EMERALD LEISURES LIMITED
(CIN: L74900MH1948PLC006791)
Regd. Office: CLUB EMERALD SPORTS COMPLEX, PLOT NO. 366/15, SWASTIK PARK, NEAR MANGAL ANAND HOSPITAL, CHEMBUR, MUMBAI Mumbai City MH 400071 IN
Tel: 02225265800 Email Id: info@clubemerald.in; Website: www.clubemerald.in

Date: 24th June, 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: Short Notice for the 02/2026-27 meeting of the Board of Directors of the company to be held on 30th June, 2026.

Dear Sir(s),

The short notice is hereby given that the 02/2026-27 meeting of the Board of Directors of the company will be held on **Tuesday, 30th June, 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
Digitally signed by Kapil M Purohit
Date: 2026.06.24 18:56:30 +05'30'

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 previous Meeting: (A). The minutes of the 01/2026-27 meeting of Board of Directors held on 18th May, 2026 are enclosed. (B). The minutes of the 01/2026-27 meeting of Audit Committee held on 18th May, 2026 are enclosed.	For noting	1 Minutes of previous meetings
2.	To consider and approve the Directors Report along with all necessary annexure thereof, Management Discussion Analysis and Corporate Governance Report for the F. Y. 2025-26.	For consideration and approval	2 Draft Resolution
3.	To recommend to members for re-appointment of Mr. Nikhil Vinod Mehta (DIN: 00252482) Director, who is retiring by rotation and being eligible offered himself for reappointment.	For consideration and approval	3 Draft Resolution
4.	To recommend to members for re-appointment of Mr. Jashwant Bhaichand Mehta (DIN: 00235845) Director, who is retiring by rotation and being eligible offered himself for reappointment.	For consideration and approval	4 Draft Resolution
5.	To consider and approve the proposal of revision in limit up to Rs. 100.00 crores of Related Party Transaction and obtain members approval in upcoming Annual General Meeting of the Company.	For consideration and approval	5 Draft Resolution
6.	To consider and approve seeking members' approval for issuance of non-convertible debentures and such other debt securities on private placement basis.	For consideration and approval	6 Draft Resolution
7.	To approve the alteration of Article of Association of the Company	For consideration and approval	7 Draft Resolution
8.	To approve the Notice of the 92nd Annual General Meeting of the Company along with the Date, Day, Time and Venue of Annual General Meeting of the Company	For consideration and approval	8 Draft Resolution
9.	To fix the date for closure of Register of Members and Transfer of Books for 92nd Annual General Meeting of the Company	For consideration and approval	9 Draft Resolution
10.	To approve an Appointment of Ms. Zankhana Bhansali, Practicing Company Secretary Proprietor of M/s Zankhana Bhansali & Associates, Scrutinizer for 92nd Annual General Meeting of the Company	For consideration and approval	10 Draft Resolution
11.	To authorize Company Secretary and Director for conducting, 92nd AGM & handling process of e-voting	For Noting	11
12.	To Adopt the Report of the Secretarial Auditor of the Company	For consideration and approval	12 Draft Resolution
13.	To Approve periodical KYCs with Aurionpro Payment Solutions Private Ltd.	For consideration and approval	13 Draft Resolution
14.	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

DETAILED NOTES TO THE AGENDA ITEMS OF EMERALD LEISURES LIMITED

Annexure 1

Agenda Item No. 1 A - 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 18th May, 2026.

The Minutes of the Board Meeting of the Company held on 18th May, 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 Monday 18th day of May, 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 01/2026-27 meeting of the Board of Directors of the company held on Monday, 18th day of May, 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. 1 B- 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 18th May, 2026.

The signed Minutes of the Audit Committee Meeting of the Company held on 18th May, 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 Monday, 18th May, 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 01/2026-27 meeting of the Audit Committee of the company held on the 18th day of May, 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 Directors Report along with all necessary annexure thereof, Management Discussion Analysis and others for the F. Y. 2025-26.

The Chairman placed before the Board, the Directors Report along with its annexures, Management Discussion and Analysis Report to attached with the Annual Report for F.Y. ended 31st March, 2026 to approve and adoption. The Board discussed the same and passed the following resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 134 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, the draft Board's Report for the financial year ended March 31, 2026, as placed before the meeting and initialled by the Chairman for the purpose of identification, be and is hereby considered and approved.

RESOLVED FURTHER THAT the Board's Report together with its Annexures, Corporate Governance Report, Management Discussion and Analysis Report, Secretarial Audit Report and other disclosures as required under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, be and are hereby approved.

RESOLVED FURTHER THAT Mr. Nikhil Vinod Mehta, Chief Executive Officer and Mr. Rajesh Loya, Whole-time Director of the Company, be and are hereby authorised to sign the Board's Report on behalf of the Board in accordance with the provisions of Section 134 of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Kapil Purohit, Company Secretary of the Company, be and is hereby authorised to make such modifications, alterations, additions or deletions in the Board's Report as may be required by any regulatory authority or considered necessary and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

Annexure 3

Agenda Item No. 3- To recommend to members for re-appointment of Mr. Nikhil Vinod Mehta (DIN: 00252482), who retires by rotation, and being eligible, offers himself for re-appointment

"**RESOLVED THAT** Mr. Nikhil Vinod Mehta (DIN: - 00252482), Director of the Company, who retires by rotation at this 92nd Annual General Meeting and being eligible offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company and that his period of office be liable to determination by retirement of Directors by rotation."

Annexure-4

Agenda Item No. 4- To recommend to members for re-appointment of Mr. Jashwant Bhaichand Mehta (DIN: 00235845), who retires by rotation, and being eligible, offers himself for re-appointment

"**RESOLVED THAT** Mr. Jashwant Bhaichand Mehta (DIN: 00235845), Director of the Company, who retires by rotation at this 92nd Annual General Meeting and being eligible offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company and that his period of office be liable to determination by retirement of Directors by rotation."

Annexure 5

Agenda Item No. 5 Approval of revision in limits of Material Related Party Transactions and recommendation to members

To consider and approve revision of the limits of Material Related Party Transactions proposed to be entered into with Related Parties of the Company pursuant to Regulation 23 of the SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015 and to recommend the same to the Members for their approval.

After discussions, the following resolution was passed:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, the recommendations of the Audit Committee and subject to approval of the Members of the Company and such other approvals, permissions and sanctions as may be necessary, consent of the Board of Directors be and is hereby accorded to revise/approve the limits for Material Related Party Transactions to be entered into by the Company with its Related Parties during the Financial Year 2026-27 and upto 30th September, 2027, aggregating upto Rs.100 Crores (Rupees One Hundred Crores Only), on such terms and conditions as may be agreed between the Company and the respective Related Parties.

RESOLVED FURTHER THAT the Board hereby approves the following maximum limits for the transactions proposed to be undertaken with the Related Parties of the Company:

(i) Sale, purchase, transfer or supply of goods, materials, assets, properties and services, including subcontracting arrangements – upto Rs.15 Crores;

(ii) Availing or rendering of services, agency arrangements, business support services and operational transactions – upto Rs.10 Crores;

(iii) Borrowing of monies, financial assistance and acceptance of Inter Corporate Deposits from Related Parties – upto Rs.80 Crores;

(iv) Granting of loans, advances, Inter Corporate Deposits, securities or guarantees to Related Parties, subject to compliance with Sections 185 and 186 of the Companies Act, 2013 – upto Rs.30 Crores;

(v) Leasing, acquisition, transfer, licensing or disposal of movable or immovable properties and/or development rights – upto Rs.30 Crores;

provided that the aggregate value of all Related Party Transactions during the aforesaid period shall not exceed Rs.100 Crores.

RESOLVED FURTHER THAT the Board be and is hereby satisfied that the aforesaid transactions are in the interest of the Company and accordingly recommends the proposal for approval of the Members by way of Ordinary Resolution pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things and to sign and execute all such documents, papers, forms and writings as may be necessary, desirable or expedient for the purpose of giving effect to this resolution and to comply with all statutory and regulatory requirements in this regard."

Annexure 6

Agenda Item No. 6 To consider and approve seeking members' approval for issuance of non-convertible debentures and such other debt securities on private placement basis

The Chairman informed the Board that in order to meet the Company's fund requirements for real estate business, capital expenditure, expansion of business, refinancing of existing indebtedness, working capital requirements and general corporate purposes, it is proposed to seek approval of the Members for issuance of Secured/Unsecured, Rated/Unrated, Listed/Unlisted Redeemable Non-Convertible Debentures on private placement basis, in one or more tranches, within the overall borrowing limits approved by the Members under Section 180(1)(c) of the Companies Act, 2013.

After discussion, the Board passed the following resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed thereunder, the applicable provisions of the Securities and Exchange Board of India Act, 1992, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, rules, regulations, circulars and guidelines (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and subject to the provisions of the Memorandum and Articles of Association of the Company and such other approvals, permissions and sanctions as may be necessary and subject to approval of the Members of the Company, consent of the Board be and is hereby accorded to offer, issue and allot, from time to time, in one or more tranches, secured and/or unsecured, rated and/or unrated, listed and/or unlisted, redeemable non-convertible debentures (including subordinated non-convertible debentures) and such other debt securities on private placement basis, for such amount within the overall borrowing limits of the Company approved by the Members under Section 180(1)(c) of the Act by way of Special Resolution dated 9th December, 2024.

RESOLVED FURTHER THAT the draft Special Resolutions together with the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, as placed before the meeting and initialled by the Chairman for identification, be and are hereby approved and the same be included in the Notice convening the ensuing Annual General Meeting of the Company.

RESOLVED FURTHER THAT upon receipt of approval of the Members, the Board and/or any Committee thereof be and is hereby authorised to determine and finalise all terms and conditions of the issue(s), including but not limited to issue size, number of securities, face value, issue price, coupon/interest rate, tenure, redemption terms, security, appointment of debenture trustee(s), creation of charge, execution of debenture trust deed and all matters incidental thereto.

RESOLVED FURTHER THAT any director and/or Company Secretary be and are hereby severally authorised to issue the Notice of the Annual General Meeting and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

Annexure-7

Agenda Item No. 7- To approve an Alteration of the Article of Association of the Company.

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, consent of the Board be and is hereby accorded to alter the Articles of Association of the Company by insertion of a new Article 95A relating to appointment of Nominee Director immediately after existing Article 95, subject to approval of the Members by way of Special Resolution at the ensuing Annual General Meeting of the Company.

RESOLVED FURTHER THAT any director and/or Company Secretary be and is hereby severally authorised to file e-Form MGT-14 with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid alteration of the Articles of Association of the Company."

Annexure-8

Agenda Item No. 8- To approve the Notice of 92nd Annual General Meeting of the Company along with the Date, Day, Time and Venue of Annual General Meeting of the Company.

In terms of the provisions of Section 96 of the Companies Act, 2013, it is proposed to convene the 92nd Annual General Meeting of the Company on Thursday, 23rd July, 2026 through VC/OAVM. Draft notice of AGM will be placed before the Board for approval.

The Board members discussed the same and approve the following resolution.

"**RESOLVED THAT** the 92nd Annual General Meeting of the Company be held on Thursday, 23rd July, 2026 through VC/OAVM to transact the business mentioned in the Notice of AGM tabled before the meeting and initiated by the Chairman for the purposes of identification.

RESOLVED FURTHER THAT the Notice of AGM be and is hereby approved and Mr. Rajesh Loya, Director and or Mr. Kapil Purohit, Company Secretary of the Company be and are hereby Authorised to issue the same to all persons entitled to receive the same.

RESOLVED FURTHER THAT the Directors of the Company be and is hereby authorised severally to file necessary e-forms with the Registrar of Companies.

Annexure 9

Agenda Item No.9- To fix the date for closure of Register of Members and Transfer Books for 92nd Annual General Meeting of the Company:

"**RESOLVED THAT** in accordance with the provisions of Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management & Administration) Rules, 2014, the Register of Members and the Share Transfer Registers be closed for a period of 17th July, 2026 to 23rd July, 2026 (both days inclusive).

"**RESOLVED FURTHER THAT** Mr. Kapil Purohit, Company Secretary be and is hereby authorized to issue a notice to the members of the Company and to do all such acts, deeds and things as may be necessary to give effect to the foregoing resolutions."

Annexure-10

Agenda Item No.10- To approve an Appointment of Ms. Zankhana Bhansali, Practicing Company Secretary Proprietor of M/s Zankhana Bhansali & Associates, Scrutinizer for 92nd Annual General Meeting of the Company

The Chairman informed the Board that in accordance with the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, a scrutinizer needs to be appointed who can conduct the e-voting process in a fair and transparent manner.

The appointment of **Ms. Zankhana Bhansali, Practicing Company Secretary Proprietor of M/s Zankhana Bhansali & Associates** is suggested to act as the scrutinizer for conducting the e-voting process.

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

"**RESOLVED THAT** the Board do hereby accept the consent of **Ms. Zankhana Bhansali, Practicing Company Secretary Proprietor of M/s Zankhana Bhansali & Associates** to act as a Scrutinizer of the 92nd Annual General Meeting to be held on 23rd July, 2026.

Annexure-11

Agenda Item No. 11- To authorize Company Secretary and Director for conducting 92nd AGM and handling process of e-voting;

The Board has authorised to Mr. Kapil Purohit, Company Secretary cum Compliance Officer and Mr. Rajesh Loya, Whole Time Director of the Company to conduct e-voting of Annual General Meeting of the company in a fair and transparent manner.

Annexure-12

Agenda Item No. 12- To Adopt the Report of the Secretarial Auditor of the Company

The Chairman informed the Board that M/s Zankhana Bhansali & Associates, Practicing Company Secretaries have conducted the audit of the secretarial and relevant records of the company for the financial year 2025-26 and have provided the secretarial audit report to the company.

The copies of the secretarial audit reports were presented to the directors for perusal.

The Board discussed the same and passed following resolution unanimously:

"**RESOLVED THAT** the secretarial audit report of the company for the year ended 31st March, 2026 as given by M/s Zankhana Bhansali & Associates, Practicing Company Secretaries and tabled before the Board, be and is hereby noted."

Annexure-13

Agenda Item No. 13- To Approve periodical KYCs with Aurionpro Payment Solutions Private Ltd.

"**RESOLVED THAT** the consent of the Board be and is hereby accorded to authorise severally the below said official / directors
(i) Mr. Rajesh Loya having Permanent Account Number (PAN) AAAPL2332A
(ii) Mr. Nikhil Vinod Mehta having Permanent Account Number (PAN) AAFPM5077N

to do all such acts, things, deeds, declarations, reasonable disclosure, undertaking and sign the agreement, Documents(s) and submit all the necessary papers, documents required for the purpose of availing the Services of **Aurionpro Payment Solutions Private Ltd**. including but not limited to KYC verification or any other letters, forms, documents etc which may be affixed with respective signatures and as required by Aurionpro Payment Solutions Private Ltd. to be submitted by the Company in connection for availing Aurionpro Payment Solutions Private Ltd. services of payment gateway and payment aggregation and any other ancillary services.

RESOLVED FURTHER THAT all the acts, things done or documents executed severally by Mr. Rajesh Loya or Mr. Nikhil Vinod Mehta in availing services of Aurionpro Payment Solutions Private Ltd. for on behalf of the company shall be binding on the company, until the same is withdrawn by giving written notice thereof.

RESOLVED FURTHER THAT a copy of the above resolution duly certified as true by any director or company secretary of the company be furnished to Aurionpro Payment Solutions Private Ltd. and such other parties as may be required from time to time in connection with the above matter.

Agenda Item No. 14- 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