

Date: 29th July, 2025

To,
The Board of Directors of
Emerald Leisures Limited
Club Emerald Sports Complex, Plot No. 366/15,
Swastik Park, Near Mangal Anand Hospital,
Chembur, Mumbai- 400071

Subject: Notice for the 02/2025-26 meeting of the Board of Directors of the company to be held on Wednesday, August 6, 2025.

Dear Sir,

The notice is hereby given that the 02/2025-26 meeting of the Board of Directors of the company will be held on **Wednesday August 6, 2025** at the registered office of the company situated at **Club Emerald Sports Complex, Plot No. 366/15, Swastik Park, Near Mangal Anand Hospital, Chembur, Mumbai City MH 400071** at 11.00 AM.

The agenda of the business to be transacted at the Meeting is enclosed herewith.

Kindly make it convenient to attend the Meeting.

Yours faithfully,

For **Emerald Leisures Limited**

Kapil M Purohit
Company Secretary

AGENDAS OF THE BOARD MEETING SCHEDULED TO BE HELD ON AUGUST 6, 2025

Sr. No.	Agenda Items	Board Required	ActionAnnexure No.
1.	A} Noting of previous Board Meeting Minutes: The minutes of the 01/2025-26 meeting of the Board of Directors held on May 22, 2025 are enclosed. B} Noting of previous Audit Committee Meeting Minutes: The minutes of the previous meeting of the Audit Committee held on May 22, 2025 are enclosed.	For noting	1 Minutes of previous meeting
2.	Pursuant to Regulation 33 of SEBI (LODR) Regulations, 2015 consider and approve the Un-audited Financial Result (Standalone & Consolidated) along with LRR for the quarter and three months ended on 30 th June, 2025.	For consideration and approval	2 Draft Resolution along with Draft Financial Results
3.	To review the progress of Real Estate Business and approval for the same.	For consideration and approval	
4.	To review the progress of Fund Raising for Real Estate Division and General Corporate purpose.	For consideration and approval	
5.	To take note of Resolutions passed by Circulations dated 5 th July, 2025.	For noting	3 Signed Resolutions enclosed.
6.	Noting of Quarterly compliance for the quarter ended 30th June, 2024.	For Noting	4 Draft Resolution along with acknowledgement copies of compliances filed with Exchange.
7.	Any other matter shall be taken up for consideration and discussion, with the permission of Chairman and majority of Directors present at the meeting.	For consideration and approval if any	-

Yours faithfully,

For **EMERALD LEISURES LIMITED**

Kapil Purohit
Company Secretary

DETAILED NOTES TO THE AGENDA ITEMS OF EMERALD LEISURES LIMITED

Annexure 1

AGENDA ITEM NO. 1A - NOTING OF PREVIOUS BOARD MEETING MINUTES:

The Board of Directors is hereby requested to note the signed Minutes of the Board Meeting held on 22nd May, 2025.

The signed Minutes of the Board Meeting of the Company held on 22nd May, 2025 enclosed herewith, for noting by Board.

Draft Board Resolution for consideration and approval by Board with or without modification:

The minutes of the Board meeting held on 22nd May, 2025 was approved by the chairman and circulated to the directors. Since there were no comments received from any of the Directors, the proceedings were confirmed as correctly recorded and the following resolution was passed unanimously:

“RESOLVED THAT the minutes of the 01/2025-26 meeting of the Board of Directors of the company held on Thursday 22nd May, 2025 be and are hereby confirmed as a true record of the proceedings as no comments have been received from any Directors.”

AGENDA ITEM NO. 1 B- NOTING OF PREVIOUS AUDIT COMMITTEE MEETING MINUTES:

The Board of Directors is hereby requested to note the signed minutes of the **Audit Committee Meeting** held on 22nd May, 2025.

The signed minutes of the **Audit Committee Meeting** of the Company held on 22nd May, 2025 are enclosed, for noting.

Draft Board resolution for consideration of Board with or without modification:

The minutes of the 01/2025-26 **Audit Committee Meeting** held on 22nd May, 2025 was approved by the chairman of the **Audit Committee** and circulated to the members. Since there were no comments received from any of the Members, the proceedings were confirmed as correctly recorded and the following resolution was passed unanimously:

“RESOLVED THAT the minutes of the 01/2025-26 meeting of the **Audit Committee** of the company held on 22nd May, 2025 be and are hereby confirmed as a true record of the proceedings as no comments have been received from any Member.”

Annexure-2

AGENDA ITEM NO. 2- PURSUANT TO REGULATION 33 OF SEBI (LODR) REGULATIONS, 2015 CONSIDER AND APPROVE THE UN-AUDITED FINANCIAL RESULT (STANDALONE & CONSOLIDATED) ALONG WITH LIMITED REVIEW REPORT (LRR) FOR THE QUARTER AND THREE MONTHS ENDED ON 30TH JUNE, 2025.

The chairman shall place the Un-Audited Financial Results (Standalone & Consolidated) for the

quarter and three months ended on 30th June 2025 along with the Limited Review Report. The board of directors may pass the following resolution:

Draft Board Resolution for consideration of the Board with or without modification:

“RESOLVED THAT the Un-audited Financial Results along with the LRR (Standalone & Consolidated) thereon for the quarter & three months ended 30th June 2025 as placed before the meeting is and are hereby approved and taken on record.

RESOLVED THAT Mr. Rajesh Loya (DIN: 00252470), Whole Time Director & CFO, or any other Director and Company Secretary of the Company be and are hereby authorized to sign the Un-audited Financial Statements of the Company for the quarter & three months ended 30th June, 2025.

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to submit & file necessary compliances and forms to Stock Exchange and with Registrar of Companies and to do all such act, deeds and things as may be considered necessary to give effect to the above-said resolution”

AGENDA ITEM NO. 3- TO REVIEW THE PROGRESS OF REAL ESTATE BUSINESS AND APPROVAL FOR THE SAME.

AGENDA ITEM NO. 4- TO REVIEW THE PROGRESS OF FUND RAISING FOR REAL ESTATE DIVISION AND GENERAL CORPORATE PURPOSE.

Annexure-3

AGENDA ITEM NO. 5- TO TAKE NOTE ON RESOLUTION BY CIRCULATION 02/2025-26:

The Chairperson shall place before the Board the signed resolutions which were passed dated 05th July, 2025 by Resolution by Circulation. The Board discussed the same and noted.

AGENDA ITEM NO. 5A: AVAILING BANK GUARANTEE FROM THE SANGLI URBAN CO-OP. BANK LIMITED

The Chairman informed the Board that M/s. Emerald Leisures Limited has approached **The Sangli Urban Co-Op. Bank Limited** for availing of the following facilities.

Description of credit facilities	Amount / limit (Rs.)
Bank Guarantee in favour of “ The Municipal Corporation of Greater Mumbai ”	5,00,000/-

“RESOLVED THAT the approval of the Board be and is hereby given to the Company to avail Bank Guarantee facility from **The Sangli Urban Co-Op. Bank Limited**, at 58/60, Bazar Gate, Perin Nariman street, Near Mangal Pancham Puri Hotel, Fort, Mumbai- 400 001 for the amount not exceeding in the aggregate, Rs. 5,00,000/- (Rupees Five Lakhs Only).

RESOLVED FURTHER THAT the approval of the Board be and is hereby given to provide 100% cash margin of Rs. 5,00,000/- (Rupees Five Lakhs Only) in the form of Fixed Deposit Receipt with the bank for a tenure of upto December, 2026 such security to the Bank for availing the said facility as may be required by the Bank.”

RESOLVED FURTHER THAT Mr. Rajesh Loya and Mr. Nikhil Mehta, Directors of the Company be and are hereby severally authorised to accept terms & conditions of the sanction and any amendment thereto and to sign, execute and deliver application form, KYC supporting, and all the documents etc. as may be necessary for availing of the said facility as may be required by the Bank and further to furnish, sign, execute and deliver such other document/FDR receipts etc. on behalf of the Company in favour of the Bank as may be required by the Bank in any matter related hereto and generally to do all such acts and deeds as may be necessary for the availment of the said financial facility and for all matters connected therewith and/or incidental thereto.

“RESOLVED FURTHER THAT the Common Seal of the Company be affixed to the documents as may be required by the Bank, to be executed under the Common Seal of the Company in the presence of Mr. Rajesh Loya, Director of the Company who shall sign the same in token thereof”

“RESOLVED FURTHER THAT any of the Directors of the Company or Company Secretary of the Company be and are hereby severally authorized to issue certified true copy of one or more of the aforesaid resolutions, as may be required from time to time.”

AGENDA ITEM NO. 5B: CLOSURE OF BANK ACCOUNTS (ACCOUNT NO. 924020054139539 & 924020054140364) WITH AXIS BANK, FORT BRANCH.

The Chairman has informed the Board that the Company had opened the Escrow Account with Axis Bank for the purpose of Rights Issue of the Company and the issue & allotment was now completed. However, the Company has now decided to close the bank accounts which were opened for the Rights Issue. The Board discussed the same and pass following Resolution by Circulation.

“RESOLVED THAT the Current Account No. 924020054139539 & 924020054140364 maintained with Axis Bank, Fort Branch, Mumbai 400 001 for Issue of Rights Shares named as “Emerald Leisures Limited-Right Issue Allotment Account” and “Emerald Leisures Limited-Right Issue Refund Account” be and are hereby closed with immediate effect.

“RESOLVED FURTHER THAT Mr. Rajesh Loya, Whole Time Director be and is hereby authorized to submit necessary application and to do all such act(s) that may be necessary to close the account.

“RESOLVED FURTHER THAT a copy of this resolution be forwarded to the Bank for their records and necessary action.”

AGENDA ITEM NO. 5C: ACCOUNT LEVEL ACCESS FOR CORPORATE INTERNET BANKING IN AXIS BANK, FORT BRANCH.

“RESOLVED THAT the company do avail the corporate internet banking/Cash Management Services (CMS) service for the Account opened/to be opened with Axis Bank Limited (“the Bank”) at its Fort Branch and the company do accept such terms, conditions, stipulation laid down by the Bank from time to time for the purpose.

“RESOLVED FURTHER THAT the company do execute necessary documents, agreement form(s), authority letter(s) and/or any other related documents from time to time for this purpose and accept its terms and conditions including any modifications thereof.

“RESOLVED FURTHER THAT the following officials be hereby ANYONE authorized by Mr. Jaydeep Vinod Mehta, Mr. Nikhil Vinod Mehta and Mr. Rajesh Loya to accept, sign, execute, deliver and complete all documentation, agreements, account opening forms, and accept and

abide by the modifications and/or variations in any or all the terms and conditions from time to time and to nominate, substitute, revoke and vary mandate etc. from time to time and on behalf of the company, in order to apply for and avail and operate the Cash Management Services (CMS) facility provided by the Bank.

“RESOLVED FURTHER THAT the Board is aware that the Bank was granting Customer level access and has now moved to Account level access to grant account level operational powers to the Board delegated Authorised Signatories list of the account no’s for which Cash Management Services (CMS) to be provided are:

Name of users	Designation	Approver/ Initiator	Transaction Limit
Mr. Jaydeep Vinod Mehta	Director	Approver	10,00,00,000
Mr. Nikhil Vinod Mehta	Director & CEO	Approver	10,00,00,000
Mr. Rajesh Loya	Director & CFO	Initiator	10,00,00,000

“RESOLVED FURTHER THAT the above authorized officials are also authorized to operate on behalf of the company through Cash Management Services (CMS) service on the company’s accounts including by causing a debit balance in company’s account(s) with the Bank and/or continually operate the account(s) even when overdrawn, as per the access specifications authorized in Corporate Internet Banking form.

“RESOLVED FURTHER THAT Axis Bank be and is hereby authorized to accept all instructions given or initiated through the Cash Management Services (CMS) service through initiator and approver from all or any one of the above signatories in respect of company’s account/s. The company does agree to hold the Bank harmless and indemnifies and agrees to keep the Bank’s interest protected on account of the bank executing such instructions by the above signatories in the manner provided here in above.

“RESOLVED FURTHER THAT a copy of this resolution be and hereby submitted to the Bank duly certified by any director of the Company.

Annexure-4

AGENDA ITEM NO. 6- NOTING OF SEBI LODR REGULATION COMPLIANCE OF THE COMPANY FOR THE QUARTER ENDED ON 30TH JUNE, 2025:

The Chairman place before the Board the quarterly compliances pursuant to SEBI (LODR), Regulations, 2015 SEBI PIT Regulations, 2015, and SEBI (Depositories and Participants) Regulations, 1996 for the quarter ended 30th June, 2025 as noted below:

Sr. No.	Particulars	Regulation/Section	Due Date	Filling date
1.	Disclosure for closure of trading window under PIT Regulations	SEBI (Prohibition for Insider trading) 2015	30.06.2025	25.06.2025
2.	Submission of Shareholding Pattern	Regulation 31 (1) (b) of LODR, 2015	21.07.2025	17.07.2025
3.	Integrated Governance (XBRL)	Regulation 13 (3) of LODR, 2015 Regulation 27(2) of SEBI (LODR) Regulation 2015	21.07.2025	14.07.2025
4.	Submission of Corporate Governance Report (Non-	Regulation 27(2) of SEBI (LODR) Regulation 2015	21.07.2025	15.07.2025

	Applicability) in pdf format.			
5.	Submission of Reconciliation of share capital audit report received from M/s Zankhana Bhansali & Associates, Practicing Company Secretaries, Mumbai.	Regulation 76 of SEBI (DP) Regulation, 2018	30.07.2025	09.07.2025
6.	Compliance Certificate received from Purva Sharegistry (India) Pvt. Ltd. RTA relating to Rematerialization/ Dematerialization of Shares.	Regulation 74(5) of SEBI (DP) Regulation, 2018	30.07.2025	02.07.2025
7.	SDD Compliance Certificate: Pursuant to Regulation 3 (5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015	Regulation 3 (5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015	21.07.2025	12.07.2025

Draft Board resolution for consideration of Board with or without modification:

“RESOLVED THAT the Board took note on the quarter ended compliances pursuant to SEBI (LODR), Regulations 2015, SEBI PIT Regulations, 2015 and SEBI (Depositories and Participants) Regulations, 1996 for the quarter ended 30th June, 2025.”

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

AGENDA ITEM NO. 7-ANY OTHER MATTER WITH THE PERMISSION OF CHAIRMAN.

Any other matter shall be taken up for consideration and discussion, with the permission of Chairman and majority of Directors present at the meeting.

For Emerald Leisures Limited

Kapil Purohit
Company Secretary