

EMERALD LEISURES LTD.
(Formerly known as Apte Amalgamations Ltd.)

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

Regd. Off : Club Emerald, Swastik Park,
Near Mangal Anand Hospital,
off E. Express Highway, Chembur,
Mumbai, 400 071.
t : +91 22 2526 0505.
e : info@clubemerald.in
w : www.clubemerald.in
CIN : L74900MH1948PLC006791

7th September, 2016

The General Manager
Bombay Stock Exchange Limited
Listing Department,
PJ Tower, Dalal Street,
Fort, Mumbai - 400 001

Subject: Newspaper publication of Notice of 82nd Annual General Meeting.

Dear Sir,

With reference to the above captioned subject and Pursuant to Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the copy of the publication of Notice of 82nd Annual General Meeting of the Company in newspapers: Free Press Journal in English and Navshakti Times in Marathi on Friday, 2nd September, 2016.

Also, enclosed herewith the Notice of the 82nd Annual General Meeting of the Company for your reference.

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

Thanking you,

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



Sony Sarkar
Company Secretary



According to the report, the final map thus produced has led to the identification of most susceptible (class A), moderately susceptible (class B) and least susceptible areas in the Himalayas. In Himachal Pradesh, which falls in class A, places

PIC:TECHINDIA.COM



In order to create the "susceptible area map" using the PR technique, the researchers searched earthquake catalogues from different sources and studied several aspects like chronological magnitude of main shocks, cal continuity, types and foreshocks and aftershocks.

According to the authors, different areas in this region exhibit different patterns of seismicity and "is therefore necessary to differentiate between areas which can experience relatively high seismicity compared to other areas". This has tremendous implications in assigning design earthquake parameters and in planning and disaster mitigation at the micro level to help in reducing losses in terms of life and infrastructure," says their report.

The study by seismologists at the Indian Institute of Technology-Roorkee and reported in the journal of Earth System Science says that most of J&K is only moderately susceptible while the Indo-Gangetic plains are least susceptible. This conclusion, the report says, has been reached using what is called "pattern recognition" or PR technique. This method relies on features identified and extracted from various available tectonic

THE FREE PRESS JOURNAL
MUMBAI | FRIDAY | SEPTEMBER 2, 2016

**IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION**

Any person desirous of supporting or opposing the said Petition should send to the Petitioner's Advocate notice of his intention, signed by him or his Advocate with his name and address, so as to reach the Petitioner's Advocate not later than 2 (two) days before the date of hearing of Petition. Where he seeks to oppose the Petition, the grounds of opposition or a copy of the affidavit should be presented with such notice. A copy of said Petition will be furnished at the Registered Office of the Petitioner Company or by the undersigned to any person requiring the same on payment of prescribed charges for the same. Dated this 2nd day of Sept., 2016

FOR RAJESH SHAH & CO
Sd/-
Advocates for the Petitioner

16, Oriental Building, 30, Nagindas Master Road, Flora Fountain, Mumbai - 400 001

Before the Central Government
Mumbai (Western) Region

EMERALD LEISURES LIMITED

(FORMERLY KNOWN AS "APTE AMALGAMATIONS LIMITED")
Club Emerald Sports Complex, Plot No. 366/15, Swastik Park,
Near Mangal Anand Hospital, Chembur, Mumbai - 400071.
CIN: L74900MH1948PLC006791
Website: www.apteindia.com, Tel No.: +91 22 2527 7504

NOTICE OF 82ND ANNUAL GENERAL MEETING AND E-VOTING

Notice is hereby given that the 82nd Annual General Meeting of the Members of the Company will be held on Thursday 29th September, 2016 at 9.30 a.m. at Manu Mansion, First Floor, Opp. Old Customs House, 16, Elphinstone Street, Horniman Circle, Fort, Mumbai - 400001, to transact the business, set out in the Notice which are being sent to the shareholders of the Company.

Notice is hereby given pursuant to Section 91 of the Companies Act, 2013 read with rules made thereunder and as per the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and that the Register of Members and the Share Transfer Books of the Company will remain close from 19th September, 2016 to 29th September, 2016 (both days inclusive) for the purpose of the Annual General Meeting of the Company.

Further pursuant to the provision of section 108 of the Companies Act, 2013 read with the Rules 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company offers e-voting facility to the members through Central Depository Services (India) Limited (CDSL) to cast their votes by electronic means on all the resolutions set out in the Notice convening the AGM.

The details required to be given under the Companies Act, 2013 and Rules made there under are as follows:

1. The voting period begins on Monday, 26th September, 2016 at 9:00 a.m. and ends on Wednesday, 28th September, 2016 at 5:00 p.m. The remote e-Voting module shall be disabled beyond 5.00 p.m. on Wednesday, 28th September, 2016 and once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
2. Members holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 19th September, 2016, may cast their vote electronically.
3. Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
4. Details of the manner of casting votes are provided in the notice of AGM posted on the website of the Company www.apteindia.com and on the website of CDSL www.evotingindia.com.
5. In case you have any queries or issues regarding e-voting, you may refer the frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

By the Order of the Board of Director's
Emerald Leisures Limited
Sd/-
Rajesh Loya
Director

Place: Mumbai
Dated: September 02, 2016

**IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SCHEME PETITION NO 590 OF 2016
CONNECTED WITH**

COMPANY SUMMONS FOR DIRECTION NO 616 OF 2016
In the matter of the Companies Act, 1 of 1956 and other relevant provision of the Companies Act, 2013;

AND
In the matter of Sections 391 to 394 of the Companies Act, 1956
AND

In the matter of Scheme of Amalgamation of Navbharat Archive Xpress Private Limited and Safe House Information Management Solutions Private Limited with Iron Mountain India Private Limited and their respective shareholders and creditors

Safe house Information Management Solutions Private Limited, a company incorporated under the provisions of Companies Act, 1956 having its Registered Office at B-13b, B-14 and B-15, 1st floor, Bldg B, Paragon Condominium, Pandurang Budhkar Marg, Worli, Mumbai - 400013.Petitioner Company

NOTICE OF PETITION

Petition under Sections 391 to 394 of the Companies Act, 1956 for sanctioning the Scheme of Amalgamation between Navbharat Archive Xpress Private Limited ('the First Transferor Company') and Safe House Information Management Solutions Private Limited ('the Second Transferor Company') with Iron Mountain India Private Limited ('the transferee Company') and their respective Shareholders and Creditors was presented by **Safe House Information Management Solutions Private Limited**, the Petitioner Company, on 27th day of July, 2016, and was admitted by this Hon'ble Court on 20th day of August, 2016 and fixed for hearing before the Hon'ble Judge taking Company matters on 30th day of September, 2016 at 11.00 'o' clock in the afternoon.

Any person desirous of supporting or opposing the said Petition should send to the Petitioner's Advocate notice of his intention, signed by him or his Advocate with his name and address, so as to reach the Petitioner's Advocate not later than 2 (two) days before the date of hearing of Petition. Where he seeks to oppose the Petition, the grounds of opposition or a copy of the affidavit should be presented with such notice.

A copy of said Petition will be furnished at the Registered Office of the Petitioner Company or by the undersigned to any person requiring the same on payment of prescribed charges for the same. Dated this 2nd day of Sept., 2016

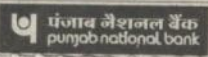
FOR RAJESH SHAH & CO
Sd/-
Advocates for the Petitioner

16, Oriental Building, 30, Nagindas Master Road, Flora Fountain, Mumbai - 400 001

PUBLIC NOTICE

Notice is hereby given that we, **Dave & Girish & Co.**, Advocates, acting on behalf of our client (the "Proposed Purchaser"), are investigating the title of the present owner of the property more particularly described in the Schedule hereunder written (the "said Property").

ALL PERSONS including any individual, Hindu undivided family, a



अंसेट रिकव्हरी मॅनेजमेंट ब्रांच
१ सा मजला, पीएलबी प्रगती टॉवर, सी-९,
जी ब्लॉक, बांद्रा कुरली कॉम्प्लेक्स, बांद्रा (प.)

scheme related documents carefully.

FTAMIL. He is an associate director.
in the constitution of Board of Directors of
Private Limited:
Franklin Templeton Mutual Fund
400013
Floor, Senapati Bapat Marg,
Mumbai - 400013

now is through - UTI SIP
Website: www.uti.com
1800 22 1230
UTI Financial Centre or your AMFI/NISM certified UTI Mutual
Fund Scheme of Additional Information, Scheme Information
Statement of Application Form.
Investment Manager for UTI Mutual Fund (E-mail:
Investment Manager for UTI Mutual Fund) Phone:
Mumbai - 400051.



Investors who are seeking...
of the Plan, being a close ended Plan.
Exit Load: No Exit Load is applicable for the Plan.
greater without any upper limit.

जाहीर सूचना

याद्वारे दि. २९.०७.२०१६ रोजी विक्रीची जाहीर सूचना जी फ्री प्रेस जर्नल या वर्तमानपत्रात प्रकाशित करण्यात आली असून याद्वारे सूचना देण्यात येते की, स्टेट बँक ऑफ इंडिया, एसएमबी-१, मुंबई यांचेद्वारे (१) रो हाऊस क्र. बी, तळमजला अधिक दोंग, साई आंगण, नाहूर गाव, अशोक नगरच्या मागे, मुलुंड (प), मुंबई-४०० ०८०., मोजमापित २,७४२=२० चौ.फूट (२) जमीन आणि बिल्डिंग त्याचा गट क्र.४९५, सर्व्हे क्र. ८५२, गाव गांधी, दमुला, तालुका इगतपुरी, जिल्हा नाशिक येथे सदर जमिनीवर प्लॉटचे मालक यांनी मे. ट्राइम्फ स्टील उद्योग प्रा.लिमिटेड यांनी बँकेकडून घेतलेल्या धकीताच्या वसु-लीकरिताच्या देयाचा दि. ०७.०९.२०१६ रोजी लिलाव निश्चित केला आहे.
याद्वारे सूचना देण्यात येते की, मे. ट्राइम्फ स्टील उद्योग प्रा.लिमिटेड यांनी सन्मा. पिठासीन अधिकारी डीआरटी-११, मुंबई यांचेकडे सिक्स्युरिटायझेशन अर्ज (एल) क्र. ७३२ सन २०१६ द्वारे दि. ७ सप्टेंबर, २०१६ रोजीच्या प्रस्तावित लिलावाकरिता आव्हान केले आहे याद्वारे लोकांना सूचित करण्यात येते की, कोणत्याही व्यक्ती/बँक/वित्तीय संस्था/ट्रस्ट आणि/किंवा विधिमन्य व्यक्ती, यांनी सदर वरील स्थावर मिळकतीशी व्यवहार केल्यास त्यांनी तिच्या/त्याच्या/त्यांच्या स्वतःच्या जोखमीवर करावा आणि सिक्स्युरिटायझेशन अर्ज (एल) क्र. ७३२ सन २०१६ अंतर्गत संमत झालेल्या आदेशानुसार प्रस्तावित लिलावाच्या सापेक्ष आहे.
ठिकाण: मुंबई
दिनांक: ०९.०९.२०१६

जमशेद अन्सारी

वकील उच्च न्यायालय,
शाह चेंबर्स, १ला मजला, ४४, मारुती लेन,
बीएमसी डिस्पेन्सरीसमोर, डॉ.डी.एन. रोडलगत, फोर्ट, मुंबई-४०० ००४.

एमराल्ड लेझर्स लिमिटेड

(याआधी आपटे अमलगमेशन लिमिटेड नावाने परिचित)

क्लब एमराल्ड स्पॉट्स कॉम्प्लेक्स, प्लॉट क्र. ३६६/१५, स्वस्तिक पार्क,
मंगल आनंद हॉस्पिटलजवळ, चेंबूर, मुंबई-४०००१९.
सीआयएन : एल७४९०० एमएच१९४४८ पीएलसी००६७९१
वेबसाईट : www.apteindia.com, दूर. क्र. : + ९१ २२ २५२७ ७५०४

२२ व्या वार्षिक सर्वसाधारण सभेची आणि ई-व्होटिंग करिताची सूचना
याद्वारे सूचना देण्यात येते की, कंपनीच्या सदस्यांकरिताची २२ वी वार्षिक सर्वसाधारण सभा ही शुक्रवार, दि. २९ सप्टेंबर, २०१६ रोजी स. ९.३० वा. मनु मॅन्यान, पहिला मजला, ओल्ड कस्टम हाऊससमोर, १६, शाहीद भगतसिंग मार्ग, हॉर्निमन सर्कल, फोर्ट, मुंबई-४००००१ येथे सदर सूचनेतील बिझनेस हस्तांतरित करण्यासाठी योजली असून सदर सूचना ही कंपनीच्या शेअरधारकांना पाठविण्यात येणार आहे.
कंपनी अधिनियम, २०१३ च्या खंड ११ सहवाचता नियम आणि सेबी (लिस्टिंग ऑब्जि- गेशन अॅन्ड डिस्क्लोजर रिक्वायरमेंट्स) नियमावली अन्वये याद्वारे सूचना देण्यात येते की, कंपनीच्या सदस्यांची नोंदणी आणि शेअर हस्तांतरण पुस्तिका ही कंपनीच्या वार्षिक सर्वसाधा- रण सभेच्या हेतूकरिता १९ सप्टेंबर, २०१६ रोजी ते २९ सप्टेंबर, २०१६ (दोन्ही दिवस समाविष्ट) रोजी पर्यंत बंद ठेवण्यात येणार आहे.
कंपनी अधिनियम, २०१३ च्या खंड १०८ सहवाचता नियम २० कंपनीज (मॅनेजमेंट अॅन्ड अॅडमिनिस्ट्रेशन) नियम, २०१४ आणि सेबीच्या नियमावली ४४ (लिस्टिंग ऑब्जिगेशन अॅन्ड डिस्क्लोजर रिक्वायरमेंट्स) नियमावली, २०१५ च्या तरतुदी अन्वये कंपनीने सदस्यांकरिता सेंट्रल डिपॉझिटरी सर्व्हिसेस (इंडिया) लिमिटेड (सीडीएसएल) द्वारे ई-व्होटिंगची सुविधा उपलब्ध केली असून त्यांना इलेक्ट्रॉनिकद्वारे व्होटिंग करण्याचा ठराव सदर एजीएमच्या सूचनेत ठरविण्यात आला आहे.
कंपनी अधिनियम, २०१३ आणि त्या अंतर्गत नियमांची माहिती खालीलप्रमाणे :

- सदर व्होटिंगचा कालावधी सोमवार, दि. २६ सप्टेंबर, २०१६ रोजी स. ९.०० वा. सुरू होईल आणि बुधवार, दि. २८ सप्टेंबर, २०१६ रोजी स. ५.०० वा. संपेल. सदर रिमोट ई-व्होटिंगचे मॉड्युल हे बुधवार, दि. २८ सप्टेंबर, २०१६ रोजी स. ५.०० वा. नंतर बंद करण्यात येईल आणि एकदा सदस्यांद्वारे सदर व्होटिंग केल्यास त्यांना ते बदलता येणार नाही.
- सदस्यांनी सोमवार, दि. १९ सप्टेंबर, २०१६ रोजी कट ऑफ तारखेला (रिकॉर्ड तारीख) प्रत्यक्ष फॉर्मद्वारे किंवा डिमटेरिअलाईज्ड फॉर्मद्वारे शेअर्स धारण केले असल्यास ते इलेक्ट्रॉनिकली व्होट करू शकतात.
- सदस्यांनी रिमोट ई-व्होटिंगद्वारे व्होटिंग केले असल्यास तसेच एजीएममध्ये उपस्थित असल्यास त्यांना पुन्हा व्होटिंग करायचा अधिकार नाही.
- सदर व्होटिंग करण्याच्या प्रक्रियेची माहिती ही सदर एजीएमच्या सूचनेत दिली असून ती कंपनीच्या www.apteindia.com या आणि सीडीएसएलच्या www.evotingindia.com यावर उपलब्ध आहे.
- जर ई-व्होटिंगबाबत कोणत्याही शंका असल्यास तुम्ही फ्रिक्वेन्टली आस्वड क्वेश्चन्स (एफएक्वज) आणि ई-व्होटिंगचे मॅन्युअल www.evotingindia.com या वेबसाईटवर हेल्प विभागात उपलब्ध असून त्याचा संदर्भ घ्यावा किंवा helpdesk.evoting@cdslindia.com यावर लिखित इमेल करावा.

ठिकाण : मुंबई
दिनांक : ०२ सप्टेंबर, २०१६

संचालक मंडळाच्या आदेशानुसार
एमराल्ड लेझर्स लिमिटेड
सही/-
राजेश लोया
संचालक



कांपॉरेट आयडेंटिटी नं.
नोंदणी कार्यालय: पी अँड डी
५ वा मजला, तुंगा इंटर्नॅशनल
फोन क्र.: ०२२ ४१७९९९
ई-मेल: info@

सूचना याद्वारे देण्यात येते की, अ
वी वार्षिक सर्वसाधारण सभा
व्यवसायाचा व्यवहार करण्यासाठी
छत्रपती शिवाजी इंटर्नॅशनल एअर
भारत येथे शनिवार २४ सप्टेंबर,
एजीएमच्या सूचनेसह एकत्रित रि
कंपनीकडे ई-मेल आयडी नोंदणी
पाठविण्यात आला आहे. एजीएम
वेबसाईट www.gjf.in वर सुध्दा उ
सभासदांना सभेत वार्षिक अहवाला
घेऊन देण्याची विनंती करण्यात येते

ठिकाण: मुंबई
दिनांक: २ सप्टेंबर, २०१६

रामा पेट्रोक

नोंदणी कार्यालय: ५१/५२, फ्री
फोन क्र.: (९१-२२) २३८३३३५५/
ई-मेल: rama@ramagroup.co.in
कांपॉरेट आयडेंटिफिकेशन नं. एल

सूचना याद्वारे देण्यात येते की, कंपनीच्
ही दिनांक १९ ऑगस्ट, २०१६ रोजी
करण्यासाठी बाबासाहेब इहाण्कूर हॉल, उ
फोर्ट, मुंबई-४००००१ येथे शुक्रवार ३०
येणार आहे.

सूचना याद्वारे ही सुध्दा देण्यात येते की
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सर्वसाधारण आणि विशेष व्यवसायावर इले
वापरण्यासाठी तिच्या सभासदांना ई-मत
नोलाविणाऱ्या सूचनेच्या प्रतीसह ई-मतदान
सभासदांना पाठविण्यात आली आहे. ई-
२०१६ रोजी स. ९.०० वा. सुरू होईल अ
५.०० वा. संपेल.

कंपनी अधिनियम २०१३ च्या कलम ९१
(एलओडीआर) रेग्युलेशन २०१५ च्या रेग्यु
सभासद रजिस्टर आणि भाग हस्तांतर पुस्तके
सप्टेंबर, २०१६ (दोन्ही दिवस एकत्रित) पर्यंत

ठिकाण : मुंबई
दिनांक : ०१ सप्टेंबर, २०१६

भन्साली इंजिनरिंग
नोंदणीकृत कार्यालय : भन्साली हाऊस
अंबेरी (प.), मुंबई
सीआयएन : एल २७९०० एमएच
दूरध्वनी क्र. (९१-२२) २६७३१७७९-८४
ई-मेल : abstron@bhansaliabs.com

याद्वारे सूचना देण्यात येते की, आ.व. २०१५-१६
भाग बनणाऱ्या एजीएमच्या सूचनेत मांडलेले
सभासदांची ३२ वी वार्षिक सर्वसाधारण सभा (३२
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टॅर्नररिसोर्स लिमिटेड

संचालक मंडळाच्या आदेशानुसार
एमराल्ड लेझर्स लिमिटेड
सही/-
राजेश लोया
संचालक

EMERALD LEISURES LIMITED - ANNUAL REPORT 2016
(Formerly known as Apte Amalgamations Limited)

NOTICE

NOTICE is hereby given that the Eighty Second Annual General Meeting of the members of Emerald Leisures Limited (Formerly known as Apte Amalgamations Limited) will be held on Thursday, 29th September, 2016 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 Balance Sheet as at March 31, 2016, the Profit & Loss Account for the year ended March 31, 2016 and the Reports of the Directors and Auditors thereon.
2. To appoint director in place of Mr. Jashwant Mehta (DIN-00235845), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s P. G. Bhagwat, Chartered Accountants as the auditors and to fix their remuneration

“RESOLVED THAT pursuant to the provisions of Sections 139 and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder, (including any statutory modification(s) or re-enactment thereof), the appointment of M/S P. G. Bhagwat, Chartered Accountants (Registration No. 101118W) as Statutory Auditors of the Company as recommended by the Audit Committee to the Board and as approved by the members at the Annual General Meeting held on 29th September, 2015, be and is hereby ratified to hold office upto the conclusion of Eight Third Annual General Meeting to be held in the calendar year 2017, subject to ratification of the appointment by the Members at every Annual General Meeting of the Company during his tenure and that the Board be and is hereby authorised to fix the remuneration as may be recommended by the Audit Committee in consultation with the Board of Directors.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** for Regularisation of Additional Director, Mr. Gautam Shah:-

“RESOLVED THAT pursuant to Sections 149, 152 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges and as per the Articles of Association of the Company, Mr. Gautam Shah (DIN: 00271794), who was appointed as an Additional Director with effect from September 30, 2015 and who holds office till the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act signifying his intention to propose Mr. Gautam Shah as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 years upto September 29, 2020 subject to Mr. Shah satisfying the criteria of independence in terms of the Companies Act, 2013, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and shall not be liable to retire by rotation.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** for Regularisation of Additional Director, Mr. Amit Shah:-

“RESOLVED THAT pursuant to Sections 149, 152 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges and as per the Articles of Association of the Company, Mr. Amit Shah (DIN: 07306728), who was appointed as an Additional Director with effect from October 8, 2015 and who holds office till the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act signifying his intention to propose Mr. Amit Shah as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 years upto October 7, 2020 subject to Mr. Shah satisfying the criteria of independence in terms of the Act, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and shall not be liable to retire by rotation.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** for Appointment of Mr. Rajesh Loya (DIN:00252470) as the Whole Time Director:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and the provisions of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Rajesh Motilal Loya (DIN: 00252470), as Whole-time Director of the Company with effect from November 10, 2015 to November 09, 2020, upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Rajesh Loya.

RESOLVED FURTHER THAT the remuneration payable, if any, to Mr. Rajesh Loya, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

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(Formerly known as Apte Amalgamations Limited)

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution** for Adoption of New Set of Articles of Association

"**RESOLVED THAT** pursuant to and in accordance with the provisions of Section 14 of the Companies Act, 2013 ("Act") and all other applicable provisions, if any, of the Act or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof), the new set of Articles of Association of the Company, as available for inspection at the registered office of the Company, be and is hereby approved and adopted as the new set of Articles of Association of the Company, in substitution for and to the exclusion of the existing Articles of Association of the Company."

"**RESOLVED FURTHER THAT** any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution** for increasing the Borrowing power of the Company.

"**RESOLVED THAT** in supersession of the earlier resolution passed on December 16, 2002, the consent of the members of the Company be and is hereby accorded, in terms of Section 180(1)(C) of the Companies Act, 2013 and other applicable provisions, if any, to the Board of Directors of the Company (which term shall be deemed to include any Committee which the Board may constitute for this purpose) for borrowing, from time to time, as it may consider fit, any sum or sums of monies, on such terms and conditions as the Board may deem fit notwithstanding that the money(ies) to be borrowed together with the money(ies) already borrowed by the Company may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, by an amount not exceeding to a total of Rs. 1,50,00,00,000 crores (Rupees One Hundred and Fifty Crores only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalise the terms and conditions for all such borrowings with respect to the interest, repayment, security or otherwise as it may deem fit in its absolute discretion and to do and perform all such acts, deeds and things as may be required to give effect to the above resolution, from time to time."

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

Date: 12.08.2016
Place: Mumbai

Sd/-
Rajesh Loya
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 Second 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 Annual 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 19, 2016 to September 29, 2016 (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) Pvt. Ltd.**, Unit No.1, Luthra Industrial Premises, Andheri Kurla Rd., Safeed Pool, Andheri (E), Mumbai 400 072 [Email-sharexindia@vsnl.com, Tel:- 022-28515606/28515644 Fax:- 022 2851 2885] the following:
 - a) Change in their address, if any, along with the pincode.
 - 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 Annual Report, Notices, Circulars, etc. From Company electronically.**
14. Information and instructions related to E-voting are as follows:
 - a. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services Limited (CDSL).
 - b. The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper.
 - c. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. In case any Member casts his / her vote through Ballot or venue e-Voting to be conducted at the Meeting in addition to remote e-Voting, his voting through remote e-Voting shall be considered as Final and vote casted through Ballot or venue e-Voting shall be considered as invalid.
 - d. 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 i.e. 19th August, 2016 only shall be entitled to avail the facility of remote e-Voting / Ballot / venue e-Voting.
 - e. The process and manner for e-voting are as under:
 - (i) The voting begins on 26.09.2016 at 9.00 a.m. and ends on 28.09.2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of

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19.09.2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- (v) For CDSL: 16 digits beneficiary ID,
- (vi) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- (vii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (viii) Next enter the Image Verification as displayed and Click on Login.
- (ix) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (x) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (xi) After entering these details appropriately, click on "SUBMIT" tab.
- (xii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xiii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiv) Click on the EVSN for the relevant "Emerald Leisures Limited" on which you choose to vote.
- (xv) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xvi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xviii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xix) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xx) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xxi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

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(xxii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xiii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4 AND 5:

Mr. Gautam Shah and Mr. Amit Shah were appointed as an Additional Directors by the Board at its Meetings held on September 30, 2015 and October 8, 2015, respectively pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Articles of Association of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Gautam Shah and Mr. Amit Shah will hold office up to the date of the ensuing AGM.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, along with a deposit of Rs. 100,000/- each proposing the candidature of Mr. Amit Shah & Mr. Gautam Shah for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

Mr. Amit Shah and Mr. Gautam Shah are not disqualified from being appointed as a Directors in terms of Section 164 of the Companies Act, 2013 and they have given their consents to act as a Director. Further, the Company has received a declarations from Mr. Amit Shah and Mr. Gautam Shah that they meet the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013.

In the opinion of the Board of Directors, Mr. Amit Shah and Mr. Gautam Shah, both fulfill the conditions for his appointment as an Independent Director as specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'). Mr. Amit Shah and Mr. Gautam Shah are independent of management and possesses appropriate skills, experience and knowledge.

The Board of Directors recommends the resolutions at Item no. 4 and 5 of the accompanying Notice as Ordinary Resolutions, for the appointment of Mr. Gautam Shah and Mr. Amit Shah as Independent Directors of the Company for a term of 5 (five) consecutive years with effect from the date of this AGM of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Mr. Gautam Shah and Mr. Amit Shah are concerned with or interested in the resolutions at Item no. 4 and 5 of the accompanying Notice.

ITEM NO. 6:

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee the Board of Directors of the Company vide resolution passed on November 10, 2015 approved the appointment of Mr. Rajesh Loya (DIN: 00252470) as Whole Time Director on the Board of the Company with immediate effect in accordance with the provisions contained in Section 196 and 197 read with Section 203 of the Companies Act, 2013 and that Mr. Rajesh Loya (DIN: 00252470) shall hold office up to the date of this Annual General Meeting to be held on September 29, 2016 and shall be eligible for election subject to the approval of the shareholders at this Annual General meeting.

Mr. Rajesh Loya (DIN: 00252470) is a Director of the Company appointed in the year 2010. Keeping in view that he has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to continue his employment as Whole Time Director. Since the Company has incurred losses for the last three years, the Board is of the view that it would be suitable if the remuneration of the Whole time Director is paid only after the Company earns profits.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, the Board recommends approval of the members as Ordinary Resolution set out at Item no. 6 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel of Company except Mr. Rajesh Loya and his relatives are concerned or interested in the said resolution.

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ITEM NO. 7:

The existing Articles are based on the Companies Act, 1956 and several regulations in the existing Articles of Association contains references to specific section of the Companies Act, 1956 and some regulations are no longer in conformity with the Act.

The Companies Act, 2013 is now largely in force. On 12th September, 2013 the Ministry of Corporate Affairs ("MCA") had notified 98 sections for implementation and subsequently, on 26th March, 2014 MCA notified most of the remaining sections (barring those provisions which require sanction/confirmation of the National Company Law Tribunal).

However, substantive section of the Act which deals with the general working of Companies stand notified. In order to make the Articles of Association of the Company in tandem and to comply with the relevant sections/ provisions under the Companies Act, 2013 and rules made thereof it is proposed to replace the existing Articles of Association of the Company by a new set of Articles. Additionally, certain articles that was included in the existing articles of association of the Company and which are no longer relevant are to be deleted. Accordingly, in lieu of amendments to various articles in the existing Articles of Association, it is considered prudent and desirable to adopt a new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

Pursuant to Section 14 of the Companies Act, 2013 ("Act"), the consent of the members of the Company by way of a Special Resolution is required for adoption of a new set of Articles of Association of the Company. Accordingly, this matter has been placed before the Shareholders for approval.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in the Notice above. A copy of the proposed new set of the Articles of Association of the Company would be available for inspection at the registered office of the Company upto the date of declaration of the results of voting by Postal Ballot by the Company and would be uploaded on the Company's Website for perusal by the shareholders.

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

ITEM NO. 8:

The members had on earlier occasions accorded their consent to the Board of Directors for borrowings up to Rs.100 Crores under Section 293(1)(d) of the Companies Act, 1956 vide Special Resolution passed on December 16, 2002.

The consent of the members is now sought in accordance with the provisions of Section 180(1)(c) of the Act, to enable the Board of Directors to borrow monies, by an amount not exceeding Rs. 150 Crores (Rupees One Hundred and Fifty Crores only) in excess of the paid up capital and free reserves for the purpose of company's business (apart from temporary loan obtained or to be obtained from the Company's Bankers in the ordinary course of business). The revision in borrowing powers is sought for to meet any long term funds requirements.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in the Notice above. The above proposals are in the interest of the Company and the Directors recommend the Resolutions in Item Nos.8 of the Notice for approval by the members as a special resolution.

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

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

Date: 12.08.2016
Place: Mumbai

Sd/-
Rajesh Loya
Director
DIN No. 00252470

Route Map of the venue of 82nd Annual General Meeting

