

EMERALD LEISURES LTD.

April 23, 2021

**CLUB
EMERALD**

Premier Leisure Club
"Where Dreams Come Alive"

To,
Department of
Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Fort, Mumbai – 400 001.

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.

t : +91 22 2526 5800

m : +91 91678 88900.

e : info@clubemerald.in

w : www.clubemerald.in

CIN: L74900MH1948PLC006791

Sub: Outcome of Extraordinary General Meeting of the Company and Disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ref: Emerald Leisures Limited (Scrip Code:507265)

Dear Sir/Madam,

We wish to inform you that Extraordinary General Meeting ('EGM') of the Company was held today i.e April 23, 2021 through Video Conferencing (VC)/Other Audio Visual Means(OAVM) at 11:00 A.M.

All the items of the business as mentioned in the EGM notice dated March 17, 2021 has been transacted and all the resolutions have been passed by the Members with requisite majority by way of remote e-voting.

The details of business transacted and approved by the Members are as under:

1. Approval of Sub-division of 1 (One) equity share of face value of Rs. 10/- each into 2 (Two) equity shares of face value of Rs. 5/- each.
2. Approval of alteration of Capital Clause of the Memorandum of Association of the Company.
3. Approval of the Re-appointment of Mr. Rajesh M. Loya as a Whole Time Director of the Company.

In this Connection, please find enclosed the following;

- a) Voting Result as required under Regulation 44 of SEBI (LODR), Regulation.
- b) Scrutinizer Report dated 23 April, 2021.

The Meeting Concluded at 11.23 A.M

You are requested to kindly take the same on records.

Thanking you,

Yours truly,

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



Manoj C. Patade
Company Secretary & Compliance Officer
Membership No: ACS 58964



Voting Results

Date of the AGM/EGM/Notice of Postal Ballot	23 rd April, 2021
Record date	16 th April, 2021
Total number of shareholders on record date	4209
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N/A N/A N.A
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	2 25

Resolution required: (Ordinary/ Special)		Item No. 1. Ordinary Resolution: Ordinary Resolution: Sub-division of 1 (One) equity share of face value of Rs. 10/- each into 2 (Two) equity shares of Rs. 5/- each.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	No. of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favor	No. of Votes – against	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		1428885	82.65	1428885	0	100.00	0.00
	Poll	1728885	0	0	0	0	0	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	1728885	1428885	82.65	1428885	0	100.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting		264757	34.20	264757	0	100.00	0.00
	Poll	774215	0	0	0	0	0	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	774215	264757	34.20	264757	0	100.00	0.00
Total		2503100	1693642	67.66	1693642	0	100.00	0.00

Resolution required: (Ordinary/ Special)

Item No. 2. Ordinary Resolution: To consider and approve alteration of Capital Clause of the Memorandum of Association of the Company.

Whether promoter/ promoter group are interested in the agenda/resolution? No

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	No. of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favor	No. of Votes - against	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		1428885	82.65	1428885	0	100.00	0.00
	Poll	1728885	0	0	0	0	0	0
	Postal Ballot		N.A	N.A	1428885	N.A	N.A	N.A
	Total	1728885	1428885	82.65	1428885	0	100.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting		264757	34.20	264757	0	100.00	0.00
	Poll	774215	0	0	0	0	0	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	774215	264757	34.20	264757	0	100.00	0.00
Total		2503100	1693642	67.66	1693642	0	100.00	0.00

Resolution required: (Ordinary/ Special)		Item No: 3 – Special Resolution - To Approve the Re-appointment of Mr. Rajesh M. Loya as a Whole Time Director of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	No. of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favor	No. of Votes – against	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		1428885	82.65	1428885	0	100.00	0.00
	Poll	1728885	0	0	0	0	0	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	1728885	1428885	82.65	1428885	0	100.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institution s	E-Voting		264757	34.20	264757	0	100.00	0.00
	Poll	774215	0	0	0	0	0	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
Total	774215	264757	34.20	264757	0	100.00	0.00	
Total	2503100	1693642	67.66	1693642	0	100.00	0.00	

SANTOSHKUMAR KAMLESHCHANDRA PANDEY

Practicing Company Secretary

ACS No: 8546/ COP No: 5484

**Add: Bungalow No 14 Rajvilas Haveli Kothi CHS Ltd, Ghodbunder Road,
Chitalsar, Manpada, Thane –400610 Maharashtra**

Mob: +91 9821051427, E-mail: pandeysk2004@yahoo.co.in



SCRUTINIZER'S REPORT

To,

The Chairman,

EMERALD LEISURES LIMITED

(FORMERLY KNOWN AS MANVIJAY DEVELOPMENT COMPANY LIMITED)

Registered Office: CLUB EMERALD SPORTS COMPLEX, PLOT NO. 366/15, SWASTIK PARK, NEAR MANGAL ANAND HOSPITAL, CHEMBUR, MUMBAI- 400071

Sub: EXTRAORDINARY GENERAL MEETING ('EGM') OF THE EQUITY SHAREHOLDERS OF EMERALD LEISURE LIMITED (FORMERLY KNOWN AS APTE AMALGAMATION LTD) HELD ON APRIL 23, 2021 AT 11.00 A.M. THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM).

Dear Sir,

I, Santoshkumar K. Pandey, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors in its meeting held on **March 17, 2021** of **Emerald leisure Limited (Formerly known as Apte Amalgamation Ltd)** ("Company") for the purpose of scrutinizing the remote E-voting process in fair and transparent manner and ascertaining the requisite majority of Extraordinary General Meeting held on Friday April 23, 2021 at 11:00 a.m. through video conferencing (VC)/ other audio visual means (OAVM) on agenda items contained in Notice dated March 17, 2021, submit my report as under;

<u>Resolution No.</u>	<u>Type of Resolution</u>	<u>Particulars</u>
1.	Ordinary Resolution	Sub-division of 1 (One) equity share of face value of Rs. 10/- each into 2 (Two) equity shares of Rs. 5/- each..
2.	Ordinary Resolution	To consider and approve alteration of Capital Clause of the Memorandum of Association of the Company.
3.	Special Resolution	To Approve the Re-appointment of Mr. Rajesh M. Loya as a Whole Time Director of the Company.

I, Submit the Report as under:

1. Pursuant to General Circular No. 20/2020 dated 5th May, 2020 read together with MCA General Circular Nos. 14 & 17/2020 dated 8th April, 2020, 13th April, 2020 and other relevant circular, issued by the Ministry of Corporate Affairs, advertisement was published in **Times Now, Mumbai edition (English newspaper) and lakshadeep, Mumbai edition (Marathi Newspaper) on March 18, 2021** specifying the date and time of the EGM, availability of the notice on company's website and website of the Stock exchange, manner of registration of email ids by the members (both physical and demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the EGM etc.

SANTOSHKUMAR KAMLESHCHANDRA PANDEY

Practicing Company Secretary

ACS No: 8546/ COP No: 5484

**Add: Bunglow No 14 Rajvilas Haveli Kothi CHS Ltd, Ghodbunder Road,
Chitalsar, Manpada, Thane –400610 Maharashtra**

Mob: +91 9821051427, E-mail: pandeysk2004@yahoo.co.in



2. The Company has informed that on the basis of Register of members, it has completed dispatched of Notice of EGM on **March 18, 2021** by E-mail (who had registered their email ids). This is in compliance with the MCA circular General Circular No. 20/2020 dated 5th May, 2020 read together with MCA General Circular Nos. 14 & 17/2020 dated 8th April, 2020 and 13th April, 2020 Circular No.22/2020 dated 15th June, 2020, Circular No.33/2020 dated 28th September, 2020 and Circular No. 39/2020 dated 31st December, 2020 respectively, and Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020. The advertisement was published in **Times Now**, Mumbai edition (English newspaper) and **lakshadeep, Mumbai edition (Marathi Newspaper) on March 20, 2021 about completion of Dispatch of Notice of EOGM** of the Company.
3. The Company had appointed National Securities Depository Limited (NSDL) as the service provider for remote E-Voting and e-voting during the EGM to the shareholders from April 20, 2021 (9.00 a.m.) to April 22, 2021 (5.00 p.m.). On completion of e-voting period, in compliance of the provisions of Rule 20 (4) (xii) of the Companies (Management and administration) Amendment Rule, 2015.
4. The Company hosted the notice of EGM on its website, website of the agency providing the platform for remote e-voting and e-voting during the EGM and also intimated the same to BSE Limited on **March 17, 2021**.
5. Voting rights were reckoned as on April 16, 2021, being cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting during the EGM.
6. On completion of e-voting during the EGM, I unblocked the result of the remote e-voting and e-voting by members at the EGM, on the NSDL e-voting platform and download the result.
7. On scrutiny, I report that out of 4209 shareholders, 43 (Forty-Three) shareholders had cast their votes through remote e-voting.
8. Consolidated result (**EVEN: 115873**) with respect to each item on the agenda as set out in the Notice of the EGM dated March 17, 2021 is enclosed herewith;

SANTOSHKUMAR KAMLESHCHANDRA PANDEY

Practicing Company Secretary

ACS No: 8546/ COP No: 5484

**Add: Bunglow No 14 Rajvilas Haveli Kothi CHS Ltd, Ghodbunder Road,
Chitalsar, Manpada, Thane –400610 Maharashtra**

Mob: +91 9821051427, E-mail: pandeysk2004@yahoo.co.in



ITEM NO. 1- Ordinary Resolution: Sub-division of 1 (One) equity share of face value of Rs. 10/- each into 2 (Two) equity shares of Rs. 5/- each.

Total No. of Shareholders	4209						
Total No. of Shares	25031000						
Receipt of Postal Ballot Forms	Not Applicable						
E-Voting start date & end date	From April 20, 2021 to April 22, 2021						
		Total Number of Votes		Votes in favor of the resolution		Votes in against of the resolution	
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares
Total Votes Cast through Remote e-Voting	A	43	1693642	43	1693642	0	0
Total Votes Cast through e-voting at the EGM	B	0	0	0	0	0	0
Grand Total of remote e-voting/ e-voting at the AGM (A+B)	C	43	1693642	43	1693642	0	0

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	No. of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	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
		(1)	(2)					
Promoter and Promoter Group	E-Voting	1728885	1428885	82.65	1428885	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	1728885	142885	82.65	1428885	0	100.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	774215	264757	34.20	264757	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	774215	264757	34.20	264757	0	100.00	0.00
Total		2503100	1693642	67.66	1693642	0	100.00	0.00

SANTOSHKUMAR KAMLESHCHANDRA PANDEY

Practicing Company Secretary

ACS No: 8546/ COP No: 5484

Add: Bunglow No 14 Rajvilas Haveli Kothi CHS Ltd, Ghodbunder Road,
Chitalsar, Manpada, Thane –400610 Maharashtra

Mob: +91 9821051427, E-mail: pandeysk2004@yahoo.co.in



Item No. 2 - Ordinary Resolution: To consider and approve alteration of Capital Clause of the Memorandum of Association of the Company.

Total No. of Shareholders	4209						
Total No. of Shares	25031000						
Receipt of Postal Ballot Forms	Not Applicable						
E-Voting start date & end date	From April 20, 2021 to April 22, 2021						
		Total Number of Votes		Votes in favor of the resolution		Votes in against of the resolution	
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares
Total Votes Cast through Remote e-Voting	A	43	1693642	43	1693642	0	0
Total Votes Cast through e-voting at the AGM	B	0	0	0	0	0	0
Grand Total of remote e-voting/ e-voting at the AGM (A+B)	C	43	1693642	43	1693642	0	0

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	No. of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	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
Promoter and Promoter Group	E-Voting	1728885	1428885	82.65	1428885	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		142885	82.65	1428885	0	100.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	774215	264757	34.20	264757	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		264757	34.20	264757	0	100.00	0.00
Total		2503100	1693642	67.66	1693642	0	100.00	0.00

SANTOSHKUMAR KAMLESHCHANDRA PANDEY

Practicing Company Secretary

ACS No: 8546/ COP No: 5484

**Add: Bunglow No 14 Rajvilas Haveli Kothi CHS Ltd, Ghodbunder Road,
Chitalsar, Manpada, Thane –400610 Maharashtra**

Mob: +91 9821051427, E-mail: pandeysk2004@yahoo.co.in



Item No: 3 - Special Resolution - To Approve the Re-appointment of Mr. Rajesh M. Loya as a Whole Time Director of the Company.

Total No. of Shareholders							
Total No. of Shares	25031000						
Receipt of Postal Ballot Forms	Not Applicable						
E-Voting start date & end date	From April 20, 2021 to April 22, 2021						
		Total Number of Votes		Votes in favor of the resolution		Votes in against of the resolution	
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares
Total Votes Cast through Remote e-Voting	A	43	1693642	43	1693642	0	0
Total Votes Cast through e-voting at the AGM	B	0	0	0	0	0	0
Grand Total of remote e-voting/ e-voting at the AGM (A+B)	C	43	1693642	43	1693642	0	0

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	No. of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	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
Promoter and Promoter Group	E-Voting	1728885	1428885	82.65	1428885	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		142885	82.65	1428885	0	100.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	774215	264757	34.20	264757	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		264757	34.20	264757	0	100.00	0.00
Total		2503100	1693642	67.66	1693642	0	100.00	0.00

SANTOSHKUMAR KAMLESHCHANDRA PANDEY

Practicing Company Secretary

ACS No: 8546/ COP No: 5484

**Add: Bunglow No 14 Rajvilas Haveli Kothi CHS Ltd, Ghodbunder Road,
Chitalsar, Manpada, Thane –400610 Maharashtra**

Mob: +91 9821051427, E-mail: pandeysk2004@yahoo.co.in



Percentage of Votes cast in favor: 100.00%

Percentage of Votes cast against: 00.00%

Based on the aforesaid result, we report that Item Nos. 01 to 03 of the Notice of the EGM dated March 17, 2021 have been passed with the requisite majority.

I further report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied with. I further report that, the records maintained by me including the data as obtained from NSDL, the Service Provider for the e-voting facility extended by them and other related data/papers are in my safe custody which will be handed over to the Company Secretary of the Company.

I thank you for the opportunity given to act as a Scrutinizer for the above EGM.

Thanking You,

Yours Faithfully,



Santoshkumar K. Pandey

(Practicing Company Secretary)

Date: 23-04-2021

Place: Thane

ICSI UDIN: A008546C000165923