

EMERALD LEISURES 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@clubemerald.in; Website: www.clubemerald.in; Tel No.: 022-25277504

NOTICE

NOTICE is hereby given that the 92nd Annual General Meeting (“AGM”) of Emerald Leisures Limited (“ELL /Company”) will be held on Thursday, July 23, 2026 at 11.30 a.m. through Video Conferencing / Other Audio Visual Means to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at Club Emerald Sports Complex, Plot No. 366/15, Swastik Park, Near Mangal Anand Hospital, Chembur, Mumbai City MH 400071.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended on March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended on March 31, 2026, together with the report of Auditors thereon.
3. To appoint a director in place of Mr. Nikhil Vinod Mehta (DIN:00252482), who retires by rotation, and being eligible, offers himself for re-appointment.

Explanation: Based on the terms of appointment, Executive Directors and the Non-Executive Directors (other than Independent Directors) are subject to retirement by rotation. Mr. Nikhil Vinod Mehta (DIN:00252482), Director who has been on the Board of the Company and whose office is liable to retire at this AGM, being eligible, seeks re-appointment. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his re-appointment as a Director of the Company.

Therefore, the shareholders are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Nikhil Vinod Mehta (DIN:00252482), who retires by rotation, be and is hereby re-appointed as a Director, liable to retire by rotation."

4. To appoint a director in place of Mr. Jashwant Bhaichand Mehta (DIN: 00235845), who retires by rotation, and being eligible, offers himself for re-appointment.

Explanation: Based on the terms of appointment, Executive Directors and the Non-Executive Directors (other than Independent Directors) are subject to retirement by rotation. Mr. Jashwant

Bhaichand Mehta (DIN: 00235845), Director who has been on the Board of the Company and whose office is liable to retire at this AGM, being eligible, seeks re-appointment. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his re-appointment as a Director of the Company.

Therefore, the shareholders are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Jashwant Bhaichand Mehta (DIN: 00235845), who retires by rotation, be and is hereby re-appointed as a Director, liable to retire by rotation."

SPECIAL BUSINESS:

5. Approval of Material Related Party Transactions upto Rs. 100 Crores

To consider and if thought fit, to pass with or without modification, if any, the following resolution as an **Ordinary Resolution**:

"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 ("SEBI LODR Regulations"), Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder and other applicable laws, rules, regulations and circulars, as amended from time to time, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into and/or continue contract(s), arrangement(s) and/or transaction(s), whether existing and/or proposed, with the following Related Parties:

Mr. Jaydeep Vinod Mehta, Mr. Jashwant Mehta, Mr. Nikhil Mehta, Mr. Rajesh Loya, Mr. Chetan Mehta, M/s. Dhvani Mercantile Private Limited, M/s. Juhu Resorts and Development Private Limited, M/s. Neptune Resorts & Developers Private Limited, M/s. Ahmednagar Finance Ltd., M/s. Techno Property Developers Private Limited, M/s. Juhu Tours & Travels Private Limited, M/s. AYAY Commodity Services Private Limited, M/s. Techno Global Security Private Limited, M/s. TG Gala Realtors LLP, M/s. Gala Techno Mahim Cluster LLP, M/s. GFT Realtors LLP, M/s. Jayniraj Realtors LLP, M/s. Techfort Realtors LLP, M/s. Techno Freshworld LLP, M/s. Techno Grihanirman LLP, Mr. Ramaswamy Vaidyanath, Mr. Vaibhav Agarwal, Mr. Aniruddha Joshi, M/s. Techno Finvestrade (India) Private Limited and M/s. Techno Realtors Private Limited, for transactions in the ordinary course of business and/or otherwise, on arm's length basis and/or otherwise, for the financial year 2026-27 and upto 30th September, 2027, for the following maximum aggregate limits:

- (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 property and/or development rights – upto Rs. 30 Crores;

provided that the aggregate value of all such Related Party Transactions during the aforesaid period shall not exceed Rs. 100 Crores (Rupees Hundred Crores Only), either individually or taken together with previous transactions during a financial year, on such terms and conditions as may be mutually agreed between the Company and the respective Related Parties and as approved by Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to negotiate, finalise, amend, modify, renew and execute all agreements, documents and writings and to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient for giving effect to this resolution and matters incidental thereto.”

6. Issue of Secured/Unsecured Redeemable Non-Convertible Debentures on Private Placement Basis.

To consider and if thought fit, to pass with or without modification, if any, the following resolution as a **Special 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, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof) 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 Board be and is hereby authorised to determine and finalise all terms and conditions of the issue(s), including but not limited to the class of subscribers/investors, issue size, number of securities, face value, issue price, coupon/interest rate, tenure, redemption terms, security, appointment of debenture trustee(s), execution of debenture trust deed and all other matters incidental thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to create such mortgage(s), charge(s), hypothecation(s), pledge(s) or other security interest(s) on the movable and/or immovable properties and assets of the Company, both present and future, as may be required for securing the said non-convertible debentures and debt securities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, agreements, forms and writings as may be necessary or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Committee of Directors and/or any officer(s) of the Company.

RESOLVED FURTHER THAT a certified true copy of the foregoing resolutions be provided to such person(s), authority(ies), regulator(s), debenture trustee(s), depository(ies), lender(s), financial institution(s), stock exchange(s) and/or any other person(s) as may be required, under the signature of any Director of the Company or the Company Secretary of the Company."

7. Alteration of Articles of Association of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"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 and other applicable statutory provisions (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded to alter the Articles of Association of the Company by insertion of the following new Article 95A immediately after existing Article 95:

95A. Nominee Director

Notwithstanding anything contained in these Articles and subject to the provisions of the Companies Act, 2013 and other applicable laws for the time being in force, the Board shall have power to appoint any person as a Nominee Director on the Board of the Company who may be nominated by any Bank, Financial Institution, Debenture Trustee, Security Trustee, Lender, Investor, Body Corporate, Government Authority or any other person pursuant to any agreement, arrangement, sanction, assistance, subscription, investment, financing documents, issue of securities or otherwise having a right of nomination.

The Nominee Director so appointed shall hold office for such period and upon such terms and conditions as may be stipulated by the nominating person or entity and accepted by the Company and shall not be liable to retire by rotation unless otherwise required under the provisions of the Companies Act, 2013.

The Nominee Director shall be entitled to exercise all rights and powers available to any other Director of the Company and shall be subject to the same duties, obligations and responsibilities as are applicable to the Directors under the Companies Act, 2013 and these Articles.

The Board may remove or replace such Nominee Director upon withdrawal of the nomination or upon receipt of a fresh nomination from the person or entity entitled to nominate such Director, subject to the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things and file all necessary forms and documents as may be considered necessary, proper or expedient for giving effect to this resolution.”

Registered Office:

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

CIN: L74900MH1948PLC006791

Website: www.clubemerald.in

Email: info@clubemerald.in

Tel: +91 22 25277504

Fax: +91 22 25260212

**By Order of the Board of Directors
Emerald Leisures Limited**

**Rajesh M. Loya
Whole Time Director
DIN No. 00252470**

Date: 30.06.2026

Place: Mumbai

Notes:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued General Circular No. 03/2025 dated September 22, 2025 read with earlier circulars issued in this regard ("MCA Circulars") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read with earlier circulars in this regard issued by the Securities and Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the AGM through VC/OVAM. In terms of the said circulars, the 92nd AGM of the Members will be held through VC/OAVM.
2. Information regarding appointment/re-appointment of Directors and Explanatory Statement in respect of special business to be transacted pursuant to Section 102 of the Companies Act, 2013 ("the Act") and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") is annexed hereto.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), as revised with effect from April 01, 2024, read with Clarification /Guidance on applicability of Secretarial Standards 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
6. Pursuant to the provisions of Section 113 of the Act, Body Corporates/ Institutional / Corporate members intending for their authorised representatives to attend the meeting are requested to send to the Company, on info@clubemerald.in with a copy marked to companysecretary@clubemerald.in and helpdesk. evoting@cDSLindia.com from their registered Email ID a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
7. In line with the aforesaid Circulars of the Ministry of Corporate Affairs (MCA), the Notice calling the AGM has been uploaded on the website of the Company at www.clubemerald.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at

www.bseindia.com. The said Notice of the AGM is also available on the website of NSDL (agency for providing the Remote e-Voting facility) at www.evotingindia.com.

8. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
9. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialised form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
10. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual members holding shares in the physical form. The members who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
12. The Members can join the AGM in the VC/OAVM mode 15 (fifteen) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
13. Pursuant to regulation 44(6) of the SEBI Listing Regulations, as amended, the Company is providing VC / OAVM facility to its members to attend the AGM.
14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company/RTA for consolidation into a single folio.
15. As per Regulation 40 of SEBI Listing Regulations, all requests for transfer of securities including transmission and transposition, issue of duplicate share certificate; claim from unclaimed suspense account; renewal/exchange of share certificate; endorsement; sub-division/splitting of share certificate; consolidation of share certificates/folios shall be processed only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form.

16. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

17. Voting and joining AGM through electronic means:

- i). Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting on the date of the AGM will be provided by NSDL.
- ii). The 'cut-off date' for determining the eligibility for voting through electronic voting system is fixed as 16th July, 2026. The remote e-voting period commences on Monday, July 20, 2026 at 9.00 a.m. IST and ends on Wednesday, July 22, 2026 at 5.00 p.m. IST. During this period, a person whose name is recorded in the Register of Members or in the Register of Beneficiary Owners maintained by the Depositories, as on the cut-off date, i.e., Thursday, July 16, 2026 shall be entitled to avail the facility of remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, July 16, 2026.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Monday, July, 20 2026 at 9:00 A.M. and ends on Wednesday, July, 22 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, July 16, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, July 16, 2026.

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: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat

account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a

Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will

	authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800-21-09911

B). Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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.nsdl.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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.nsdl.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:
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*****.
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*****
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. Password details for shareholders other than Individual shareholders 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 to 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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.nsdl.com.

b). **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c). If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d). Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 zankhana.bhansali@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
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: 022 - 4886 7000 or contact Mr. Rahul Rajbhar, Assistant Manager, or Mr. Sachin Tripathi National Securities Depository Ltd., at the designated email IDs: evoting@nsdl.co.in to get your grievances on e-voting addressed.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to companysecretary@clubemerald.in
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to companysecretary@clubemerald.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at companysecretary@clubemerald.in. The same will be replied by the company suitably.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the persons who may be contacted for any grievances connected with the facility for e-voting during the AGM shall be the same as mentioned for remote e-voting.

OTHER GUIDELINES FOR MEMBERS:

- I. Any person holding shares in physical form and non-individual shareholders who acquires shares of the Company and becomes a Member after the Company sends the Notice by e-mail

and thereafter holds shares as on the cut-off date i.e., Thursday, July 16, 2026, may obtain the User ID and password by sending a request to support@purvashare.com. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com. Individual shareholders holding securities in demat mode, who acquire shares of the Company and becomes a member after the Company sends the Notice by e-mail and thereafter holds shares as on the cut-off date i.e., Thursday, July 16, 2026 may follow the steps mentioned in the e-voting instructions.

A person who is not a member as on the cut-off date is requested to treat this Notice for information purpose only.

II. The Company has appointed M/s Zankhana Bhansali & Associates, Practising Company Secretary (C P No. 10513; Mem. No. 9261), Mumbai, as the Scrutinizer to scrutinize the voting during the meeting and the remote e-voting process, in a fair and transparent manner.

III. The Scrutinizer shall after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

IV. As per Regulation 44 of the SEBI Listing Regulations, the results of the e-voting are to be submitted to the Stock Exchanges within two working days of the conclusion of the AGM. The results declared along with Scrutinizer's report will be placed on the Company's website www.ashokleyland.com and the website of NSDL www.evoting.nsdl.com. The results will also be communicated to the Stock Exchanges.

General:

Shareholders holding shares in dematerialized mode, are requested to update their records such as tax residential status, permanent account number (PAN), registered email addresses, mobile numbers and other details with their relevant depositories through their depository participants. Shareholders holding shares in physical mode are requested to furnish details to the Company's registrar and share transfer agent.

Members are requested to note that SEBI vide circular dated November 3, 2021 and subsequent circulars has mandated that Members holding shares in physical mode are required to update the following with the Company/RTA: PAN; KYC details containing address, mobile number, e-mail address, bank account details; Nomination details.

Also, pursuant to the above SEBI Circulars, with effect from April 01, 2024, in case of non-updation of PAN and KYC details except "choice of nomination", the shareholders holding shares in physical form shall be eligible for the following only after furnishing KYC details:

- to lodge grievance or avail any service request from the RTA
- to receive any payment of dividend through electronic mode in respect of shares held in the folio in physical form.

Members holding shares in physical mode, who have not registered their above particulars are requested to register the same with the Company/RTA in the prescribed Forms i.e. ISR-1, ISR-2, ISR-3 or SH-13 / SH-14 at the earliest. Any clarifications in this regard may be addressed to the RTA at support@purvashare.com.

Registered Office:

Club Emerald Sports Complex,
Plot No. 366/15, Swastik Park,
Near Mangal Anand Hospital,
Chembur, Mumbai - 400071
CIN: L74900MH1948PLC006791

Website: www.clubemerald.in

Email: info@clubemerald.in

Tel:- +91 22 25277504

Fax:- +91 22 25260212

Date: 30.06.2026

Place: Mumbai

**By Order of the Board of Directors
Emerald Leisures Limited**

**Rajesh Loya
Whole Time Director
DIN: 00252470**

ANNEXURE TO NOTICE EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act 2013, the following Explanatory Statement set out all material facts relating to the business mentioned under item nos. 5 to 7 of the accompanying Notice dated 30.06.2026

Item No. 5

The provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) read with applicable provisions of the Companies Act, 2013 require approval of the Members by way of an Ordinary Resolution for entering into Material Related Party Transactions and/or continuing existing Related Party Transactions with Related Parties of the Company.

The Company, in the ordinary course of its business operations, enters into various transactions with Related Parties including sale/purchase of goods and materials, availing/rendering of services, business support arrangements, leasing and transfer of properties, borrowing and lending transactions and other operational/business transactions.

Considering the present and future business requirements of the Company and its group entities, the Company proposes to enter into and/or continue Related Party Transaction(s) with the Related Parties as mentioned in the proposed resolution. Such transactions shall be carried out at arm’s length basis and in the ordinary course of business wherever applicable and in the best interest of the Company.

The Audit Committee and the Board of Directors of the Company have reviewed the proposed transactions and have granted their approval/recommendation subject to approval of the Members.

The particulars of the proposed transactions pursuant to SEBI Circular read with Regulation 23 of SEBI LODR Regulations are as under:

Name of Related Party	Name of Related Party	Nature of Transaction	Maximum Aggregate Value	Period
Mr. Jaydeeps Vinod Mehta and other Related Parties mentioned in the Resolution	Promoters / Promoter Group / Related Entities	Sale, purchase, services, leasing, borrowing, lending, property transactions and other business transactions	Aggregate amount not exceeding Rs. 100 Crores	FY 2026-27 upto 30th September, 2027

The above transactions are proposed to be undertaken for business continuity, operational requirements, treasury management, administrative convenience and efficient utilisation of resources within the group structure.

The Company shall ensure that all Related Party Transactions shall be reviewed by the Audit Committee on periodic basis and shall comply with applicable provisions of the Companies Act, 2013 and SEBI LODR Regulations.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, except to the extent of their shareholding interest and their association with the Related Parties, if any, are concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the Members.

Item No. 6

The Company requires funds from time to time to meet its real estate business requirements, capital expenditure, refinancing of existing indebtedness, working capital requirements and for general corporate purposes.

The Company already has in place shareholders' approval under Section 180(1)(c) of the Companies Act, 2013 for borrowing up to & sum of not exceeding Rs. 500.00 Crores (Rupees Five Hundred Crores only) by way of fund/non-fund-based facilities over & above the aggregate to paid up share capital, free reserve and securities premium of the Company.

Further, pursuant to the provisions of Sections 42 and 71 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Company proposes to obtain enabling approval of the Members for issuance of Non-Convertible Debentures on private placement basis in one or more tranches.

Also, pursuant to the proviso to Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, in case of an offer or invitation for subscription of non-convertible debentures on private placement basis, it shall be sufficient if the Company passes a previous Special Resolution once in a year for all such offers or invitations during the year.

Accordingly, approval of the Members is sought by way of a Special Resolution to enable the Board of Directors to offer, issue and allot secured and/or unsecured, listed and/or unlisted, rated and/or unrated redeemable non-convertible debentures and other debt securities, in one or more tranches, on private placement basis, for an aggregate amount not exceeding the overall borrowing limits approved by the Members from time to time under Section 180(1)(c) of the Companies Act, 2013.

The Board is of the opinion that the proposed resolution is in the best interests of the Company and recommends the Special Resolution for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

Item No. 7

The existing Articles of Association of the Company do not contain any specific provision enabling appointment of a Nominee Director by any Bank, Financial Institution, Debenture Trustee, Security Trustee, Lender, Investor or any other person having a right of nomination.

In order to provide flexibility for future fund raising, borrowing arrangements, issuance of debt securities, strategic investments and other business requirements, the Board of Directors has recommended insertion of Article 95A in the Articles of Association of the Company enabling appointment of Nominee Director(s) in accordance with applicable laws and contractual arrangements.

Pursuant to Section 14 of the Companies Act, 2013, alteration of Articles of Association requires approval of Members by way of Special Resolution.

The Board recommends the Special Resolution for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

DISCLOSURE UNDER REG. 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS

Directors Name	Mr. Jashwant Bhaichand Mehta	Mr. Nikhil Vonod Mehta
DIN	00235845	00252482
Designation/category of Directorship	Non-Executive Director	Executive Director
Date of Birth	28/10/1941	01/01/1970
PAN	AACPM0372P	AAFPM5077N
Nationality	Indian	Indian
Date of first appointment on the Board	12/08/2010	28/10/2022
Terms and Conditions of appointment / re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013	Re-appointment in terms of Section 152(6) of the Companies Act, 2013
No. of Equity Shares held	8,64,440 Shares i.e. 5.76%	46,74,510 i.e 31.12%
Qualifications	B.E. (Civil), M.C.E. (Structural) U.S.A, F.IE, F.I.V., A.I.I.A	Chemical Engineer from Manipal Institute of Technologies and has completed his Masters in Business Management from the Narsee Monjee Institute of Management, Mumbai.
Experience/Brief Profile	Mr. Jashwant B. Mehta is an Architect and Civil Engineer having vast knowledge on Real estate, construction and hospitality industries. He is active on many associations and charitable organizations	Mr. Nikhil Mehta is the Co-Founder and CEO of the Techno Group of Companies He is a gold medalist Chemical Engineer from Manipal Institute of Technologies and has completed his Master's in Business Management from the Narsee Monjee Institute of Management, Mumbai. He is in charge of softwares & systems, Operations and Treasury Mangement at the Techno Group of Companies. He has an experience of more than 30 years in the capital Markets, pharmaceutical intermediate manufacturing, IT & Real Estate Industry. He leads the project management team, resolves challenges on the board, optimises the costs and revenues of the various businesses of Techno group.
Relationship between Directors	Uncle of Mr. Nikhil V. Mehta and Mr. Jaydeep V. Mehta	Brother of Mr. Jaydeep V. Mehta Nephew of Mr. Jashwant B. Mehta
Other Companies in which he is a Director excluding Section 8 companies and Private Companies	NA	NA
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of the Company	NA	NA