

March 17, 2021 **EMERALD LEISURES LTD.**

To,
Department of
Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Fort, Mumbai – 400 001.

**CLUB e
EMERALD**
"Where Dreams Come Alive"
CLUB EMERALD SPORTS COMPLEX

Regd. Off : Plot No. 366/15, Swastik Park,
Near Mangal Anand / Sushrut Hospital,
off E. Express Highway, Chembur,
Mumbai, 400 071. India.
t : +91 22 2526 5800
m : +91 91678 88900
e : info@clubemerald.in
w : www.clubemerald.in
CIN : L74900MH1948PLC006791

Sub: Notice of the Extraordinary General Meeting (EGM) will be held on April 23, 2021

Ref: Emerald Leisures Limited (Scrip Code:507265)

Dear Sir/Madam,

This is to inform you that, in compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities Exchange Board of India, the Extra-Ordinary General Meeting ("EGM") of the Company will be held on Friday, April 23, 2021 at 11:00 A.M **through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")**. The copy of the Notice of EGM is enclosed herewith for your kind reference.

Further, Members of the Company, holding shares either in physical form or dematerialized form, as on 16th April, 2021(Cut-off date for eligibility to vote) shall be entitled to vote by electronic means. The Schedule of remote e-voting facility is set out as under:

Event	Day, Date, Time
Commencement of Remote E-Voting	Tuesday-20 th April, 2021
End of remote E-Voting	Thursday-22 nd April, 2021
Cut-off date	Friday- 16 th April, 2021

The Notice of EGM is also being made available on the Company's website of the Company at www.apteindia.com.

You are requested to kindly take the same on records.

Thanking you,

Yours truly,

For Emerald Leisures Limited
(Formerly known as "Apte Amalgamations Limited")



Manoj C. Patade
Company Secretary & Compliance Officer
Membership No: ACS 58964



EMERALD LEISURES LIMITED

(Formerly known as "APTE AMALGAMATIONS LIMITED")

CIN: L74900MH1948PLC006791

Regd. Office: Club Emerald Sports Complex, Plot No. 366/15, Swastik Park,
Near Mangal Anand/Sushrut Hospital, off E. Express Highway, Chembur, Mumbai - 400 071.

Email id.: info@apteindia.com Website: www.apteindia.com,

Tel No.: +91 22 2526 5800

NOTICE

Notice is hereby given that the Extraordinary General Meeting (EGM) of the Members of Emerald Leisures Limited (Formerly known as Apte Amalgamation Ltd) will be held on Friday, 23th April, 2021 at 11:00 A.M. through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') without the physical presence of the Members at a common venue, to transact the business mentioned below:

SPECIAL BUSINESS:

Item No. 1: Sub-division of 1 (One) equity share of face value of Rs. 10/- each into 2 (Two) equity shares of Rs. 5/- each.

To consider and pass with or without modification(s), the following resolution, as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder including the statutory modification(s) or re-enactment(s) thereof for the time being in force and the relevant provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by the Securities and Exchange Board of India (SEBI) and the other Rules, Regulations, Circulars, Notifications, etc. issued thereunder, consent of the Shareholders of the Company be and is hereby accorded to approve the sub-division of the nominal value of equity shares of the Company from the existing nominal value of Rs. 10/- each to nominal value of Rs. 5/- each, thereby keeping the paid-up share capital intact.

"RESOLVED FURTHER THAT the 2 (Two) Equity Shares of the face value of Re. 5 each on sub-division to be allotted in lieu of existing one equity share of Rs. 10 each shall be subject to the terms of the Memorandum and Articles of Association of the company and shall rank pari passu in all respects with the existing fully paid shares of Rs. 10 each of the company and shall be entitled to participate in full in any dividends to be declared after the sub-divided equity shares are allotted."

"RESOLVED FURTHER THAT pursuant to Sub-Division of the equity shares of the Company, nominal value of Rs.10 (Rupees Ten only) of all the issued, subscribed and paid up equity shares of the Company existing on the Record Date to be fixed by the Company shall stand sub-divided into equity shares of nominal value of Re. 5/- each fully paid."

"RESOLVED FURTHER THAT pursuant to the sub-division of Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the face value of Rs. 10 each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Book Closure Date/Record Date (as determined by the Board of Directors of the Company) and the

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company may, without requiring the surrender of the existing share certificate(s), issue and dispatch the new share certificate(s) of the company in lieu of such existing share certificate(s) subject to the provisions of the companies (Share Capital and Debentures) Rules, 2014 and in the case of Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the depository participants, in lieu of the existing credits representing the Equity Shares of the company before sub-division and the Company shall undertake such Corporate Action(s) as may be necessary in relation to the existing equity shares of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to the extent permitted by law, all or any of the powers herein conferred to any Committee of Directors or any Director(s) or any other Key Managerial Personnel or any other Officer(s) of the Company."

Item No. 2: To consider and approve alteration of Capital Clause of the Memorandum of Association of the Company.

To consider and pass with or without modification(s), the following resolution, as **an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], subject to such approvals as may be necessary and subject to approval of sub-division of equity shares by the members, consent of the members of the Company be and is hereby accorded to alter and substitute the existing Clause V of the Memorandum of Association of the Company with the following new Clause V:

Clause V:

V. The Authorized Share Capital of the Company is **Rs. 68,00,00,000/- (Rupees Sixty Eight Crores Only) divided into 16,00,000 (One Cores Sixty Lakhs) equity shares of Re. 5/- (Rupees Five Only) and 60,00,000 (Sixty Lakhs) Non-Cumulative Redeemable Preference Shares of Rs.100/-each (Rupees Hundred only)** with the rights, privileges, and conditions attaching thereto as are provided by the regulations of the company for the time being, with power to increase and reduce the capital of the company to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being, be provided by the regulations of the company.

"RESOLVED FURTHER THAT the Board of Directors of the Company [which expression shall include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf], be and is hereby authorized to undertake, execute all such acts, deeds, matters and things as they may deem necessary, proper and/ or expedient, to apply for requisite approval(s) of the statutory or regulatory

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authorities, as may be required, to carry out all requisite, incidental, consequential steps and to settle any question, difficulty or doubt that may arise in order to give full effect to this resolution."

Item No. 3: To Approve the Re-appointment of Mr. Rajesh M. Loya as a Whole Time Director of the Company.

To consider and pass with or without modification(s), the following resolution, as **an Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the approval of members/shareholders of the Company be and are hereby accorded for re-appointment of Mr. Rajesh M. Loya (DIN: 00252470) as the Whole Time Director and KMP of the Company for a period of five consecutive years w.e.f 10.11.2020 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 or any statutory modification(s) or re-enactment thereof. He will be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things as deemed necessary and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filling of necessary e-forms as return of appointment with the Registrar of Companies, Mumbai".

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

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

Place: Mumbai
Date:17/03/2021

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NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No.22/2020 dated 15th June, 2020, Circular No.33/2020 dated 28th September, 2020 and Circular No. 39/2020 dated 31st December, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and other aforesaid all Notifications, physical attendance of the Members to the EGM venue is not required and Extraordinary general meeting (EGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.

2. The relevant Explanatory Statement pursuant to Section 102 of Act, setting out material facts in respect of businesses under item of the Notice, is annexed hereto.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM 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 EGM is being held pursuant to the MCA Circulars 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 EGM 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/JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote evoting. The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered email address to pandeyk2004@yahoo.co.in with a copy marked to evoting@nsdl.co.in.

5. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the RTA/Company / Depositories. Members may note that the Notice of EGM will also be available on the Company's website www.apteindia.com, websites of the Stock Exchanges i.e., Bombay Stock Exchange www.bseindia.com.

6. Members seeking any information any matter to be placed at the EGM are requested to write to the Company on or before 23rd April, 2021 through email on manoj.patade@technogroup.co.in. The same will be replied by the Company suitably.

7. 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.

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8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. 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 dematerialized form.

9. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

10. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.

11. Members attending the EGM 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 EGM, i.e., Friday 23rd April, 2021.

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

13. E-voting: In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the Extraordinary General Meeting (EGM) by electronic means and all the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

14. The E-voting period for all items of business contained in this Notice shall commence from 20th April, 2021 at 9.00 a.m. and will end on 22th April, 2021 at 5.00 p.m. During these period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cut-off date of 16th April, 2021, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on 16th April, 2021.

15. Santoshkumar K. Pandey (Alias S.K Pandey), Practicing Company Secretaries (Membership No. ACS 8546) or his associates has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent in a fair and transparent manner.

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16. The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 2 days of conclusion of the meeting and after scrutinizing such votes received shall make a Scrutinizer's report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.

17. The Results of E-voting shall be declared at the EGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchange. The Resolutions shall be deemed to be passed, if approved, on the date of EGM.

18. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

19. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and as per the requirements of the SEBI (LODR) Regulations 2015, your Company is pleased to provide members facility to exercise their right to vote at Extraordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by M/s. National Securities Depository Limited.

The instructions for Members for Remote E-Voting are as under: -

The remote e-voting period begins on Tuesday, 20th April, 2021 at 09:00 A.M. and ends on Thursday, 22nd April, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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

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

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Details on Step 1 are 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

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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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- 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.

Details on Step 2 are 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 pandeysk2004@yahoo.co.in with a copy marked to 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 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 toll free no.: 1800-1020-990/1800-22 44 30 or send a request to (Mr. Amit Vishal, Senior Manager) at evoting@nsdl.co.in.

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 +

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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.

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

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

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable WiFi

or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (manoj.patade@technogroup.co.in). The same will be replied by the company suitably.

6. Shareholders who would like to express their views or ask questions during EGM may 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 manoj.patade@technogroup.co.in from 15th April, 2021 (10:00 a.m IST) to 16th April, 2021 (5:00 p.m. IST)

PROCEDURE FOR REGISTRATION OF E-MAIL ADDRESS AND BANK DETAILS BY SHAREHOLDERS: -

i. For Temporary Registration of e-mail id for Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Purva Sharegistry (India) Pvt. Ltd. by clicking the link: <http://www.purvashare.com/email-and-phone-updation/> in their web site www.purvashare.com and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at support@purvashare.com.

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

ii. For Permanent Registration of e-mail id for Demat shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

iii. Registration of email id for shareholders holding physical shares:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with Purva Sharegistry (India) Pvt. Ltd., by clicking

EMERALD LEISURES LIMITED

(Formerly known as "APTE AMALGAMATIONS LIMITED")

CIN: L74900MH1948PLC006791

Regd. Office: Club Emerald Sports Complex, Plot No. 366/15, Swastik Park,
Near Mangal Anand/Sushrut Hospital, off E. Express Highway, Chembur, Mumbai - 400 071.

Email id.: info@apteindia.com Website: www.apteindia.com,

Tel No.: +91 22 2526 5800

the link: <http://www.purvashare.com/emailand-phone-updation/> in their web site www.purvashare.com and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, mobile number and e mail id. In case of any query, a member may send an e-mail to RTA at support@purvashare.com.

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

iv. Registration of Bank Details for physical shareholders:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with Purva Sharegistry (India) Pvt. Ltd., by sending E mail at support@purvashare.com. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e - mail id on a covering letter requesting to update the bank details signed by all the shareholder(s), self attested PAN card copy and address proof along with the copy of the cheque leaf with the first named shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a member may send an e-mail to RTA at support@purvashare.com.

V. Registration of Bank Details for Demat shareholders:

It is clarified that for registration of bank details, the Members are requested to register their bank details, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

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ANNEXURE TO NOTICE
EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013

Item Nos. 1 & 2:

The Equity shares of your company are listed and traded on the BSE Limited. With a view to encourage the participation of small investors, make the shares more accessible to retail investors and provide enhanced liquidity to the equity shares in the Stock Market, the Board of Directors has considered and approved the sub-division of **one** equity share of the company having a face value of Rs. 10 each into **two** equity shares of face value of Rs. 5 each subject to approval of the members and any other statutory & regulatory approvals, as may be applicable. The proposed sub-division of shares will not have any effect/result on the voting percentage/rights of any shareholders of the Company.

The Record Date/ Book closure Date for the aforesaid sub-division of the Equity Shares will be fixed by the Board (including any Committee thereof) after approval of the shareholders is obtained for the proposed sub-division.

In the opinion of the Board, proposed sub-division of the equity shares is in the best interest of the Company and the investors and therefore the Board at its meeting held on March 17, 2021, approved the aforesaid sub-division subject to requisite approval of the shareholders. It is informed that there will not be any change in the amount of authorized, subscribed and paid-up Share capital of the Company on account of sub-division of equity shares.

Presently, the Authorized Share Capital of your company is Rs. 68, 00, 00,000 (Rupees Sixty Eight Crores Only) divided into 80,00,000 (Eighty Lakhs) Equity shares of Rs. 10 each (Rupees Ten Only) and 60,00,000 (Sixty Lakhs) Non-Cumulative Redeemable Preference Shares of Rs. 100/- each (Rupees Hundred only). The issued and paid-up capital of the company as on date of Rs. 52,50,31,000/- divided into 2503100 equity shares of Rs. 10 each and 50,00,000 Non-convertible, Non-cumulative, Redeemable Preference Shares of face value of Rs. 100/-each.

The sub-division as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association of the company as set out in Item Nos. 2 of the Notice respectively.

Accordingly, the Resolutions at Item Nos. 1 & 2 seek approval of the Shareholders for the proposed sub-division of face value of the Equity Shares and the consequent amendments to the existing Clause V of the Memorandum of Association of the company.

The Board of Directors recommends passing of the Resolutions at Item Nos. 1 and 2 as Ordinary Resolutions.

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A copy of the existing Memorandum of the company along with the proposed draft amendments is available for inspection by any shareholder at the Registered Office of the company between 2.00 P.M. to 4.00 P.M. on all working days (except Saturdays, Sundays and Public Holidays) up to 23th April, 2021 (up to the date of General meeting).

Item Nos: 3

Mr. Rajesh M. Loya has been associated with the Company since 2010. His working & guidance has been valuable to the Company. Mr. Rajesh M. 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 10.11.2020. The Board of Directors of the Company at its meeting held on 12.11.2020 on the recommendation of the Nomination and Remuneration Committee in its meeting held on 12.11.2020, 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 April 23, 2021 through a special 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 Nos. 1, 2 & 3 of the notice except to the extent of their shareholding in the company.

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

Sd/-
Rajesh M. Loya
Whole Time Director
DIN: 00252470

Place: Mumbai
Date:17/03/2021

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Tel No.: +91 22 2526 5800

Annexure:

Details of Directors seeking appointment/re-appointment at the AGM/EGM:

Name of Directors	Mr. Rajesh M. Loya
Date of Birth	20/07/1966
Date of Appointment	17/09/2010
Qualifications	B.Com, CA
Relationship between Directors inter-se	None
Expertise in specific functional area	Accounts and Finance, Tax, Investment
Directorship held in other Public Companies (excluding Foreign, Private & Section 8 Companies)	Dhoot Industrial Finance Limited
Membership/Chairmanship of Committees of other Public Companies (includes only Audit Committees & Stakeholders Relationship Committees)	None
No. of Shares held in the Company	None