the Company is required to review its key policies on a periodic basis to ensure their continued relevance, adequacy, and alignment with the prevailing regulatory requirements and best governance practices.

Accordingly, the management has undertaken an annual review of the existing policies of the Company and has placed the same before the Board for its noting and consideration.

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List of Policies needs to be reviewed:

- Code of Conduct
- Vigil Mechanism / Whistle Blower Policy
- Related Party Transaction Policy
- Risk Management Policy
- Nomination & Remuneration Policy
- Archival Policy
- Board Evaluation Policy
- Prevention of sexual harassment
- Other internal policies

Agenda Item No. 09- ANY OTHER MATTER WITH THE PERMISSION OF THE CHAIRMAN.

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

For EMERALD LEISURES LIMITED

SD/-

Kapil M. Purohit

Company Secretary & Compliance Officer