

August 28, 2018

The Secretary,  
Listing Department,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

Scrip Code: 507265

Dear Sir,

Subject: Revised Notice of the 84<sup>th</sup> Annual General Meeting of the Company

Due to some typographical error, we are enclosing herewith the Revised Notice of 84<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, 27<sup>th</sup> September, 2018 at 9.30 A.M. at Manu Mansion, First Floor, Opp. Old Customs House, Shahid Bhagat Singh Marg, Horniman Circle, Fort, Mumbai – 400001. The said Notice is also displayed on the Website of the Company.

Request you to kindly take a note of the same and acknowledge the receipt of the same.

Thanking You.  
Yours Faithfully,

For Emerald Leisures Limited  
(Formerly known as “Apte Amalgamations Limited”)



Sonali K. Gaikwad  
Company Secretary & Compliance Officer  
Membership No.: A31201

Encl: as above

**EMERALD LEISURES LIMITED - ANNUAL REPORT 2018**  
(Formerly known as “Apte Amalgamations Limited”)

**NOTICE**

**NOTICE** is hereby given that the Eighty Fourth Annual General Meeting of the Members of Emerald Leisures Limited (Formerly known as “Apte Amalgamations Limited”) will be held on Thursday, 27<sup>th</sup> September, 2018 at 9.30 A.M. at Manu Mansion, First Floor, Opp. Old Customs House, Shahid Bhagat Singh Marg, Horniman Circle, Fort, Mumbai – 400001 to transact the following business:-

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2018, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Chetan Jashwant Mehta, (DIN:-00235911), who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

**ITEM NO. 3:**

**INCREASING THE AUTHORIZED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION**

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

“**RESOLVED THAT** pursuant to the provisions of Section 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the Registrar of Companies (the 'ROC') as may be required for this purpose, the Existing Authorized share capital of the Company Rs. 48,00,00,000 (Rupees Forty Eight Crores) divided into 80,00,000 (Eighty Lakhs) Equity Shares of Rs. 10 (Rupees Ten) each and 40,00,000 (Forty Lakh) Non-Cumulative Redeemable Preference Shares of Rs. 100 (Rupees Hundred) each be and is hereby increased to Rs. 68,00,00,000 (Rupees Sixty Eight Crores) divided into 80,00,000 (Eighty Lakhs) Equity Shares of Rs. 10 (Rupees Ten) each and 60,00,000 (Sixty Lakh) Non-Cumulative Redeemable Preference Shares of Rs. 100 (Rupees Hundred) each..”

“**RESOLVED FURTHER THAT** pursuant to sections 13 and other relevant provisions if any, of the Companies Act 2013 the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. “The Authorised Share Capital of the Company is Rs. 68,00,00,000 (Rupees Sixty Eight Crores) divided into 80,00,000 (Eighty Lakhs) Equity Shares of Rs. 10 (Rupees Ten) each and 60,00,000 (Sixty Lakh) Non-Cumulative Redeemable Preference Shares of Rs. 100 (Rupees Hundred) each.

The Company has power to divide the shares in the capital of the Company for the time being whether original or increased into different classes and to issue the same with such preferential, deferred, qualified or other special rights, privileges or conditions attached thereto respectively whether in regard to allotment, dividend, voting, return of capital or otherwise as may be determined but so that and if and whenever the capital of the Company is divided into shares of various classes with any preferential or special rights and attached thereto such rights shall not (except where the terms of issue otherwise provide) be varied, modified or dealt with in any manner otherwise than pursuant to the provisions of the Articles of Association of the Company registered herewith.”

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

**ITEM NO. 4:**

**RATIFICATION OF ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (hereinafter referred to as “SEBI (ICDR) Regulations, 2009”) and other Regulations/Guidelines issued by the Securities and Exchange Board of India (SEBI) and other applicable laws, as may be applicable, and subject to all necessary approvals, consents, ratification permission and/or sanctions of the Government of India, Reserve Bank of India, Foreign Investment Promotion Board, SEBI and/or any other competent authorities and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and the Listing Agreement entered into

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by the Company with Stock Exchanges where the shares of the Company are listed and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and which may be agreed to by the Board of Directors of the Company and subject to such terms and conditions as may be determined by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any Committee which the Board may constitute to exercise its powers including powers conferred by this Resolution), the consent and approval of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to offer, issue and allot, on preferential basis to Promoters and Promoter Groups of the Company up to 2,50,000 (Two Lakhs Fifty Thousand) Equity Shares of face value of Rs.10/- each for cash at par, being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations, 2009 and on such term and conditions as stated in this resolution to the below mentioned allottees.”

**“RESOLVED FURTHER THAT** the equity shares of the Company are infrequently traded on BSE Limited (where the shares of the Company are listed) during six months or two weeks preceding the relevant dated as arrived at in accordance with the provisions of Regulation 71 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. “Relevant Date” will be 30 days prior to the date of the meeting of the Shareholders of the Company or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as the Reserve Bank of India (RBI)/Securities and Exchange Board of India (SEBI)/Financial Institutions/Investment Institutions and/or such other appropriate authority may impose at the time of their approval and as agreed to by the Board.”

**“RESOLVED FURTHER THAT** the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company:

1. The Relevant Date, as stipulated in the Regulations 71 of Securities and Exchange of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 for the purpose of determining the Issue Price of the Equity Shares on Preferential basis of Rs. 10/- each shall be 17<sup>th</sup> February, 2018 which is thirty (30) days prior to the date of this Meeting or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date.
2. The Equity Shares will be issued and allotted to Promoters and Promoter Groups of the Company shall be in dematerialized form also.
3. The Equity Shares allotted in terms of this resolution shall be subject to the Memorandum and Article of Association of the Company and shall be listed and traded on the Stock Exchanges and shall rank paripassu in all respects with the existing equity shares of the Company including Dividend.
4. The aforesaid Equity Shares shall be subject to a lock-in period in accordance with Regulation 78 of the SEBI (ICDR) Regulations, 2009.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of Equity Shares, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above mentioned resolutions, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for issue or allotment of the aforesaid Equity Shares and listing thereof with the Stock Exchange as appropriate and to resolve and settle all queries that may arise in relation to the proposed issue, offer and allotment of any of the said Equity Shares, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of these resolutions.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by these resolutions to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to the above mentioned resolutions.”

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**ITEM NO. 5:**

**RATIFICATION OF ISSUE OF CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Section 23,42,62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re- enactment thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (hereinafter referred to as “SEBI (ICDR) Regulations, 2009”) and other Regulations/Guidelines issued by the Securities and Exchange Board of India (SEBI) and other applicable laws, as may be applicable, and subject to all necessary approvals, consents, ratification permission and/or sanctions of the Government of India, Reserve Bank of India, Foreign Investment Promotion Board, SEBI and/or any other competent authorities and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and the Listing Agreement entered into by the Company with Stock Exchanges where the shares of the Company are listed and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and which may be agreed to by the Board of Directors of the Company and subject to such terms and conditions as may be determined by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any Committee which the Board may constitute to exercise its powers including powers conferred by this Resolution), the consent and approval of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to offer, issue and allot, on preferential basis to Promoters and Promoter Groups of the Company up to 3,00,000 (Three Lakhs Only) Convertible Equity Warrants of face value of Re. 10/- each for cash at par, being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations, 2009 and on such term and conditions as stated in this resolution to the below mentioned allottees.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as the Reserve Bank of India (RBI)/Securities and Exchange Board of India (SEBI)/Financial Institutions/Investment Institutions and/or such other appropriate authority may impose at the time of their approval and as agreed to by the Board.”

“RESOLVED FURTHER THAT the Convertible Equity Warrants to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.”

**“RESOLVED FURTHER THAT**

1. The Relevant Date, as stipulated in the Regulations 73(4) of Securities and Exchange of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 for the purpose of determining the Issue Price of the Convertible Equity Warrants on Preferential basis of Rs. 10/- each shall be 17<sup>th</sup> February, 2018 which is thirty (30) days prior to the passing of the resolution date or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date, and accordingly the warrants so issued shall, on exercise of rights attached thereto shall be converted into equal number of equity shares of Rs. 10/- each for cash at par as may be determined.
2. The Equity Shares allotted on conversion of Warrants in terms of this resolution shall be subject to the Memorandum and Article of Association of the Company and shall be listed and traded on all the Stock Exchanges and shall rank paripassu in all respects with the existing equity shares of the Company including Dividend.
3. The aforesaid Warrants allotted in terms of this resolution & the resultant Equity Shares arising on exercise of right attached to such warrants shall be subject to a lock-in period in accordance with Regulation 78 of the SEBI (ICDR) Regulations, 2009.”

“RESOLVED FURTHER THAT The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of convertible equity warrants, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.”

“RESOLVED FURTHER THAT the warrants shall be issued by the Company on the following terms and conditions:

- i. An amount equivalent to 25% of the exercise price of the Equity Shares arising out of the Warrants shall be payable at the time of making the application for Warrants, which will be kept by the Company as a deposit to be adjusted and appropriated against the price of the Equity Shares payable by the Warrant holder at the time of exercising the option.

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- ii. In the event of the Warrant holder does not exercise the option of conversion within the warrant exercise period, the Warrants shall lapse and the deposit of 25% as indicated in point (i) above shall be forfeited by the Company.
- iii. The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by the respective provisions of the Companies Act, the Memorandum & Articles of Association of the Company and various Guidelines/Regulations issued by SEBI or any authority or any modifications thereof.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above mentioned resolutions, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for issue or allotment of the aforesaid Warrants and the resultant Equity Shares to the holders of the Warrants upon exercise of right to subscribe the shares and listing thereof with the Stock Exchange as appropriate and to resolve and settle all queries that may arise in relation to the proposed issue, offer and allotment of any of the said Warrants, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of these resolutions.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above mentioned resolutions, the Board/ any constituted Committee of Board be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters and things (including sub-delegating its power to authorized representatives) as it may, in its absolute discretion, deem necessary, desirable or expedient for issue of Convertible Equity Warrants, including deciding/revising the dates of allotment, deciding and/or finalizing other terms of issue and allotment in consonance with the ICDR Regulations and listing thereof with the Stock Exchange as appropriate and to resolve and settle all queries that may arise in relation to the proposed issue, offer and allotment of any of the said Warrants & Equity Shares, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of these resolutions.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by these resolutions to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to the above mentioned resolutions.”

**Registered Office:**  
Club Emerald Sports Complex,  
Plot No. 366/15, Swastik Park,  
Near MangalAnand Hospital,  
Chembur, Mumbai – 400071  
CIN: L74900MH1948PLC006791  
Website: www.apteindia.com  
Email: info@apteindia.com  
Tel:- +91 22 2526 5800  
Fax:- +91 22 2491 9184

Date: 27th August, 2018  
Place: Mumbai

By Order of the Board of Directors  
**Emerald Leisures Limited**  
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Sd/-  
Rajesh M. Loya  
Whole Time Director  
DIN No. 00252470

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**Notes:**

1. **A Member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself and the proxy need not be a member. Proxy in order to be effective must be received by the company not less than 48 hours before the commencement of the meeting.**
2. A person can act as a proxy on behalf of not exceeding fifty (50) members and holding in aggregate not more than ten (10) percent of the total share capital of the company.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted in the Eighty Fourth Annual General Meeting is annexed hereto.
5. Pursuant to SS-2 i.e. Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India, the route map for reaching the Meeting venue showing the prominent landmarks is given elsewhere in this Notice. Further, the Company has uploaded the above route map on its website at <http://www.apteindia.com/investors/AnnualGeneralMeeting>
6. Members / Proxies are requested to bring their Attendance slips duly filled in for attending the meeting along with copy of the Report and Accounts.
7. As a measure of austerity and green initiatives of the Company, copies of Extra Report will not be distributed at the Annual General Meeting.
8. The Register of Members and The Share Transfer Book of the Company will remain closed from September 20, 2018 to September 27, 2018 (both days inclusive).
9. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days, except Saturdays and Sundays between 11.00 a.m. to 1.00 p.m.
10. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing or by email to the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
11. The Company has connectivity with NSDL and CDSL and equity shares of the Company may also be held in the electronic form with any Depository Participant (DP) with whom the members/investors are having their depository account. The ISIN No. for the Equity Shares of the Company is INE044N01013. In case of any query/difficulty in any matter relating thereto may be addressed to the Registrar and Share Transfer Agent.
12. Members are requested to intimate to the Company's Registrar and Share Transfer Agent M/s. Sharex Dynamic (India) Private Limited, Unit No.1, Luthra Industrial Premises, Andheri Kurla Rd., Safeed Pool, Andheri (E), Mumbai 400 072 [Email-[sharexindia@vsnl.com](mailto:sharexindia@vsnl.com), Tel:- 022-28515606/28515644 Fax:- 02228512885] the following:
  - a) Change in their address, if any, along with the Pin code.
  - b) Request for consolidation of shareholdings in one account if share certificates are held in multiple accounts or joint accounts in identical order of names.
13. Members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses for receiving all communication including Extra Report, Notices, Circulars, etc. From Company electronically.
14. The Company has appointed Mr. Mayur S. Mandlecha of M/s. M. S. Mandlecha & Co., Practicing Chartered Accountants (Firm Registration No. 129037W) as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner (including the Poll/Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
15. The Members of the Company has already appointed M/s M. S. Mandlecha & Co., Chartered Accountants (Firm Registration No. 129037W) as a Statutory Auditor of the Company for a period of Five years from the Conclusion of 83<sup>rd</sup> Annual General Meeting till the conclusion of the 88<sup>th</sup> Annual General Meeting to be held in 2022. Therefore there is no need to ratify the Appointment of Statutory auditor as per Companies Amendment Act, 2017 read with Notification S.O. 1833(E) dated 7<sup>th</sup> May, 2018
16. As per Article 4 of The Articles of Association of the Company as stated below:

“Article 4. The Authorised Share Capital of the Company will be as that specified in Clause V of the Memorandum of Association from time to time in accordance with the regulation of the Company and the legislative provision for the time being in force in this behalf each with power to increase or reduce the share capital.”

Therefore the Company is not require to alter its Articles of Association.
17. How do I vote electronically using NSDL e-Voting system?

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I. The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

**Details on Step 1 is mentioned below:**

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.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:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need 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

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your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to \_\_\_\_\_ <Please mention the e-mail ID of Scrutinizer> with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

18. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
19. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
20. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
21. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20<sup>th</sup> September, 2018.
22. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20<sup>th</sup> September, 2018., may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTAM/s. Sharex Dynamic (India) Private Limited.
23. 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 forgot your password, you can reset your password by using “Forgot User Details/Password” option available on



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[www.evoting.nSDL.com](http://www.evoting.nSDL.com) or contact NSDL at the following toll free no.: 1800-222-990.

24. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
25. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot/Poll paper.
26. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutiner, by use of “remote e-voting” or “Ballot/Poll Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
27. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
28. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.apteindia.com](http://www.apteindia.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited (BSE).
29. The ISIN No. for the Equity Shares of the Company is INE044N01013. In case of any query/difficulty in any matter relating thereto may be addressed to the Registrar and Share Transfer Agent.
30. Details of Directors seeking appointment/re-appointment at the Annual General Meeting (pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015.

<b>Name of Directors</b>	<b>Mr. Chetan Jashwant Mehta</b>
Date of Birth	26/04/1968
Date of Appointment	14/08/2015
Qualifications	B. E. (Civil), Civil Engineering M. S. Construction management
Relationship between Directors inter-se	Father :- Mr. Jashwant Bhaichand Mehta Cousin Brother :- Mr. Jaydeep Vinod Mehta Niece :- Ms. Dhvani Jaydeep Mehta
Expertise in specific functional area	Mr. Chetan Jashwant Mehta is a Civil Engineer Professional. He is actively involved in Project Management, Social Media, E-Commerce activities for the Group.
Directorship held in other Public Companies (excluding Foreign, Private & Section 8 Companies)	None
Membership/Chairmanship of Committees of other Public Companies (includes only Audit Committees & Stakeholders Relationship Committees)	None
No. of Shares held in the Company	294720 Equity Shares

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**ANNEXURE TO NOTICE**  
**EXPLANATORY STATEMENT**

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

**ITEM No. 3:**

The present Authorised Share Capital of the Company as on March 31, 2018 is Rs. 48,00,00,000 (Rupees Forty Eight Crores) divided into 80,00,000 (Eighty lakhs) Equity Shares of Rs. 10 (Rupees Ten) each and 40,00,000 (Forty Lakhs) Non-Cumulative Redeemable Preference Shares of Rs. 100 (Rupees Hundred) each.

The Paid up Share Capital of the Company as on March 31, 2018 is Rs. 2,20,31,000 (Rupees Two Crore Twenty lakh Thirty One Thousand) divided into 22,03,100 (Twenty Two lakh Three Thousand and One Hundred) Equity Shares of Rs. 10 (Rupees Ten) each.

It is proposed to increase the Authorised Share Capital of the Company as Rs. 68,00,00,000 (Rupees Sixty Eight Crores) divided into 80,00,000 (Eighty lakhs) Equity Shares of Rs. 10 (Rupees Ten) each and 60,00,000 (Sixty Lakhs) Non-Cumulative Redeemable Preference Shares of Rs. 100 (Rupees Hundred) each.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out at Item no. 3

The Board recommends the passing of this Resolution at Item No. 3 of the accompanying Notice in the interest of the Company.

**Item No. 4:**

The Company has held its Board Meeting on 07/02/2018 and got the Approval from Shareholders at its Extra Ordinary General Meeting of the Company held on 20/03/2018 for issue and allotment of 2,50,000 (Two Lac Fifty Thousand) Equity shares of face value of Rs. 10/- each for cash at par on Preferential basis to promoters and promoters group.

Thereafter, The Company has received In-Principle approval from the BSE on 19/04/2018. However, the undertaking submitted to BSE at the time of In-principle approval application for disclose the correct post % shareholding of Mr.Jaydeep Mehta in the general meeting and to get ratified the same by the shareholders in the general meeting.

Therefore, the Company is now seeking ratification from the Shareholders of the Company for correct post % shareholding of Mr.Jaydeep Mehta on preferential basis to promoter and promoters group through the following Corrigendum for effecting ratification as observed by the BSE:

**Disclosure that is required to be made pursuant to clause 73(1) of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 and subsequent amendments thereto [“SEBI (ICDR) Regulations, 2009”]:**

**(i) Object of the Issue:**

The main object of the issue of Equity Shares pursuant to the Resolution set out in the accompanying Notice shall be for any one or in combination with any one or more of the purposes shall be to augment resources for meeting its future growth plan; repayment of loan; working capital requirements, and other general corporate purpose etc.

**(ii) Relevant Date:**

The Equity Shares of the Company is listed on BSE Limited & it is infrequently traded at the Exchange, during six months or two weeks preceding the relevant dated i.e. 17<sup>th</sup> February, 2018 as arrived at in accordance with the provisions of Regulation 71 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable laws.

**(iii) Price of the Issue:**

The preferential allotment of 2,50,000 (Two Lakhs Fifty Thousand) Equity Shares of the face value of Rs. 10/- each at an Issue Price of Rs. 10/- or at such other higher prices as may be determined as per Chapter VII of SEBI (ICDR) Regulations, 2009.

**(iv) Payment & Conversion Terms:**

**100% of the value of the Equity shall become payable on the date of their allotment.**

**(v) The Intention of the Promoters/Promoter Group/Directors/Key Management Personnel to subscribe to this Offer:**

The Promoters/ Promoter Group of the Company, as detailed below intent to subscribe to the extent of 2,50,000 (Two Lakhs Fifty Thousand) Equity Shares being 4.50% of the post issue capital of the Company. After allotment of equity shares to promoters and promoter groups will be holding 14, 28,885 being 64.86% of the post issue capital of the Company.

**Corrigendum to Extra-Ordinary General meeting (EOGM) was held on 20/03/2018:**

Members are hereby informed that the correct post % of Mr.Jaydeep Vinod Mehta read as follow;

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Sr. No.	Name of the Proposed Allottees	No. & % of Equity Shares held prior to the Preferential Allotment		No. & % of Equity Shares to be Issued and Allotted		No. & % of Post Issue Equity and Voting Share Capital *(Assuming full allotment of 2,50,000 Equity Shares)	
		No. of Shares	% of Share Holding	No. of Shares	% of Share Holding	No. of Shares	% of Share Holding
1	Mr. Nikhil Vinod Mehta	2,94,720	15.09	62,500	25.00	3,57,220	16.214
2.	Mr.Chetan.Jashwant Mehta	2,94,720	15.09	62,500	25.00	3,57,220	16.214
3.	Mr.JaydeepVinod Mehta	2,94,725	15.09	62,500	25.00	3,57,225	16.215
4.	Mr.JashwantBhaichand Mehta	2,94,720	15.09	62,500	25.00	3,57,220	16.214
	<b>Total</b>	<b>11,78,885</b>	<b>60.36</b>	<b>2,50,000</b>	<b>100.00</b>	<b>14,28,885</b>	<b>64.86</b>

(vi) Shareholding Pattern before and after the Proposed Equity Shares on Preferential Issue:

Category	Pre-Issue Equity Holdings		Allotment of Securities		Post-Issue Equity Holdings *(Assuming full allotment of 2,50,000 Equity Shares)	
	No. of Shares	% of Share Holding	No. of Shares	% of Share Holding	No. of Shares	% of Share Holding
<b>1) Promoter Holdings</b>						
a. Indian Promoters	11,78,885	60.36	2,50,000	100.00	14,28,885	64.86
b. Foreign Promoters	0	0.00	0	0.00	0	0.00
<b>Sub-Total</b>	<b>11,78,885</b>	<b>60.36</b>	<b>2,50,000</b>	<b>100.00</b>	<b>14,28,885</b>	<b>64.86</b>
<b>2) Non-Promoters Holdings</b>						
a. Institutions	5,105	0.26	0	0.00	5,105	0.23
b. Central Government	0	0	0	0.00	0	0.00
c. Resident Indians (Individuals, HUF)	4,98,797	25.54	0	0.00	4,98,797	22.64
d. Bodies Corporate	2,70,198	13.83	0	0.00	2,70,198	12.26
e. Others	115	0.01	0	0.00	115	0.01
<b>Sub-Total</b>	<b>7,74,215</b>	<b>39.64</b>	<b>0</b>	<b>0.00</b>	<b>7,74,215</b>	<b>35.14</b>
<b>Total</b>	<b>19,53,100</b>	<b>100.00</b>	<b>2,50,000</b>	<b>100.00</b>	<b>22,03,100</b>	<b>100.00</b>

(vii) The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/or who ultimately control the proposed allottees and the percentage of Post Preferential Issue Capital that may be held by them:

A. The proposed allottees of 2,50,000 (Two Lakhs Fifty Thousand) Equity Shares issued pursuant to the Special Resolution at Item No. 1 of the Notice and the percentage of the expanded capital to be held by them after the proposed allotment of the said equity shares to them are as under:

**Corrigendum to Extra-Ordinary General meeting (EOGM) was held on 20/03/2018:**

Members are hereby informed that the correct post % of Mr.JaydeepVinod Mehta read as follow;

Sr. No.	Name of the Proposed Allottees	Identity of the ultimate Beneficial Owners*	No. & % of Equity Shares held prior to the Preferential Allotment		No. & % of Equity Shares to be Issued and Allotted		No. & % of Post Issue Equity and Voting Share Capital *(Assuming full allotment of 2,50,000 Equity Shares)	
			No. of Shares	% of Share Holding	No. of Shares	% of Share Holding	No. of Shares	% of Share Holding
<b>Promoter Group:</b>								
1	Mr. Nikhil Vinod Mehta	N.A.	2,94,720	15.09	62,500	25.00	3,57,220	16.214

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2	Mr. Chetan Jashwant Mehta	N.A.	2,94,720	15.09	62,500	25.00	3,57,220	16.214
3	Mr. Jaydeep Vinod Mehta	N.A.	2,94,725	15.09	62,500	25.00	3,57,225	16.215
4	Mr. Jashwant Bhaichand Mehta	N.A.	2,94,720	15.09	62,500	25.00	3,57,220	16.214
<b>Total</b>			<b>1,17,8885</b>	<b>60.36</b>	<b>2,50,000</b>	<b>100.00</b>	<b>14,28,885</b>	<b>64.86</b>

**(viii) Proposed time within which allotment shall be completed:**

In accordance with Regulation 74 of the SEBI (ICDR) Regulations, 2009 the Board proposes to allot the Equity Shares within a period of 15 (fifteen) days of the date of passing of resolution at EGM or within a period of 15 days of receipt of approval from regulatory authority whichever is later.

**(ix) Consequential Changes in the Voting Rights:**

Voting Rights will change in tandem with the shareholding pattern.

**(x) Lock-in :**

The aforesaid allotment of Equity Shares shall be locked in as per the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009. Further, the entire Pre-Preferential allotment shareholding of all the proposed allottees, if any, shall also be under lock-in from the relevant date up to a period of six months from the date of the trading approval received from the Stock Exchanges. [Here the date of trading approval shall be reckoned as the latest date when trading approval has been obtained from the Stock Exchanges where it is listed].

**(xi) Change in the control or composition of the Board :**

Subsequent to the proposed issue of Equity shares on preferential basis, there will neither be a change in control nor a change in the management of the Company. However there will be a corresponding change in the shareholding pattern as well as voting rights consequent to the issue of Equity Shares.

**(xii) Undertakings :**

- a) The Issuer Company undertakes that they shall re-compute the price of the Equity Shares issued in terms of the SEBI (ICDR) Regulations, 2009, where it is required to do so.
- b) The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the equity shares shall continue to be locked-in till the time such amount is paid by the allottees.
- c) During the period, the Company has not issued any securities on preferential basis or Private Placement basis other than mentioned above.
- d) The Issuer Company has not issued any securities for consideration other than cash; hence Valuation Report of the Registered Valuer is not applicable.

**(xiii) Auditor's Certificate :**

A copy of the certificate from the Statutory Auditors of the Company, certifying that the issue of the Equity Shares is being made in accordance with the requirement of SEBI (ICDR) Regulations, 2009 for Preferential Issue, will be available for inspection at the Registered Office of the Company during 10.00 A.M. to 6.00 P.M. on any working day up to the date of Extra Ordinary General Meeting and at the meeting.

Further, under section 23, 42, 62 of the Companies Act, 2013, approval of the Shareholders is required for allotment of securities on preferential basis. Accordingly, the consent of the Shareholders is being sought, pursuant to the applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for time being in force), wherever applicable, SEBI (ICDR) Regulations, 2009, if any, and in terms of the provisions of the SEBI (LODR) Regulations, 2015 executed by the Company with BSE Limited.

Except Mr. Jashwant Bhaichand Mehta, Mr. Chetan Jashwant Mehta, Mr. Jaydeep Vinod Mehta and Ms. Dhvani Jaydeep Mehta (Daughter of Mr. Jaydeep Vinod Mehta) None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested in the said resolution except to the extent of their respective shareholding in the Company and also to the extent of fresh equity shares being allotted either to them or to the companies in which they are interested as Director or Shareholder.

The Board of Directors believes that this Offer will be in the best interest of the Company and its shareholders. Your Directors recommend the Special Resolution for the approval of Members.

**Item No. 5:**

The Company has held its Board Meeting on 07/02/2018 and got the Approval from Shareholders at its Extra Ordinary General Meeting of the Company held on 20/03/2018 for issue and allotment of 3,00,000 (three Lac) convertible Equity warrants of face value of Rs. 10/- each for cash at par on Preferential basis to promoters and promoters group.

Thereafter, The Company has received In-Principle approval from the BSE on 19/07/2018. However, the Company is now seeking ratification from the Shareholders of the Company for correct post % shareholding of Mr. Jaydeep Mehta on preferential basis to promoter and promoters group through the following Corrigendum for effecting ratification as observed by the BSE:

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**Disclosure that is required to be made pursuant to Clause 73(1) of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 and subsequent amendments thereto [“SEBI (ICDR) Regulations, 2009”]:**

**(i) Object of the Issue:**

The main object of the issue of Warrants Convertible into Equity Shares pursuant to the Resolution set out in the accompanying Notice shall be for any one or in combination with any one or in combination with any one or more of the purposes shall be to augment resources for meeting its future growth plan; repayment of loan of the Company; working capital requirements and other general corporate purpose etc.

**(ii) Relevant Date:**

The Equity Shares of the Company is listed on BSE Limited & it is infrequently traded at the Exchange, during six months or two weeks preceding the relevant dated i.e. 17th February, 2018 as arrived at in accordance with the provisions of Regulation 73(4) & Regulation 71 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable laws.

**(iii) Price of the Issue:**

The preferential allotment of 3,00,000 (Three Lakhs) Warrants Convertible into Equity Shares of the face value of Rs.10/- each at an Issue Price of Rs. 10/- or at such other higher prices as may be determined as per Chapter VII of SEBI (ICDR) Regulations, 2009.

**(iv) Payment & Conversion Terms:**

25% of the value of the Warrants (deposit) shall become payable on the date of their allotment. The balance amount is payable at the time of conversion of Warrants into Equity Shares. In case the conversion option is not exercised within a period of 18 months from the date of allotment, the Company will forfeit the deposit received from the respective allottee. The warrants are converted at the option of the allottees on payment of the balance amount of the issue price. The said deposit shall be adjusted against the price payable subsequently for acquiring the resultant shares by the warrant holder upon conversion of warrants.

Upon receipt of the requisite payment, as above the Board shall allot one equity share against each warrant by appropriating Rs. 10/- per equity shares towards equity share capital (Rs. 10/-).

The warrant by itself, till converted into equity shares, does not give to the holder thereof any rights of the shareholders of the Company. Any of the Warrants convertible into Equity Shares issued as above, that may remain un-subscribed for any reason whatsoever, may be offered and allotted by the Board in its absolute discretion to any person/entity accompanied in this notice, on the same terms and conditions.

**(v) The Intention of the Promoters/Promoter Group/Directors/Key Management Persons to subscribe to this Offer:**

The Promoters/ Promoter Group of the Company, as detailed below intent to subscribe to the extent of 3, 00,000 (Three Lakhs) Warrants Convertible into Equity Shares being 4.21% of the post issue capital of the Company. After Conversion of Warrants into Equity Shares promoters will be holding 17, 28,885 being 69.07% of the post issue capital of the Company.

**Corrigendum to Extra-Ordinary General meeting (EOGM) was held on 20/03/2018;**

Members are hereby informed that the correct post % of Mr. Jaydeep Vinod Mehta read as follow;

Sr. No.	Name of the Proposed Allottees	No. & % of Equity Shares held prior to the Preferential Allotment (as on relevant date, i.e. 17.02.2018)		Shareholding pattern after allotment of 2,50,000 Equity Share on preferential basis to be allotted to Promoters & Promoter Groups (as per Resolution No. 1 above of this notice)		No. & % of Equity Shares to be Issued and Allotted (Assuming Full Conversion of 3,00,000 Convertible Equity Warrants)		No. & % of Post Issue Equity and Voting Share Capital (After conversion of 3,00,000 Convertible Equity Warrants into Equity Shares & Assuming full allotment of 3,00,000 Equity Shares)	
		No. of Shares	% of Shareholding	No. of Shares	% of Shareholding	No. of Shares	% of Share holding	No. of Shares	% of Share holding
1.	Mr. Nikhil Vinod Mehta	2,94,720	15.09	3,57,220	16.214	75,000	25.00	4,32,220	17.267
2.	Mr. Chetan Jashwant Mehta	2,94,720	15.09	3,57,220	16.214	75,000	25.00	4,32,220	17.267
3.	Mr. Jaydeep Vinod Mehta	2,94,725	15.09	3,57,225	16.215	75,000	25.00	4,32,225	17.268
4.	Mr. Jashwant Bhaichand Mehta	2,94,720	15.09	3,57,220	16.214	75,000	25.00	4,32,220	17.267
<b>Total</b>		<b>11,78,885</b>	<b>60.36</b>	<b>14,28,885</b>	<b>64.86</b>	<b>3,00,000</b>	<b>100.00</b>	<b>17,28,885</b>	<b>69.07</b>

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(vi) Shareholding Pattern before and after the Proposed Convertible Equity Warrants on Preferential Issue:

Category	Pre-Issue Equity Holdings (as on relevant date, i.e. 17.02.2018)		**Proposed allotment of 2,50,000 Equity Shares on preferential basis to the Promoters & Promoters Group of the Company (as per Resolution No. 1 above of this Notice)		Paid up capital after allotment of 2,50,000 Equity Share on preferential basis to be allotted to the Promoters & Promoter Groups (as per Resolution No. 1 above of this notice)		Allotment of Convertible Equity Warrants to be converted into Equity shares		Post-Issue Equity Holdings *(Assuming full conversion of 3,00,000 Convertible Equity Warrants into Equity Shares)	
	No. of Shares	% of Share Holding	No. of Shares	% of Share Holding	No. of Shares	% of Share Holding	No. of Shares	% of Share Holding	No. of Shares	% of Share Holding
<b>1) Promoter Holdings</b>										
a. Indian Promoters	11,78,885	60.36	2,50,000	100.00	14,28,885	64.86	3,00,000	100.00	17,28,885	69.07
b. Foreign Promoters	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
<b>Sub-Total</b>	<b>11,78,885</b>	<b>60.36</b>	<b>2,50,000</b>	<b>100.00</b>	<b>14,28,885</b>	<b>64.86</b>	<b>3,00,000</b>	<b>100.00</b>	<b>17,28,885</b>	<b>69.07</b>
<b>2) Non-Promoters Holding</b>										
a. Institutions	5,105	0.26	0	0.00	5,105	0.23	0	0.00	5,105	0.20
b. Central Government	0	0	0	0.00	0	0.00	0	0.00	0	0.00
c. Resident Indians (Individuals, HUF)	4,98,797	25.54	0	0.00	4,98,797	22.64	0	0.00	4,98,797	19.93
d. Bodies Corporate	2,70,198	13.83	0	0.00	2,70,198	12.26	0	0.00	2,70,198	10.79
e. Others	115	0.01	0	0.00	115	0.01	0	0.00	115	0.01
<b>Sub-Total</b>	<b>7,74,215</b>	<b>39.64</b>	<b>0</b>	<b>0.00</b>	<b>7,74,215</b>	<b>35.14</b>	<b>0</b>	<b>0.00</b>	<b>7,74,215</b>	<b>30.93</b>
<b>Total</b>	<b>19,53,100</b>	<b>100.00</b>	<b>2,50,000</b>	<b>100.00</b>	<b>22,03,100</b>	<b>100.00</b>	<b>3,00,000</b>	<b>100.00</b>	<b>25,03,100</b>	<b>100.00</b>

\* On assumption that entire 3,00,000 Convertible Equity Warrants will be converted into Equity Shares

\*\* On assumption that entire 2,50,000 Equity Shares on preferential basis will be allotted to proposed allottees as per mentioned in the Resolution No. 1 above of this notice.

(vii) The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/or who ultimately control the proposed allottees and the percentage of Post Preferential Issue Capital that may be held by them:

Sr. No.	Name of the Proposed Allottees	Identity of the Ultimate Beneficial Owners*	No. & % of Equity Shares Held Prior to the Preferential Allotment		No. & % of Equity Shares to be Issued and Allotted (Assuming Full Conversion of 3,00,000 Convertible Equity Warrants)		No. & % of Post Issue Equity and Voting Share Capital*(After conversion of 3,00,000 Convertible Equity Warrants into Equity Shares & Assuming full allotment of 3,00,000 Equity Shares)	
			No. of Shares	% of Shareholding	No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
<b>Promoter Group:</b>								
1	Mr. Nikhil Vinod Mehta	N.A.	3,57,220	16.214	75,000	25.00	4,32,220	17.267
2	Mr. Chetan Jashwant Mehta	N.A.	3,57,220	16.214	75,000	25.00	4,32,220	17.267
3	Mr. Jaydeep Vinod Mehta	N.A.	3,57,225	16.215	75,000	25.00	4,32,225	17.268
4	Mr. Jashwant Bhaichand Mehta	N.A.	3,57,220	16.214	75,000	25.00	4,32,220	17.267
<b>Total</b>			<b>14,28,885</b>	<b>64.86</b>	<b>3,00,000</b>	<b>100.00</b>	<b>17,28,885</b>	<b>69.07</b>

\* On assumption that entire 3,00,000 Convertible Equity Warrants will be converted into Equity Shares.

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**(viii) Proposed time within which allotment shall be completed:**

In accordance with Regulation 74 of the SEBI (ICDR) Regulations, 2009 the Board proposes to allot the Convertible Equity warrants within a period of 15 (fifteen) days of the date of passing of resolution at EGM or within a period of 15 days of receipt of approval from regulatory authority whichever is later.

**(ix) Consequential Changes in the Voting Rights:**

Voting rights will change in tandem with the shareholding pattern

**(x) Lock-in:**

The aforesaid allotment of Equity Shares (after conversion of warrants into equity shares) arising shall be locked in as per the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009. Further, the entire Pre-Preferential allotment shareholding of all the proposed allottees, if any, shall also be under lock-in from the relevant date up to a period of six months from the date of the trading approval received from the Stock Exchanges. [Here the date of trading approval shall be reckoned as the latest date when trading approval has been obtained from the Stock Exchanges where it is listed].

**(xi) Change in the control or composition of the Board:**

Subsequent to the proposed issue of Warrants convertible into equity shares, (assuming full conversion) on preferential basis, there will neither be a change in control nor a change in the management of the Company. However there will be a corresponding change in the shareholding pattern as well as voting rights consequent to the convertibility of Warrants into equity shares.

**(xii) Undertakings:**

- (i) The Issuer Company undertakes that they shall re-compute the price of the Convertible Equity Warrants issued in terms of the SEBI (ICDR) Regulations, 2009, where it is required to do so.
- (ii) The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the equity shares shall continue to be locked-in till the time such amount is paid by the allottees.

**(xiii) Auditor's Certificate:**

A copy of the certificate from the Statutory Auditors of the Company, certifying that the issue of the Convertible Equity Warrants is being made in accordance with the requirement of SEBI (ICDR) Regulations, 2009 for Preferential Issue, will be available for inspection at the Registered Office of the Company during 10.00 A.M. to 6.00 P.M. on any working day up to the date of Extra Ordinary General Meeting and at the meeting.

Further, under Section 23, 42, 62 of the Companies Act, 2013, approval of the Shareholders is required for allotment of securities on preferential basis. Accordingly, the consent of the Shareholders is being sought, pursuant to the applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for time being in force), wherever applicable, SEBI (ICDR) Regulations, 2009, if any, and in terms of the provisions of the SEBI (LODR), Regulation, 2015 executed by the Company with BSE Limited.

Except Mr. Jashwant Bhaichand Mehta, Mr. Chetan Jashwant Mehta, Mr. Jaydeep Vinod Mehta and Ms. Dhvani Jaydeep Mehta (Daughter of Mr. Jaydeep Vinod Mehta) None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested in the said resolution except to the extent of their respective shareholding in the Company and also to the extent of fresh equity shares being allotted either to them or to the companies in which they are interested as Director or Shareholder.

The Board of Directors believes that this Offer will be in the best interest of the Company and its shareholders. Your Directors recommend the Special Resolution for the approval of Members.

**Registered Office:**

Club Emerald Sports Complex,  
Plot No. 366/15, Swastik Park,  
Near MangalAnand Hospital,  
Chembur, Mumbai – 400071  
CIN: L74900MH1948PLC006791  
Website: www.apteindia.com  
Email: info@apteindia.com  
Tel:- +91 22 2526 5800  
Fax:- +91 22 2491 9184

Date: 27th August, 2018  
Place: Mumbai

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

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

## FORM No. MGT-11

### PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014

**EMERALD LEISURES LIMITED**  
(Formerly known as "APTE AMALGAMATIONS LIMITED")  
**CIN: L74900MH1948PLC006791**

Reg. Office: Club Emerald Sports Complex, Plot No. 366/15, Swastik Park, Near Mangal Anand Hospital, Chembur, Mumbai – 400 071. Email: info@apteindia.com Website: www.apteindia.com, Tel No.: +91 22 25265800

Name of the Member(s):	
Registered Address:	
E-Mail ID:	
Folio No./Client ID/DP ID	

I/we, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

- (1) Name..... Address.....  
E-mail id..... Signature.....or failing him/her
- (2) Name..... Address.....  
E-mail id..... Signature.....or failing him/her
- (3) Name..... Address.....  
E-mail id..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 84<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, 27<sup>th</sup> September, 2018 at Manu Mansion, First Floor, Opp. Old Customs House, Shahid Bhagat Singh Marg, Horniman Circle, Fort, Mumbai- 400 001, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note 2)		
		For	Against	Abstain
<b>ORDINARY BUSINESS</b>				
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2018 together with the Reports of the Board of Directors and Auditors thereon.			
2	To appoint a Director in place of Mr. Chetan Jashwant Mehta (DIN:-00235911), who retires by rotation and being eligible, offers herself for re-appointment.			
<b>SPECIAL BUSINESS</b>				
3	Increasing the Authorized Share Capital and Alteration of Capital Clause of Memorandum of Association			
4	Ratification Of Issue Of Equity Shares On Preferential Basis			
5	Ratification Of Issue Of Convertible Equity Warrants On Preferential Basis.			

Signed this .....day of..... 2018.

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

Affix  
revenue  
stamp of  
not less  
than 1

Notes:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting.
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.



Route Map of the venue of 84<sup>th</sup> Annual General Meeting

