

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

THE 91st ANNUAL GENERAL MEETING OF THE MEMBERS OF EMERALD LEISURES LIMITED will be held on Tuesday, 30th September, 2025 at 11:30 A.M., Indian Standard Time (IST), through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') to transact the following business.

The proceedings of the 91st Annual General Meeting ("AGM") shall be deemed to be conducted at 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 which shall be the deemed venue of the AGM.

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a). the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b). the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 together with the Report of Auditors thereon.
2. To appoint a director in place of Mr. Jaydeep Vinod Mehta (DIN: - 00252474), who retires by rotation, and being eligible, offers himself for re-appointment.

"RESOLVED THAT Mr. Jaydeep Vinod Mehta (DIN: 00252474), Director of the Company, who retires by rotation at this 91st 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."

3. To appoint a director in place of Ms. Dhvani Mehta (DIN: 07105522), who retires by rotation, and being eligible, offers herself for re-appointment.

"RESOLVED THAT Ms. Dhvani Mehta (DIN: - 07105522), Director of the Company, who retires by rotation at this 91st Annual General Meeting and being eligible offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company and that her period of office be liable to determination by retirement of Directors by rotation."

SPECIAL BUSINESS:

4. Re-appointment of Mr. Rajesh Loya (DIN 00252470), as Whole Time Director of the Company

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 Sections 196, 197 and 203 of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for the re-appointment of Mr. Rajesh Loya (DIN 00252470) as a Whole Time Director of the Company for a period of 5 years, with effect from 11th November, 2025 on the terms and conditions including remuneration, with liberty and power to the Board of Directors (hereinafter referred to as ‘the Board’ which expression shall also include the Nomination and Remuneration Committee of the Board), in the exercise of its discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment, subject to the same not exceeding the limits specified under schedule V to the Companies Act, 2013. He will be liable to retire by rotation.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Rajesh Loya, Whole Time Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Whole Time Director.

RESOLVED FURTHER THAT Mr. Rajesh Loya, Whole Time Director be entrusted with such powers and perform such duties as may from time to time be delegated/entrusted to him subject to the supervision and control of the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.”

5. Regularisation of additional Director Mr. Ramaswamy Vaidyanath (DIN: 01995478) by appointing him as Independent Director of the Company:

To consider and if thought fit, to pass the following resolutions as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, approval of the members be and is hereby accorded to regularise the appointment of Mr. Ramaswamy Vaidyanath (DIN: 01995478), who was appointed as an

Additional Director (Independent) of the Company with effect from 6th September, 2025 by the Board of Directors and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, as an Independent Director of the Company.

RESOLVED FURTHER THAT Mr. Ramaswamy Vaidyanath (DIN: 01995478), be and is hereby appointed as an Independent Director of the Company for a term of 5 (five consecutive years) commencing from 6th September, 2025 to 05th September, 2030 and not liable to retire by rotation.

RESOLVED FURTHER THAT the 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, desirable or expedient to give effect to this resolution.”

6. Regularisation of additional Director Mr. Vaibhav A Agarwal (DIN: 11267514) by appointing him as Independent Director of the Company:

To consider and if thought fit, to pass the following resolutions as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, approval of the members be and is hereby accorded to regularise the appointment of Mr. Vaibhav A. Agarwal (DIN: 11267514), who was appointed as an Additional Director (Independent) of the Company with effect from 6th September, 2025 by the Board of Directors and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, as an Independent Director of the Company.

RESOLVED FURTHER THAT Mr. Vaibhav A. Agarwal (DIN: 11267514), be and is hereby appointed as an Independent Director of the Company for a term of 5 (five consecutive years) commencing from 6th September, 2025 to 05th September, 20230 and not liable to retire by rotation.

RESOLVED FURTHER THAT the 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, desirable or expedient to give effect to this resolution.”

7. **Regularisation of additional Director Mr. Aniruddha Joshi (DIN: 02218347) by appointing him as Non-Executive Independent Director of the Company:**

To consider and if thought fit, to pass the following resolutions as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, approval of the members be and is hereby accorded to regularise the appointment of Mr. Aniruddha Joshi (DIN: 02218347), who was appointed as an Additional Director (Independent) of the Company with effect from 6th September, 2025 by the Board of Directors and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, as an Independent Director of the Company.

RESOLVED FURTHER THAT Mr. Aniruddha Joshi (DIN: 02218347), be and is hereby appointed as an Independent Director of the Company for a term of 5 (five consecutive years) commencing from 6th September, 2025 to 5th September, 2030 and not liable to retire by rotation.

RESOLVED FURTHER THAT the 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, desirable or expedient to give effect to this resolution.”

8. **Appointment of M/s Zankhana Bhansali & Associates, Practicing Company Secretary, Mumbai (Mem. No. 9261) as Secretarial Auditor of the Company:**

To consider and if thought fit, to pass the following resolutions as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to receipt of such other approvals, consents and permissions as may be required, M/s Zankhana Bhansali & Associates, Practicing Company Secretary, Mumbai (Mem. No. 9261) be and is hereby appointed as Secretarial Auditor of the Company for a term of upto 5(Five) consecutive years, to hold office from the conclusion of this Annual General Meeting (‘AGM’) till the conclusion of 96th (Ninety Six) AGM of the Company to be held in the Year 2030, on a remuneration as agreed by the Board of Directors and the management, as detailed in the explanatory statement attached to the notice.

RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds, things and to sign all such documents as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

9. Approval for revision in material related party transaction amount upto Rs. 500.00 crores

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 the Regulations 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014; and in accordance with the prevailing provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with rules made thereunder (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors/or the Audit Committee of the Company as the case may be to exercise the power conferred by this resolution and to enter into related party transaction(s) including material related party transactions by company with Related Parties namely Mr. Rajesh Loya, Mr. Jashwant Mehta, Mr. Nikhil Mehta, Mr. Jaydeep Mehta, 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 Equity Broking Private Limited, 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. Maneesh Taparia, Mr. Amit Vardhaman Shah, Mr. Gautam Chandrakumar Shah, M/s. Techno Finvestrade (India) Private Limited, M/s. Techno Realtors Private Limited for (i) sale, purchase or supply of any goods, materials, assets (Movable/Immovable), Rights or Services; (ii) selling or otherwise disposing of, or buying, property of any kind; (iii) leasing of property of any kind; (iv) availing or rendering of any services; (v) appointment of any agent for purchase or sale of goods, materials, services or property; (vi) such related party’s appointment to any office or place of profit in the company, its subsidiary company or associate company; (vii) Sub Contract Arrangement (viii) Borrowing from Related Party; (ix) Lending to Related Party the value of which either singly or all taken together in a financial year may exceed ten per cent of the annual consolidated turnover of the Company as per last audited financial statements or any amended prescribed limits as per the Companies Act, 2013 and its Rules, SEBI (LODR) Regulations, 2015 for an estimated amount of up to Rs. 500 crores (Rupees Five Hundred Crores) for single transaction or series of transactions for a period of 15 months from 1st April, 2025 to 30th September, 2026 on such terms and conditions as may be mutually agreed between the Company and the related parties.

RESOLVED FURTHER THAT the Board of Directors and/or Audit Committee thereof be and is hereby severally authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto including professional advice from external sources.”

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**

SD/-

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

Date: 6th September, 2025

Place: Mumbai

Notes:

1. The Ministry of Corporate Affairs ('MCA') has vide its circulars dated April 8, 2020, April 13, 2020, May 5, 2020, December 28, 2022, September 25, 2023, read with circular dated September 19, 2024 (collectively referred to as 'MCA Circulars') permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
2. The relevant Explanatory Statement pursuant to Section 102 of the Act, setting out material facts in respect of businesses under item nos. 4, 5, 6, 7, 8 and 9 of the Notice, is annexed hereto. Details pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Director seeking re-appointment at this AGM are also annexed.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate Shareholders (i.e., other than Individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG format) of its Board or governing body resolution/authorisation etc., authorising its representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the Scrutinizer by e-mail at their registered e-mail address to zankhana.bhansali@gmail.com with a copy marked to evoting@nsdl.co.in.
5. Members are requested to note that, dividends if not encashed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). Further, shares in respect of which dividends have remained unclaimed for a period of seven consecutive years or more are liable to be transferred to the IEPF Authority. In view of this, Members/claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. The Members/claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

6. In compliance with the MCA Circulars, SEBI Circular dated October 3, 2024 and SEBI Listing Regulations, Notice of the AGM along with the Annual Report for the FY 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report for the FY 2024-25 is also available on the Company's website www.clubemerald.in, websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com and on the website of NSDL - www.evoting.nsdl.com
7. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 20, 2025 through e-mail to companysecretary@clubemerald.in. The same will be replied by the Company suitably.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for inspection from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to companysecretary@clubemerald.in.
9. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company as permitted under Section 72 of the Act, read with the Rules made thereunder are requested to send the prescribed Form SH-13 to the Corporate/Registered Office of the Company. Any change or cancellation of the nomination already given is to be submitted in Form SH-14. Form SH-13 and Form SH-14 are available on the Company's website in the Investors Section for download.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number, ECS mandate, nominations, power of attorney, bank account details, etc., to their Depository Participant(s), in case shares are held by them in electronic form and to Purva Sharegistry (India) Pvt. Ltd ('RTA'), 9 Shiv Shakti Ind Estt., J R Boricha Marg, Lower Parel E, Mumbai, Maharashtra, 400011, in case shares are held by them in physical form.
11. Members holding shares in physical mode, who have not registered their above particulars are requested to register the same with the Company/RTA in prescribed Form ISR-1. Any clarifications in this regard may be addressed to the RTA at www.purvashare.com.
12. 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.

13. 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.
14. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM, i.e., Tuesday, September 30, 2025.
15. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
16. SEBI has through the Circular SEBI/HO/MIRSD/MIRSD-PoD/P/ CIR/2025/97 dated July 2, 2025, informed that for physical share transfer requests which were originally lodged prior to April 1, 2019, but were rejected/returned due to documentation deficiencies, a special window is now made available from July 7, 2025 to January 6, 2026, for re-lodgement of these physical share transfer requests. Please note that such shares shall be issued only in demat mode upon verification of all related documents and successful processing. Shareholders who wish to avail this opportunity are requested to contact the Company's Registrar and Share Transfer Agent viz., Purva Shareregistry (India) Pvt. Ltd, 9 Shiv Shakti Ind Estt., J R Boricha Marg, Lower Parel E, Mumbai, Maharashtra, 400011, Tel- +91 22 23016761/18261, Email: support@purvashare.com.
17. The details as required under Regulation 36(3) of SEBI Listing Regulations and the Secretarial Standard on General Meetings ('SS-2'), issued by the Institute of Company Secretaries of India is provided in the Annexure to this Notice.
18. 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 24th September, 2025. The remote e-voting period commences on Saturday, September 27,

2025 at 9.00 a.m. IST and ends on Monday, September 29, 2025 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., Wednesday, September 24, 2025 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 Wednesday, September 24, 2025.

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

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.	<p>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.</p> <p>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'</p>

	<p>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.</p> <p>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</p> <p>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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>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 &</p>

	<p>New System Myeasi Tab and then user your existing my easi username & password.</p> <p>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.</p> <p>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.</p> <p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

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 and 022 - 2499 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 22 55 33

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 on NSDL e-Voting system.

How to cast your vote electronically 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 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 support@purvashare.com

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 support@purvashare.com. 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 AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for 'Access NSDL e-voting system'. The link for VC/OAVM will be available in 'Shareholder/Member login' where the EVEN of the Company will be displayed. After successful login, Members will be able to see the link of 'VC/OAVM' placed under the tab 'Join General meeting' against the Company's name. On clicking this link, Members will be able to attend the AGM. Please note that Members who do not have the User ID and Password for e-voting or have forgotten the User ID/ Password may retrieve the same by following the remote e-voting instructions mentioned above in the notice, to avoid last minute rush.
2. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
3. Members may join the Meeting through Laptops, Smartphones and Tablets. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer, MS Edge or Firefox. Please note that participants connecting from Smartphones or Tablets or through Laptops 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 glitches.
4. Members who would like to express their views or ask questions during the AGM need to pre-register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at

companysecretary@clubemerald.in from September 5, 2025 (9:00 a.m. IST) to September 8, 2025 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM:

1. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present at the AGM through VC/OAVM facility and have not cast their vote on the Resolution(s) through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
3. Members who have cast their vote through remote e-voting prior to the AGM will be eligible to attend the AGM. However, they shall not be entitled to cast their vote again.
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., Friday, August 29, 2025, 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., Wednesday, September 24, 2025 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 (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

By Order of the Board of Directors
Emerald Leisures Limited

SD/-
Rajesh Loya
Whole Time Director
DIN: 00252470

Website: www.clubemerald.in

Email: info@clubemerald.in

Tel:- +91 22 25277504

Fax:- +91 22 25260212

Date: 6th September, 2025

Place: Mumbai

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 no. 4 to 9 of the accompanying Notice dated 6th September, 2025

Item No. 4

Re-appointment of Mr. Rajesh Loya (DIN 00252470), Whole Time Director of the Company

Mr. Rajesh Loya has been associated with the Company since 2010. His working & guidance has been valuable to the Company. Mr. Rajesh Loya is Graduate in Commerce from Mumbai University and Chartered Accountant from ICAI New Delhi. It would be appropriate to re-appoint him as a Whole Time Director of the Company for the period of Five consecutive years w.e.f 11.11.2025. The Board of Directors of the Company at its meeting held on 06.09.2025 on the recommendation of the Nomination and Remuneration Committee in its meeting held on 06.09.2025, re-appointed Mr. Rajesh M. Loya as Whole Time Director of the Company subject to approval of Shareholders/members in general meeting to be held on 30.09.2025 through an ordinary resolution, at the remuneration, in accordance with norms laid down in section 196, 197 and other applicable provisions of the Companies Act 2013 and the rules made there under schedule V of Companies act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are financially or otherwise concerned with or interested in the resolution at Item No. 4 of the notice except to the extent of their shareholding in the company.

Item No. 5

Regularization of an Additional Director Mr. Ramaswamy Vaidyanath (DIN: 01995478) by appointing him as Non-Executive Independent Director of the Company

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors has appointed Mr. Ramaswamy Vaidyanath (DIN: 01995478) as an Additional Director, and not liable to retire by rotation, for a term of five consecutive years from September 6, 2025 to September 5, 2030, subject to approval of the Members.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a member, proposing his candidature for the office of Director. The Company has received declarations from Mr. Ramaswamy Vaidyanath (DIN: 01995478) to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and not disqualified from being appointed as Director in terms of Section 164 of the Act. In terms of Regulation 25(8) of SEBI Listing Regulations, Mr. Ramaswamy Vaidyanath has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, Mr. Ramaswamy Vaidyanath fulfils the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as an Independent Director and that he is independent of the management of the Company. A brief profile of Mr. Ramaswamy Vaidyanath (DIN: 01995478) is given below:

Mr. Ramaswamy Vaidyanath had 37 years of experience in Business consulting services and provided as an independent consulting services in financial sector and in capital market.

In compliance with the provisions of Section 149, read with Schedule IV of the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the appointment of Mr. Ramaswamy Vaidyanath (DIN: 01995478) as an Independent Director is being placed before the members for their approval.

Except Mr. Ramaswamy Vaidyanath and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set forth in Item No. 5.

Considering the expertise and experience, the Board feels that Mr. Ramaswamy Vaidyanath appointment as Independent Director would benefit the Company and hence recommends the resolution set out as Item No 5 of this Notice for approval by the members.

Item No. 6

Regularization of an Additional Director Mr. Vaibhav A Agarwal (DIN: 11267514) by appointing him as Non-Executive Independent Director of the Company

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors has appointed Mr. Vaibhav A. Agarwal (DIN: 11267514) as an Additional Director and as an Independent Director, not liable to retire by rotation, for a term of five consecutive years from September 6, 2025 to September 5, 2030, subject to approval of the Members.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a member, proposing his candidature for the office of Director. The Company has received declarations from Mr. Vaibhav A. Agarwal (DIN: 11267514) to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and not disqualified from being appointed as Director in terms of Section 164 of the Act. In terms of Regulation 25(8) of SEBI Listing Regulations, Mr. Vaibhav A. Agarwal has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, Mr. Vaibhav A. Agarwal fulfils the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as an Independent Director and that he is independent of the management of the Company. A brief profile of Mr. Vaibhav A. Agarwal (DIN: 11267514) is given below:

Mr. Vaibhav A. Agarwal is a professional with 23 years of experience in Strategy, Business Development, Credit Administration, Risk Management, Client Servicing & Recovery. An implementer with recognized proficiency in spearheading business/operations with an aim to accomplish corporate plans successfully.

In compliance with the provisions of Section 149, read with Schedule IV of the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the appointment of Mr. Vaibhav A. Agarwal (DIN: 11267514) as an Independent Director is being placed before the members for their approval.

Except Mr. Vaibhav A. Agarwal and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set forth in Item No.6.

Considering the expertise and experience, the Board feels that Mr. Vaibhav A. Agarwal appointment as Independent Director would benefit the Company and hence recommends the resolution set out as Item No 6 of this Notice for approval by the members.

Item No. 7

Regularization of an Additional Director Mr. Aniruddha Joshi (DIN: 02218347) by appointing him as Non-Executive Independent Director of the Company

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors has recommended Mr. Aniruddha Joshi (DIN: 02218347) as an Additional Director and as an Independent Director, not liable to retire by rotation, for a term of five consecutive years from September 6, 2025 to September 05, 2030, subject to approval of the Members.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a member, proposing his candidature for the office of Director. The Company has received declarations from Mr. Aniruddha Joshi (DIN: 02218347) to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and not disqualified from being appointed as Director in terms of Section 164 of the Act. In terms of Regulation 25(8) of SEBI Listing Regulations, Mr. Aniruddha Joshi has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, Mr. Aniruddha Joshi fulfils the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as an Independent Director and that he is independent of the management of the Company. A brief profile of Mr. Aniruddha Joshi (DIN: 02218347) is given below:

Mr. Aniruddha Joshi has 20 years of experience in Chemical industry M/s V K Pump Industries Pvt. Ltd. and he has also partner with M/s B K Khare & Co. since 2007.

In compliance with the provisions of Section 149, read with Schedule IV of the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the appointment of Mr. Aniruddha Joshi (DIN: 02218347) as an Independent Director is being placed before the members for their approval.

Except Mr. Aniruddha Joshi and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set forth in Item No. 7.

Considering the expertise and experience, the Board feels that Mr. Aniruddha Joshi appointment as Independent Director would benefit the Company and hence recommends the resolution set out as Item No 7 of this Notice for approval by the members.

Item No. 8

Appointment of M/s Zankhana Bhansali & Associates, Practicing Company Secretary as Secretarial Auditor of the Company:

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors at their meeting held on September 6, 2025 have approved and recommended the appointment of M/s Zankhana Bhansali & Associates, Practicing Company Secretary, Mumbai (Mem. No.: 9261) as Secretarial Auditor of the Company for a term of upto 5 (Five) consecutive years to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 96th (Ninety-Six) AGM of the Company to be held in the Year 2030 on the following terms and conditions:

- a) **Term of appointment:** 5 (Five) consecutive years from the conclusion of this AGM till the conclusion of 96th AGM.
- b) **Proposed fees:** ` 4.8 Lakhs per annum plus applicable taxes and reimbursement of out-of-pocket expenses at actuals in connection with the secretarial audit for the financial year 2025-26. For the financial years 2026-27 to 2029-30 the fee shall be decided and agreed upon between the Secretarial Auditor and the Board of Directors basis the requirements and compliances that are needed to be reviewed and approved by the Secretarial Auditor as requested by the Company, in addition to the Secretarial Audit as mandated by SEBI. The Board of Directors and Secretarial Auditor, may alter or vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed. The fee revision if any shall be disclosed in the Annual Report of the Company for the relevant financial year, when the revision happens with requisite justification for the same.
- c) **Basis of recommendations:** The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and Listing Regulations with regard to the full-time partners, secretarial audit, experience of the firm,

capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.

- d) **Credentials:** A Fellow Member of the Institute of Company Secretaries of India backed with a decade of enriched experience in Corporate Secretarial field, specialized in Corporate Law and conducting Due Diligence. A Fellow Member of the Institute of Company Secretaries of India backed with a decade of enriched experience in Corporate Secretarial field, specialized in Corporate Law and conducting Due Diligence.

None of the Directors or Key Managerial Personnel of the Company and their relatives, is, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board recommends the resolution set forth in Item no. 8 for approval by the members of the Company.

Item No. 9

In terms of the provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the contracts/ arrangements/transactions relating to sale, purchase, transfer or receipt of products, goods, materials, assets or services, selling or otherwise disposing, lending, borrowing, Sub Contract Arrangement, appointment to any office or place of profit, availing or rendering of any services, leasing of property with Mr. Rajesh Loya, Mr. Jashwant Mehta, Mr. Nikhil Mehta, Mr. Jaydeep Mehta, 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 Equity Broking Private Limited, 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. Maneesh Taparia, Mr. Amit Vardhaman Shah, Mr. Gautam Chandrakumar Shah, M/s. Techno Finvestrade (India) Private Limited, M/s. Techno Realtors Private Limited are material in nature as these transactions are likely to exceed ten percent of the turnover of the Company.

Therefore, in terms of Regulation 23 and other applicable regulations of the Listing Regulations the material Contracts/ Arrangements/ Transactions with Mr. Rajesh Loya, Mr. Jashwant Mehta, Mr. Nikhil Mehta, Mr. Jaydeep Mehta, 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 Equity Broking Private Limited, 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. Maneesh Taparia, Mr. Amit Vardhaman Shah, Mr. Gautam Chandrakumar Shah, M/s. Techno Finvestrade

(India) Private Limited, M/s. Techno Realtors Private Limited require the approval of the Members of the Company by way of a Special resolution.

The particulars of the Material Related Party Contracts/ Pre-arrangements/ Transactions are as under: Name of the related party: Mr. Rajesh Loya, Mr. Jashwant Mehta, Mr. Nikhil Mehta, Mr. Jaydeep Mehta, 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 Equity Broking Private Limited, 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. Maneesh Taparia, Mr. Amit Vardhaman Shah, Mr. Gautam Chandrakumar Shah, M/s. Techno Finvestrade (India) Private Limited, M/s. Techno Realtors Private Limited Material Terms of the Contracts/ Arrangements/Transactions: sale, purchase, transfer or receipt of products, goods, materials, assets or services, selling or otherwise disposing, lending, borrowing, Sub Contract Arrangement, appointment to any office or place of profit, availing or rendering of any services, leasing of property on arm's length basis.

The material contracts/arrangements/transactions with Mr. Rajesh Loya, Mr. Jashwant Mehta, Mr. Nikhil Mehta, Mr. Jaydeep Mehta, 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 Equity Broking Private Limited, 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. Maneesh Taparia, Mr. Amit Vardhaman Shah, Mr. Gautam Chandrakumar Shah, M/s. Techno Finvestrade (India) Private Limited, M/s. Techno Realtors Private Limited have been approved by the Audit Committee and Board of Directors for recommending the same to the Members of the Company for their approval.

Monetary Value: The value of transactions is likely up to an amount of Rs.500 crores.

None of the Directors except Mr. Kumar Mangat Pathak, Managing Director, Mr. Abhishek Kumar Pathak, Executive Director and Mr. Sanjeev Joshi, Executive Director or Key Managerial Personnel of the Company are interested, financial or otherwise, in the proposed resolution.

The Board recommends the Special resolution as set out in Item 9 of the Notice for the approval by the Members.

None of the Directors except Mr. Rajesh Loya, Mr. Jashwant Mehta, Mr. Nikhil Mehta, Mr. Jaydeep Mehta, Mr. Chetan Mehta directors and promoters of the Company are interested, financial or otherwise, in the proposed resolution.

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. Jaydeep Vinod Mehta	Ms. Dhvani Mehta	Mr. Rajesh Loya	Mr. Ramaswamy Vaidyanath	Mr. Vaibhav A. Agarwal	Mr. Aniruddha Joshi
DIN	00252474	07105522	00252470	01995478	11267514	02218347
Designation/ category of Directorship	Executive Director	Non-Executive Director	Whole Time Director & CFO	Additional Director (Independent Director)	Additional Director (Independent Director)	Additional Director (Independent Director)
Date of Birth	25/09/1966	14/07/1992	20/07/1966	16/07/1964	16/11/1978	30/08/1963
PAN	AAFPM5339K	AYQPM5404Q	AAAPL2332A	AADPV7252N	AFSPA6460P	ACOPJ9261C
Nationality	Indian	Indian	Indian	Indian	Indian	Indian
Date of first appointment on the Board	07/10/2016	13/02/2015	12/08/2010	05/09/2025	05/09/2025	05/09/2025
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	Re-appointment in terms of Section 196 of the Companies Act, 2013.	Appointment in terms of Section 161 (1) of the Companies Act, 2013	Appointment in terms of Section 161 (1) of the Companies Act, 2013	Appointment in terms of Section 161 (1) of the Companies Act, 2013
No. of Equity Shares held	46,74,566 Shares i.e. 31.13%	NIL	1,082 Shares i.e. 0.01%	NIL	NIL	NIL
Qualifications	FCA from the Institute of Chartered Accountants of India-1987-Rank holder (38 th Rank)	B. Com & Chartered Accountant	B. Com & Chartered Accountant	Master in Financial Management. Member of ICWAI.	B. Com & Chartered Accountant	B. Com & Chartered Accountant
Experience/Brief Profile	Accounts & Finance, Tax and Investments	Accounts & Finance, Tax and Investments	Accounts & Finance, Tax and Investments	Having 37 years of Experience in Financial consulting services	23 years of experience in Strategy, Business Development, Credit Administration, Risk Management, Client Servicing & Recovery	20 years of experience in Chemical industry and also joined as partner with B K Khare & Co. since 2007.
Relationship between Directors	Brother of Mr. Nikhil V Mehta Father of Ms. Dhvani J Mehta Nephew of Mr. Jashwant B. Mehta	Daughter of Mr. Jaydeep Mehta (Promoter Director of the Company)	None	None	None	None
Other Companies in which he/she is a Director excluding Section 8 companies and Private Companies	NA	NA	NA	NA	NA	NA
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of the Company	NA	NA	NA	NA	NA	NA