CKP LEISURE LIMITED

Date: 27/09/2018

To,
National Stock Exchange of India
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E),
Mumbai- 400051

Sub: Outcome of the Meeting of Board of Directors held today i.e. 27th September 2018.
Ref: NSE Symbol: CKPLEISURE

Dear Sir/Madam,

This is to inform you that, pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, a Meeting of the Board of Directors of the Company was held today at 11.30 a.m. and concluded at 3.30 p.m., inter-alia transacted the following:

1. Considered and approved sale of substantial undertaking – Club Sirkus subject to approval of members of the Company in Extra Ordinary General Meeting by way of Special Resolution under Section 180 (1) (a) of the Companies Act, 2013 and other necessary regulatory approvals.

2. Approved draft notice convening the Extra Ordinary General Meeting and decided to convene the same on Wednesday, 24th October 2018 at 1.00 p.m. at the registered office of the Company at 906, 9th Floor, Jay Antariksh, Makwana Road, Marol, Andheri East, Mumbai- 400059.

Attached herewith the notice of Extra Ordinary General Meeting.

Kindly take the note of the same in your records.

For **CKP Leisure Limited**

CKP LEISURE LIMITED MUMBAI

Heta Vashi
Company Secretary & Compliance Officer

CKP LEISURE LIMITED

Registered Office: 906, 9th Floor, Jay Antariksh, Makwana Road, Marol, Andheri-East, Mumbai – 400059.
Tel.No.: 022-49749802, CIN: U74900MH2013PLC246049
Website: www.ckpleisure.com, Email: info@ckpleisure.com

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the members of **CKP LEISURE LIMITED** will be held on **Wednesday, 24th October 2018** at **1.00 p.m.** at the registered office of the Company situated at 906, 9th Floor, Jay Antariksh, Makwana Road, Marol Naka, Andheri (East) Mumbai-400059 to transact the following business:

SPECIAL BUSINESS:

1. Sale of Substantial Undertaking (Club Sirkus) under section 180(1)(a) of the Companies Act, 2013:

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

"**RESOLVED THAT** consent of the members be and is hereby accorded pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the Company to pledge, mortgage and/or charge in all or any part of movable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatever and/or creating a floating charge in all or any movable or immovable properties of the Company and whole of the undertaking of the Company together with power to take over management of the business and concern of the Company in certain events to or in favour of Banks, Financial Institutions, any other lenders or debentures trustees to secure the amount borrowed by the Company or any third party from time to time for due payment of the principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings and to sell, or otherwise dispose off the whole or substantially the whole of any such undertaking(s)/interest on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit, provided that the maximum limit of the obligations secured by such security interest created by the Company or such sell of substantial interest/undertaking does not exceed Rs. 50,00,00,000/- (Rupees Fifty Crores only) at any one time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to above resolution."

By Order of the Board of Directors
For **CKP LEISURE LIMITED**

Sd/-
CHANAKYA DHANDA
Chairman
DIN: 02709047

Place: Mumbai
Date: September 27, 2018

NOTES:

(a) The Statement pursuant to Section 102 of the Companies Act, 2013 (Act), in respect of the business as set out in the Notice is annexed hereto.

(b) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER**. A person can act as a proxy on behalf of members, not exceeding fifty and in the aggregate not more than 10% of the total share capital of the company, carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The proxy forms should be lodged with the Company at its Registered Office at least 48 hours before commencement of the meeting.

(c) Members are requested to intimate all changes pertaining to their bank details, ECS mandates Nominations, Power of Attorney, Change of Address/name etc. to their Depository Participant only and not to the Company or Company's Registrar and Transfer Agent. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and the Registrar & Transfer Agent to provide efficient service to the members.

(d) Relevant documents and registers will be available for inspection by the members at the Registered Office of the Company on the date of EGM.

(e) As per Securities and Exchange Board of India (SEBI) notification, submission of Permanent Account Number (PAN) is compulsorily required for participating in the securities market, deletion of name of deceased shareholder or /transposition of shares. Members holding shares in dematerialized mode are requested to submit PAN details to their Depository Participant whereas Members holding shares in physical form are requested to submit their PAN details to the Company's Registrar & Transfer Agent.

(f) The instrument of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the EGM. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution or authority as applicable.

(g) Members/Proxy holder/Authorised Representative are requested to bring duly filled Attendance Slip enclosed herewith along with their copy of the Notice to attend the Meeting.

(h) In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.

(i) Electronic copy of the Notice is being sent to all the Members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Notice is being sent in the permitted mode. Members may note that this Notice will also be available on the Company's website i.e. www.ckpleisure.com.

(j) The route map showing directions to reach the venue of the EGM is annexed and forms part of the Notice.

CKP LEISURE LIMITED
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:

ITEM NO. 1

The Company proposes to sale its Substantial undertaking (Club Sirkus) to M/s. NS Hospitality, a Partnership Firm having its registered office at 101, Praful CHS, Mathuradas Road, Kandivali-West, Mumbai. Details relating to such sale is annexed as Annexure-I to this Notice. Such decision taken by Board keeping in view hardship and market slow down faced by Club Sirkus post few unexpected incidents took place near Club Sirkus. The Company faced loss of goodwill and revenue due to same. So, Board of Directors feels that it is prudent to sale Club Sirkus and considers the proposed sale in best interest of the Company. Such sale will be amount to sale of substantial undertaking by the Company. Your Directors propose resolution under section 180(1)(a) of the Companies Act, 2013 for approval of the Shareholders. The Company at the same time is in process of scoping other viable projects and business opportunities.

The Board commends the resolution at item no. 1 of the accompanying Notice for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of the resolution at item no. 1 of accompanying Notice except to the extent of their shareholding in the Company.

Members of the Company are further requested to note that section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose off the whole or substantially the whole of any undertaking(s) of the Company, only with the approval of members of the Company by way of a special resolution. Explanation (i) to Section 180(1)(a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

By Order of the Board of Directors
For **CKP LEISURE LIMITED**

Sd/-
CHANAKYA DHANDA
Chairman
DIN: 02709047

Place: Mumbai
Date: September 27, 2018

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Annexure I to the Notice dated September 27, 2018

Details of sale of substantial undertaking:

Particulars	
Amount & percentage of turnover or revenue or income contributed by undertaking during last financial year	Rs. 9,80,39,689/- (97%)
Date of agreement	N.A. (Agreement to be executed after shareholder's approval)
Expected date of completion of sale	1st December 2018
Detail of buyer	NS HOSPITALITY (Partnership Firm)
Whether buyer belongs to promoter/promoter group/group companies?	No
Whether transaction fall within related party transaction?	No

By Order of the Board of Directors
For **CKP LEISURE LIMITED**

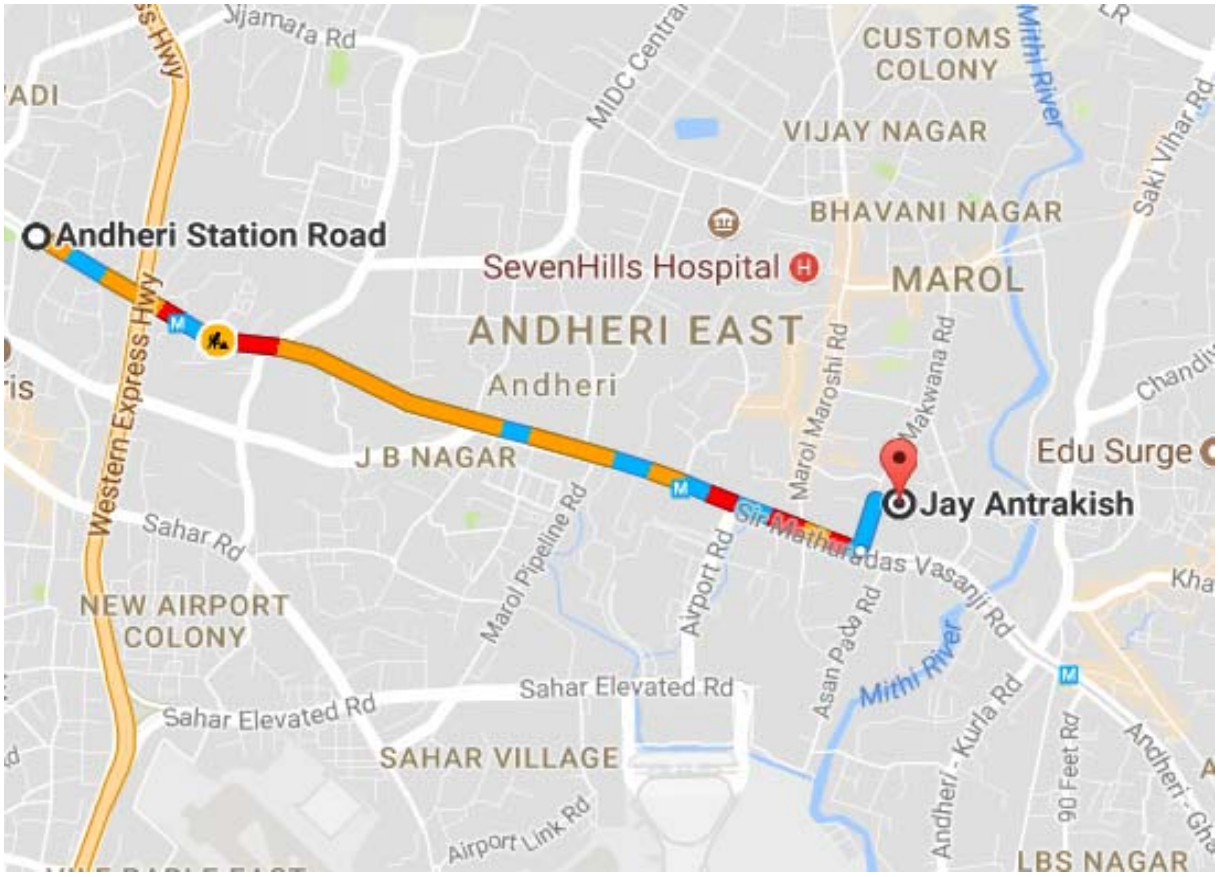
Sd/-
CHANAKYA DHANDA
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Route Map to the EGM Venue



906, 9th Floor, Jay Antariksh, Marol Naka, Andheri East, Mumbai- 400059, Maharashtra

Landmark: Near Marol Metro Station

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ATTENDANCE SLIP

(To be presented at the entrance)

EXTRA ORDINARY GENERAL MEETING ON WEDNESDAY, 24TH OCTOBER, 2018 AT 1.00 P.M. IST

at 906, 9th Floor, Jay Antariksh, Makwana Road, Marol Naka, Andheri (East) Mumbai 400059.

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Wednesday, 24th October, 2018 at 1.00 p.m. IST at at 906, 9th Floor, Jay Antariksh, Makwana Road, Marol Naka, Andheri (East), Mumbai 400059.

Folio No. _____ DP ID No._____ Client ID No. _____

Name of the Member: _____ Signature: _____

Name of the Proxyholder/ Authorised Representative _____ Signature: _____

1. Only Member/Proxyholder/Authorised Representative can attend the Meeting.

2. Member/Proxyholder/Authorised Representative should bring his/her copy of the Notice of the EGM for reference at the Meeting.

PROXY FORM

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

(Management and Administration) Rules, 2014]

Name of the Member(s): _____

Registered address: _____

E-mail Id: _____ Folio No./Client ID No. _____ DP ID No. _____

I/We, being the member(s) of_____ Equity Shares of CKP Leisure Limited, hereby appoint:

1. Name: _____ E-mail Id: _____
Address:_____
_____ Signature: _____ or failing him

2. Name: _____ E-mail Id: _____
Address:_____
_____ Signature: _____or failing him

3. Name: _____ E-mail Id: _____
Address_____
_____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting on Wednesday, 24th October, 2018 At 1.00 P.M. IST at 906, 9th Floor, Jay Antariksh, Makwana Road, Marol Naka, Andheri (East) Mumbai-400059 and at any adjournment thereof in respect of such resolutions as are indicated below:-
** I wish my above Proxy to vote in the manner as indicated in the box below:

CKP LEISURE LIMITED

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Resolution No.	Resolution	For	Against
Special Business			
1	Sale of Substantial Undertaking (Club Sirkus)		

Signed this _____ day of _____2018

Affix Revenue Stamp

Signature of Shareholder _____ Signature of Proxy holder(s) _____

NOTES:

1. This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at 906, 9th Floor, Jay Antariksh, Makwana Road, Marol Naka, Andheri (East) Mumbai 400059, not less than 48 hours before the commencement of the Meeting.
2. **This is only optional. Please put a '√' in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing proxy does not prevent a member from attending in person if he so wishes.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.