

October 1, 2022

To,
The Secretary,
Listing Department,
BSE Limited,
P. J. Towers, Dalal Street,
Fort, Mumbai - 400 001.

Scrip Code: 507265

Sub: Scrutinizer's Report and Results of E-voting for 88th AGM of the Company held through Video Conferencing on 30th September, 2022 at 11.30 a.m.

Dear Sir,

Please find enclosed:

1. Consolidated Scrutinizer's Report dated October 1, 2022 on remote E-voting and e-voting.
2. Voting Results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Voting Results along with the scrutinizer's report will also be made available on the Company's website at www.apteindia.com.

Kindly take the same on record.

Thanking You,

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

Rajesh M. Loya
Director
DIN: 00252470

"CONSOLIDATED SCRUTINIZER REPORT"
REMOTE E-VOTING AND ELECTRONIC VOTING AT ANNUAL GENERAL MEETING

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
Emerald Leisures Limited,
CIN: L74900MH1948PLC006791
Club Emerald Sports Complex,
Plot No. 366/15, Swastik Park,
Near Mangal Anand Hospital,
Chembur, Mumbai- 400 071

Dear Sir,

1. I, Veenit Pal, Practising Company Secretary, have been appointed as Scrutinizer by the Board of Directors of **Emerald Leisures Limited**, (the "Company") for the purpose of scrutinizing the process of voting through electronic means ("e-voting") on the resolutions contained in the notice dated 5th September, 2022 ("Notice") issued in accordance with General Circular No. 14/2020, 17/2020, 20/2020, 2/2021, 19/2021, 21/2021 and 2/2022 dated 8 April 2020, 13 April 2020, 5 May 2020, 13 January 2021, 8 December 2021, 14 December 2021 and 5 May 2022 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, calling the 88th Annual General Meeting of its Equity Shareholders ("the Meeting" / "AGM") through VC / OAVM. The AGM was convened on Friday, 30th September 2022 at 11.30 a.m. IST through VC / OAVM.
2. In compliance with the MCA Circulars and SEBI Circular dated 13 May 2022, the Notice along with the Integrated Annual Report 2021-22 was sent on 7th September, 2022 through electronic mode to equity shareholders whose email address is registered with the Company/ Registrar & Transfer Agent of the Company, Purva Sharegistry (India) Pvt. Ltd., Unit No. 9, Shiv Shakti Indl Estt., J. R. Boricha Marg, Lower Parel (East), Mumbai-400 011/ National Securities Depository Limited (NSDL) / Depository Participants;

The said Notice and Integrated Annual Report 2021-22 was also placed on the website of the Company at: <https://www.apteindia.com> and on the website of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com.

In compliance with the relevant MCA Circular(s), a newspaper Advertisement was published on 8th September, 2022 in 'Active Times' (English newspapers) and 'Mumbai Lakshadeep' (Marathi newspapers), respectively specifying the day, date and time of the AGM. Notice of the AGM and Integrated Annual Report was also made available on the website of the Company and the Stock Exchanges.

3. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules").

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4. As a scrutinizer, I've to scrutinize:

- i. process of remote e-voting before AGM using an electronic voting system on the dates referred to in the Notice calling the AGM ("**remote e-voting**"); and
- ii. process of e-voting at the AGM through electronic voting system ("**e-voting**").

Managements Responsibility

5. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer Responsibility

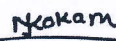
6. My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by M/s. National Securities Depository Limited ("NSDL"), the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers / documents furnished to me electronically by the Company and/ or NSDL for my verification.

Cut-off Date


7. The Equity Shareholders of the Company as on the "cut-off" date, i.e., Friday, 23rd September, 2022 were entitled to vote on the resolutions (item no. 1 to 3 as set out in the Notice calling the AGM) and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

8. Remote E-Voting process

- i. The remote e-voting period remained open from 27th day, September, 2022 (9.00 A.M.IST) to 29th day, September, 2022 (5.00 P.M.IST).
- ii. The votes cast through remote e-voting were unblocked on 30th September, 2022, Friday after the conclusion of the AGM and was witnessed by two witnesses who are not in the employment of the Company.



Nisha Kokam



Sanjay kadam

- iii. Thereafter, the details containing Inter-alia, list of Equity Shareholders, who voted "for" or "against" each of the resolutions that were put to vote, were generated from the e-voting website provided by NSDL. The report generated by NSDL were relied by me and data regarding the remote e-voting was scrutinised on test check basis.

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9. E-Voting at the AGM Process

- i. After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by NSDL under my instructions.
 - ii. The e-voting system was scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company / NSDL and the authorizations lodged with the Company/ NSDL on test check basis.
 - iii. The e-votes cast were unblocked on Friday 30th September, 2022 after the conclusion of the AGM.
10. I submit herewith the Consolidated Scrutinizer's Report on the results on the resolutions of the remote e-voting and e-voting based on the reports generated from the e-voting website of NSDL, scrutinised on test check basis and relied upon by us as under:

Ordinary Business

Ordinary Resolution No.1:

Adoption of Audited Balance Sheet, Profit & Loss account and the report of the Directors and Auditors thereon

Item No of Notice	Resolution Type (Ordinary/Special)	Voting Method	Total Votes	Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes	Resolution Passed / Resolution Not Passed
				Nos	% of total No. of votes Cast	Nos	% of total No. of votes Cast		
				1	Ordinary	Remote E-Voting	22,41,624.00		
		E-Voting	2,588.00	2,588.00	100.00	-	-	-	
		Total	22,44,212.00	22,41,072.00	99.86	3,140.00	0.14	-	

Ordinary Resolution No. 2:

Appointment of Director in place of Mr. Chetan Jashwant Mehta (DIN-00235911), who retires by rotation and being eligible, offers himself for Re-Appointment.

Item No of Notice	Resolution Type (Ordinary/Special)	Voting Method	Total Votes	Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes	Resolution Passed / Resolution Not Passed
				Nos	% of total No. of votes Cast	Nos	% of total No. of votes Cast		
				2	Ordinary	Remote E-Voting	22,41,624.00		
		E-Voting	2,588.00	2,588.00	100.00	-	-	-	
		Total	22,44,212.00	2,836.00	0.13	22,41,376.00	99.87	-	



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Ordinary Resolution No.3:

Appointment of M/s P.G. Bhagwat LLP, Chartered Accountants (Firm Registration No. 101118W/w100682) as a Statutory Auditors of the Company and fix their remuneration

Item No of Notice	Resolution Type (Ordinary/Special)	Voting Method	Total Votes	Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes	Resolution Passed / Resolution Not Passed
				Nos	% of total No. of votes Cast	Nos	% of total No. of votes Cast		
3	Ordinary	Remote Voting	22,38,484.00	22,38,484.00	100.00	-	-	-	Resolution Passed
		E-Voting	2,588.00	2,588.00	100.00	-	-	-	
		Total	22,41,072.00	22,41,072.00	100.00	-	-	-	

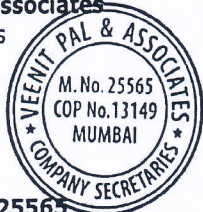
11. I further report that as per the Notice and Board Resolution dated 30th September, 2022, the chairman will declare and confirm the above results of remote e-voting and e-voting together in respect of the resolutions referred herein. The results of the remote e-voting and e-voting together with the Scrutinizer's Report will be displayed on company's website within 48 hours of the passing of the resolution at the AGM and shall send the same to the stock exchanges, if required.
12. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary of the Company for preserving safely after the Chairman considers, approves, and signs the minutes of the AGM.
13. This report is issued in accordance with the terms of the engagement letter.

Restriction on Use

14. This report has been issued at the request of the Company for (i) submission to Stock Exchange(s) and(ii) to be placed on website of the Company. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

For Veenit Pal & Associates
Company Secretaries

Veenit Pal
(Proprietor)
Membership No.: 25565
Certificate of Practice No. 13149



Countersigned By
EMERALD LEISURES LIMITED

Chaudhary

COMPANY SECRETARY

Vedashni Chaudhary

Date: 1st day of October, 2022
Place: Mumbai

UDIN: A025565D001112068

General information about company	
Scrip code	507265
NSE Symbol	
MSEI Symbol	
ISIN	INE044N01021
Name of the company	EMERALD LEISURES LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	30-09-2022
Start time of the meeting	11:30 AM
End time of the meeting	11:57 AM



Scrutinizer Details	
Name of the Scrutinizer	VEENIT PAL
Firms Name	M/S VINEET PAL & ASSOCIATES
Qualification	CS
Membership Number	25565
Date of Board Meeting in which appointed	05-09-2022
Date of Issuance of Report to the company	01-10-2022



Voting results	
Record date	23-09-2022
Total number of shareholders on record date	2544
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	3
b) Public	27
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	



Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Item No.1.Adoption of Audited Balance Sheet, Profit & Loss account and the report of the Directors and Auditors thereon					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3457770	1728890	50.0001	1728890	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3457770	1728890	50.0001	1728890	0	100
Public- Institutions	E-Voting	8550	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		8550	0	0	0	0	0
Public- Non Institutions	E-Voting	1539880	515322	33.4651	512182	3140	99.3907	0.6093
	Poll							
	Postal Ballot (if applicable)							
	Total		1539880	515322	33.4651	512182	3140	99.3907
Total		5006200	2244212	44.8287	2241072	3140	99.8601	0.1399
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(2)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Description of resolution considered			Item No.2.Appointment of Director in place of Mr. Chetan Jashwant Mehta (DIN-00235911), who retires by rotation and being eligible, offers himself for Re-Appointment.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3457770	1728890	50.0001	0	1728890	0	100
	Poll							
	Postal Ballot (if applicable)							
	Total		3457770	1728890	50.0001	0	1728890	0
Public- Institutions	E-Voting	8550	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		8550	0	0	0	0	0
Public- Non Institutions	E-Voting	1539880	515322	33.4651	2836	512486	0.5503	99.4497
	Poll							
	Postal Ballot (if applicable)							
	Total		1539880	515322	33.4651	2836	512486	0.5503
Total		5006200	2244212	44.8287	2836	2241376	0.1264	99.8736
Whether resolution is Pass or Not.							No	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Item No.3.Appointment of M/s P.G. Bhagwat LLP, Chartered Accountants (Firm Registration No. 101118W/w100682) as a Statutory Auditors of the Company and fix their remuneration.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3457770	1728890	50.0001	1728890	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3457770	1728890	50.0001	1728890	0	100
Public-Institutions	E-Voting	8550	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		8550	0	0	0	0	0
Public- Non Institutions	E-Voting	1539880	512182	33.2612	512182	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1539880	512182	33.2612	512182	0	100
Total		5006200	2241072	44.7659	2241072	0	100	0
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

