

EMERALD LEISURES LTD.

CLUB
EMERALD

"Where Dreams Come Alive"

CLUB EMERALD SPORTS COMPLEX

Date: 21st March, 2018

To,
The Secretary,
Listing Department,
BSE Limited,
P.J. 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 Remote E-Voting and Voting 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")

Nilesh P. Kelkar
Company Secretary & Compliance Officer
Membership No.: A48570




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 2527 7504.
m : +91 91678 88900.
e : info@clubemerald.in
w : www.clubemerald.in
CIN: L74900MH1948PLC006791

Details of Voting Results

Sr. No.	Particulars	Details
1	Date of EGM	20th March, 2018
2	Total Number of Shareholders as on Record Date	As of Cut-off date i.e. 13th March, 2018 - 4,232 Shareholders
3	No. of Shareholders present in the meeting either in person or through proxy: 1. Promoters and Promoter Group 2. Public	 4 56
4	No. of shareholders attended the meeting through video conferencing: 1. Promoters and Promoter group 2. Public	 Not Applicable

EMERALD LEISURES LIMITED


COMPANY SECRETARY

EMERALD LEISURES LIMITED
(Formerly known as "Apte Amalgamations Limited")

Resolution Required: (Ordinary/ Special) **SPECIAL RESOLUTION**

Whether Promoter/ Promoter Group are interested in the agenda/resolution ? **YES**

Item No. 1 of Notice: Issue of Equity Shares on Preferential Basis.

Sr. No.	Promoter/ Public	Mode of Voting	Total No. of shares held	No. of votes polled	% of Votes polled on outstanding Shares	No. of Votes in favor	No. of Votes Against	% of Votes in favor on votes polled	% of Votes against on votes polled	Invalid Votes	% of Votes invalid on votes polled
			(1)	(2)	(3)=[(2)/(1)*100]	(4)	(5)	(6)=[(4)/(2)*100]	(7)=[(5)/(2)*100]	(8)	(9)=[(8)/(2)*100]
1	Promoter	E-voting	1178885	0	0.00	0	0	0.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		0	0.00	0	0	0.00	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	0.00	0	0.00
		Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		0	0.00	0	0	0.00	0.00	0	0.00
3	Public-Others	E-voting	769110	230148	29.92	230146	2	100.00	0.00	0	0.00
		Poll		7421	0.96	7385	25	99.51	0.34	11	0.15
		Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		237569	30.89	237531	27	99.98	0.01	11	0.01
Total		E-voting	1953100	230148	11.78	230146	2	100.00	0.00	0	0
		Poll		7421	0.38	7385	25	99.51	0.34	11	0.15
		Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		237569	12.16	237531	27	99.98	0.01	11	0.01

EMERALD LEISURES LIMITED

(Signature)
COMPANY SECRETARY

EMERALD LEISURES LIMITED
(Formerly known as "Apte Amalgamations Limited")

Resolution Required: (Ordinary/ Special) **SPECIAL RESOLUTION**

Whether Promoter/ Promoter Group are interested in the agenda/resolution ? **YES**

Item No. 2 of Notice: Issue of Convertible Equity Warrants on Preferential Basis.

Sr. No.	Promoter/ Public	Mode of Voting	Total No. of shares held	No. of votes polled	% of Votes polled on outstanding Shares	No. of Votes in favor	No. of Votes Against	% of Votes in favor on votes polled	% of Votes against on votes polled	Invalid Votes	% of Votes invalid on votes polled
			(1)	(2)	(3)=[(2)/(1)*100]	(4)	(5)	(6)=[(4)/(2)*100]	(7)=[(5)/(2)*100]	(8)	(9)=[(8)/(2)*100]
1	Promoter	E-voting	1178885	0	0.00	0	0	0.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		0	0.00	0	0	0.00	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	0.00	0	0.00
		Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		0	0.00	0	0	0.00	0.00	0	0.00
3	Public- Others	E-voting	769110	230148	29.92	230146	2	100.00	0.00	0	0.00
		Poll		7421	0.96	7385	25	99.51	0.34	11	0.15
		Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		237569	30.89	237531	27	99.98	0.01	11	0.01
Total		E-voting	1953100	230148	11.78	230146	2	100.00	0.00	0	0
		Poll		7421	0.38	7385	25	99.51	0.34	11	0.15
		Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		237569	12.16	237531	27	99.98	0.01	11	0.01

EMERALD LEISURES LIMITED
[Signature]
COMPANY SECRETARY



SCRUTINIZER'S REPORT

(Pursuant to Section 108 & 109 of the Companies Act, 2013 read with rules made under Companies (Management and Administration) Rules, 2014)

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 - 400 071

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote E-voting and Poll conducted pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for Extra-Ordinary General Meeting of Emerald Leisures Limited held at Manu Mansion, First Floor, Opp. Old Customs House, 16 Shahid Bhagat Singh Marg, Horniman Circle, Fort, Mumbai - 400 001 on Tuesday, 20th March, 2018 at 11.00 A.M.

I, Mayur S. Mandlecha, Practicing Chartered Accountant, have been appointed as a Scrutinizer by the Board of Directors of "Emerald Leisures Limited" (Formerly known as "Apte Amalgamations Limited") 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 Poll 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 Tuesday, 20th March, 2018 at 11.00 A.M. at Manu Mansion, First Floor, Opp. Old Customs House, 16 Shahid Bhagat Singh Marg, Horniman Circle, Fort, Mumbai - 400 001.

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 in respect of the below mentioned resolutions to be passed at the EGM of the Company.

The Company had availed the remote e-voting facility offered by National Securities Depository Limited (NSDL) for facilitating remote e-voting to the Shareholders of the Company. The Company also provided voting by poll 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. Tuesday, 13th March, 2018 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 on Saturday, 17th March, 2018 (9:00 a.m.) and ends on Monday, 19th March, 2018 (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 no., 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, the ballot box kept for polling was locked in our presence and was handed over to me for results.

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 openend 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 authorozation/proxies lodges with the Company.

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

The votes casted throught remote evoting 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 at the EGM 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 Resolutions is as under:

RESOLUTION NO. 1: SPECIAL RESOLUTION

ISSUE OF EQUITY SHARES ON PREFERENTIAL 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	5	2,30,146	96.89%
Physical Ballot/ Poll	40	7,385	3.11%
Total	45	2,37,531	100.00%

(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	1	2	7.41%
Physical Ballot/ Poll	1	25	92.59%
Total	2	27	100.00%

(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	0.00%
Physical Ballot/ Poll	3	11	100.00%
Total	3	11	100.00%

RESOLUTION NO. 2: SPECIAL RESOLUTION

ISSUE OF CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL 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	5	2,30,146	96.89%
Physical Ballot/ Poll	40	7,385	3.11%
Total	45	2,37,531	100.00%

(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	1	2	7.41%
Physical Ballot/ Poll	1	25	92.59%
Total	2	27	100.00%



(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	0.00%
Physical Ballot/ Poll	3	11	100.00%
Total	3	11	100.00%

The Register, all other papers and relevant records relating to remote e-voting 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. Mandlecha & Co.
Chartered Accountants



Mayur Suresh Mandlecha
Proprietor
Membership No.: 124248

Date: 21st March, 2018
Place: Mumbai