


# EMERALD LEISURES LTD.

CLUB  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.

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**e :** info@clubemerald.in

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**CIN:** L74900MH1948PLC006791

Date: 15/03/2019

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

Scrip Code: - 507265

**Subject: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Details of Voting Results of the Extra-Ordinary General Meeting of the Company.**

Dear Sir/Madam,

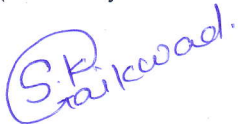
Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Voting Results in respect of the business transacted at the Extra-Ordinary General Meeting (EGM) of the Company in the prescribed format, along with the Consolidated Report of the Scrutinizer on E-Voting and voting through Ballot Paper at the EGM.

Kindly take the above on record and acknowledge receipt.

Thanking You.

Yours faithfully,

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



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



Details of Voting Results

Sr. No.	Particulars	Details
1	Date of EGM	14th March, 2019
2	Total Number of Shareholders as on Record Date	As of Cut-off date i.e. 07th March, 2019 - 4,224 Shareholders
3	No. of Shareholders present in the meeting either in person or through proxy: 1. Promoters and Promoter group 2. Public	4 25
4	No. of shareholders attended the meeting through video conferencing: 1. Promoters and Promoter group 2. Public	Not Applicable

EMERALD LEISURES LIMITED  
*(S) Staikwad*  
COMPANY SECRETARY

EMERALD LEISURES LIMITED											
Resolution Required: (Ordinary/Special)										SPECIAL RESOLUTION	
Whether Promoter/Promoter Group are interested in the agenda/resolution?										YES	
Item No. 1 of Notice: ISSUE & OFFER OF NON-CONVERTIBLE, NON-CUMULATIVE, NON-PARTICIPATING, NON-REDEEMABLE PREFERENCE SHARES ON A PRIVATE PLACEMENT BASIS											
Sr. No.	Promoter/ Public	Mode of Voting	Total No. of shares held	No. of votes polled	% of Votes polled on outstanding Shares (3)=[(2)/(1)]*	No. of Votes in favor (4)	No. of Votes Against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes (8)	% of Votes invalid on votes polled (9)=[(8)/(2)]*100
1	Promoter	E-voting	1428885	0	0.00	0	0	0.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0	0.00	
		Postal Ballot (If applicable)		0	0.00	0	0	0.00	0	0.00	
		Total		0	0.00	0	0	0.00	0	0.00	
2	Public- Institutional Holders	E-voting	5105	0	0.00	0	0	0.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0	0.00	
		Postal Ballot (If applicable)		0	0.00	0	0	0.00	0	0.00	
		Total		0	0.00	0	0	0.00	0	0.00	
3	Public- Others	E-voting	769110	230158	29.9252	230158	0	100.00	0.00	0	0.00
		Poll		4279	0.5564	4279	0	100.00	0.00	0	0.00
		Postal Ballot (If applicable)		0	0.0000	0	0	0.00	0	0.00	
		Total		234437	30.4816	234437	0	100.00	0.00	0	0.00
<b>Total</b>		E-voting	<b>2203100</b>	230158	10.4470	230158	0	100.00	0.00	0	0.00
		Poll		4279	0.1942	4279	0	100.00	0.00	0	0.00
		Postal Ballot (If applicable)		0	0.0000	0	0	0.00	0	0.00	
		Total		234437	10.6412	234437	0	100.00	0.00	0	0.00

EMERALD LEISURES LIMITED  
*S. Fairwood*  
 COMPANY SECRETARY





M. S. Mandlecha & Co

Chartered Accountants

## SCRUTINIZER'S REPORT

To,  
The Chairman,  
**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

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting through electronic voting system at the Extra Ordinary General Meeting of Emerald Leisures Limited held at Manu Mansion, First Floor, Opp. Old Custom house, Shahid Bhagat Singh Marg, Horniman Circle, Fort, Mumbai- 400001 on Thursday, March 14, 2019 at 9.30 a.m.**

I, Mayur S. Mandlecha, Chartered Accountant in practice, have been appointed as a Scrutinizer by the Board of Directors of **Emerald Leisures Limited** (Formerly known as "Apte Amalgamations Limited") by the Board on Thursday, 14<sup>th</sup> February, 2019, for the Extra-Ordinary General Meeting of the Company, for the purpose of:

1. Scrutinizing the remote e-voting Process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.
2. Scrutinizing the physical ballot (poll) voting process under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014,

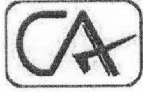
conducted for the passing of the resolutions as stated in the Notice convening the Extra-Ordinary General Meeting held on Thursday, March 14, 2019 at 9.30 a.m. at Manu Mansion, First Floor, Opp. Old Customs house, Shahid Bhagat Singh Marg, Horniman Circle, Fort, Mumbai- 400001.

The Notice convening the Extra-Ordinary General Meeting along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to shareholders



F-45, Mezzanine Level, Sej Plaza, 1st Floor, Marve Road, Malad (W), Mumbai 400064.  
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M. S. Mandlecha & Co

Chartered Accountants

in respect of the below mentioned resolutions to be passed at the Extra-Ordinary General Meeting of the Company.

The Company had availed the remote e-voting facility offered by NSDL for facilitating remote e-voting to the Shareholders of the Company. The Company also provided voting by physical ballot papers at the venue of the EGM to those members who attended the EGM and who had not voted electronically.

The Shareholders of the Company holding shares of the Company as on the "cut-off" date i.e. Thursday, 7<sup>th</sup> March, 2019 were entitled to vote on the resolutions as contained in the Notice of the EGM of the Company.

The period for remote e-voting commenced from Monday, 11<sup>th</sup> March, 2019 at 9.00 a.m. to Wednesday, 13<sup>th</sup> March, 2019 till 5.00 p.m.

After the end of the remote e-voting period, I was provided access to details of the members who had opted for e-voting. The details such as the name of the member, folio number and number of shares held by the members could be seen to ensure that these members do not vote again at the EGM. However, the manner in which the votes were casted by the members were not available.

Further, the Chairman announced the poll at the EGM for the Shareholders who attended the meeting and had not casted their vote earlier through remote e-voting. After the time fixed for closing of the poll by the Chairman, one (1) ballot box kept for polling was locked in our presence was placed by me.

The locked ballot box was subsequently opened in the presence of following two witness:

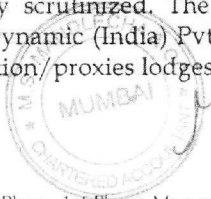
- 1) Smita Borhade, residing at Kandivali West, Mumbai and
- 2) Akshada Jadhva, residing at Kandivali West, Mumbai

who are not in employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.

( Smita Borhade )

( Akshada Jadhva )

The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Sharex Dynamic (India) Pvt. Ltd., Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.



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The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.

The votes casted through remote voting were unblocked after the EGM in presence of above mentioned witnesses, who are not in employment of the Company.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the e-voting website of NSDL and also the ballot forms received during the poll process at the EGM.

The Consolidated Report on the result of the remote e-voting and voting at the meeting through poll (Ballot papers) in respect of the said Resolution is as under:

**Resolution No. 1: Special Resolution**

**ISSUE & OFFER OF NON-CONVERTIBLE, NON-CUMULATIVE, NON-PARTICIPATING, REDEEMABLE PREFERENCE SHARES ON A PRIVATE PLACEMENT BASIS:-**

(i) Voted in favour of the resolution:

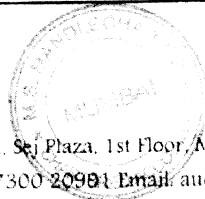
Type of Voting	Number of members voted	Number of Valid Votes cast by them	% of total number of valid votes cast
Remote e-voting	8	230158	98.17
Physical Ballot	23	4279	1.83
<b>Total</b>	<b>31</b>	<b>234437</b>	<b>100</b>

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of Valid Votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Physical Ballot	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid votes:

Type of Voting	Number of members voted	Number of Invalid Votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Physical Ballot	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>





M. S. Mandlecha & Co

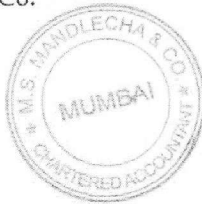
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The Statutory Register, all other papers and relevant records relating to remote e-voting/ physical ballot forms and voting at the meeting shall remain in our safe custody until the Chairperson considers, approves and signs the minutes of the aforesaid Extra Ordinary General Meeting, after which the same will be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,  
For M/s M. S. Mandlecha & Co.  
Chartered Accountants  
FRN :129037W

**Mayur Suresh Mandlecha**  
Proprietor  
Membership No.:124248



EMERALD LEISURES LIMITED  
*S. Patil*  
COMPANY SECRETARY

Date: 15/03/19  
Place: Mumbai