

EMERALD LEISURES LTD.

CLUB e EMERALD
Premier Leisure Club
"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.
t : +91 22 4956 5800
e : info@clubemerald.in
w : www.clubemerald.in
CIN: L74900MH1948PLC006791

Date: 11th December, 2024

To,
BSE Limited
Department of Corporate Services,
Floor 25, P J Tower, Dalal Street,
Mumbai- 400001.

Script Code: 507265; Scrip ID: EMERALL

Subject: Declaration of Voting Result under Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 of 1st/2024-25 Extra Ordinary General Meeting of the Company held on December 09, 2024.

Dear Sir/Madam,

With reference to above, we would like to state that the 1st/2024-25 Extra Ordinary General meeting of the Company held on Monday, December 09, 2024 through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

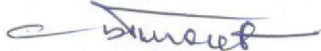
Please find enclosed herewith:

1. Voting Results as required under Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015;
2. Scrutinizer Report on E-Voting as per the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014;

Please take the same on your record and acknowledge the receipt of the same.

Thanking You.
Yours Faithfully,

For Emerald Leisures Limited



Kapil Purohit
Company Secretary & Compliance Officer



Encl: As Above

EMERALD LEISURES LIMITED

(CIN: L74900MH1948PLC006791)

Registered Office: Plot No.366/15, Club Emerald Swastik Park, Near Mangal Anand Hospital, Chembur, Mumbai, Maharashtra, 400071
Ph:-022-25277504; E-mail:- info@clubemerald.in, Website:- www.clubemerald.in

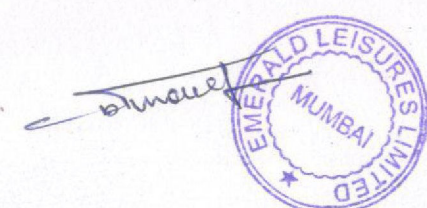
Date: 11-12-2024

Voting Results of Emerald Leisures Limited

Date of EOGM :	9th December, 2024
Total No. of Shareholders on record date:	2797
No. of Shareholders present in the meeting either in person or through proxy:	N.A.
Promoters & Promoter Group :	N.A.
Public :	
No. of Shareholders attending the meeting through Video Conferencing:	24
Promoters and Promoter Group :	3
Public :	21
Agenda - wise disclosure (to be disclosed separately for each agenda item)	

ITEM NO. 1: CANCELLATION OF UNISSUED SHARES OF ONE CLASS AND INCREASE IN SHARES OF ANOTHER CLASS AND CONSEQUENT ALTERATION IN MEMORANDUM OF ASSOCIATION

Resolution required :			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution? :			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting Poll	1,10,77,956	9349076	84.39	9349076	0	100.00	0.00
			0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0	0	0	0.00	0.00
	Total	1,10,77,956	9349076	84.39	9349076	0	100.00	0.00
Public - Institutions	E-Voting Poll	0	0	0	0	0	0.00	0.00
			0	0	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0	0	0	0.00	0.00
	Total	0	0	0	0	0	0.00	0.00
Public - Non Institutions	E-Voting Poll	39,40,644	1868401	47.41	1868389	12	100.00	0.00
			0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
	Total	39,40,644	1868401	47.41	1868389	12	100.00	0.00
Total		1,50,18,600	11217477	74.69	11217465	12	100.00	0.00



ITEM NO. 2: APPROVAL FOR INCREASE IN OVERALL BORROWING LIMITS OF THE COMPANY AS PER SECTION 180 (1) (c) OF THE COMPANIES ACT, 2013

Resolution required :			Special					
Whether promoter/promoter group are interested in the agenda/resolution? :			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,10,77,956	9349076	89.39	9349076	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
	Total	1,10,77,956	0	89.39	9349076	0	100.00	0.00
Public - Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	39,40,644	1868401	47.41	1868389	12	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
	Total	39,40,644	1868401	47.41	1868389	12	100.00	0.00
Total		1,50,18,600	11217477	74.69	11217465	12	100.00	0.00

ITEM NO. 3: APPROVAL FOR INCREASE IN LIMITS UNDER SECTION 180 (1) (a) OF THE COMPANIES ACT, 2013 FOR SECURITIZATION/ DIRECT ASSIGNMENT AND CREATING CHARGE ON THE ASSETS OF THE COMPANY

Resolution required :			Special					
Whether promoter/promoter group are interested in the agenda/resolution? :			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,10,77,956	9349076	89.39	9349076	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
	Total	1,10,77,956	9349076	89.39	9349076	0	100.00	0.00
Public - Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	39,40,644	0	0.00	0	0	0.00	0.00
	Poll		1868401	47.41	1868389	12	100.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
	Total	39,40,644	1868401	47.41	1868389	12	100.00	0.00
Total		1,50,18,600	11217477	74.69	11217465	12	100.00	0.00



ITEM NO. 4: TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013								
Resolution required :			Special					
Whether promoter/promoter group are interested in the agenda/resolution? :			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting Poll	1,10,77,956	9349076	89.39	9349076	0	100.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
	Total	1,10,77,956	9349076	89.39	9349076	0	100.00	0.00
	Public - Institutions	E-Voting Poll	0	0	0.00	0	0	0.00
Postal Ballot (Not Applicable)	0	0.00		0	0	0.00	0.00	
Total	0	0	0.00	0	0	0.00	0.00	
Public - Non Institutions	E-Voting Poll	39,40,644	1868401	47.41	1868389	12	100.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
	Total	39,40,644	1868401	47.41	1868389	12	100.00	0.00
	Total	1,50,18,600	11217477	74.69	11217465	12	100.00	0.00

ITEM NO. 5: TO APPROVE RAISING OF FUNDS IN ONE OR MORE TRANCHES, BY ISSUE AND ALLOTMENT OF EQUITY SHARES AND/OR ELIGIBLE SECURITIES BY WAY OF QUALIFIED INSTITUTIONS PLACEMENT ("QIP") FOR AN AGGREGATE AMOUNT UPTO ₹ 300 CRORES								
Resolution required :			Special					
Whether promoter/promoter group are interested in the agenda/resolution? :			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting Poll	1,10,77,956	9349076	89.39	9349076	0	100.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
	Total	1,10,77,956	9349076	89.39	9349076	0	100.00	0.00
	Public - Institutions	E-Voting Poll	0	0	0.00	0	0	0.00
Postal Ballot (Not Applicable)	0	0.00		0	0	0.00	0.00	
Total	0	0	0.00	0	0	0.00	0.00	
Public - Non Institutions	E-Voting Poll	39,40,644	1868401	47.41	1868389	12	100.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
	Total	39,40,644	1868401	47.41	1868389	12	100.00	0.00
	Total	1,50,18,600	11217477	74.69	11217465	12	100.00	0.00

Kapil Purohit
Company Secretary
ACS: 65336



"CONSOLIDATED SCRUTINIZER REPORT"
REMOTE E-VOTING AND ELECTRONIC VOTING AT EXTRAORDINARY 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,

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 13th November, 2024 ("Notice") issued in accordance with General Circular No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 12, 2021, and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM. The Company calling the 01/2024-25 Extra General Meeting of its Equity Shareholders ("the Meeting" /"EGM") through VC / OAVM. The EGM was convened on Monday, 09th December, 2024 at 11.30 A.M. IST through VC / OAVM.

1. In compliance with the MCA Circulars and SEBI Circular dated 13 May 2022, the Notice was sent on 14th November, 2024 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 was also placed on the website of the Company at: <https://www.clubemerald.in/> 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 15th November, 2024 in 'Active Times' (English newspapers) and pratahkal (Marathi newspapers) specifying the day, date and time of the EGM. Notice of the EGM was also made available on the website of the Company and the Stock Exchanges.

2. 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").

Cont...P.2



3. As a scrutinizer, I've to scrutinize:
- process of remote e-voting before EGM using an electronic voting system on the dates referred to in the Notice calling the EGM ("**remote e-voting**"); and
 - process of e-voting at the EGM through electronic voting system ("**e-voting**").

Managements Responsibility

4. 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 EGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer Responsibility

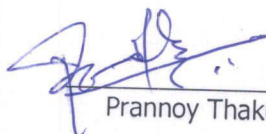
5. My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided 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.

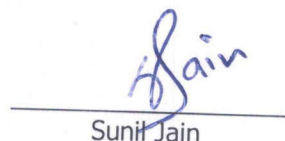
Cut-off Date

6. The Equity Shareholders of the Company as on the "cut-off" date, i.e., Tuesday, 03rd December, 2024 were entitled to vote on the resolutions (item no. 1 to 5 as set out in the Notice calling the EGM) 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.

7. Remote E-Voting process

- The remote e-voting period remained open from Friday, 06th December, 2024 (9.00 A.M.IST) to Sunday, 08th December, 2024 (5.00 P.M.IST).
- The votes cast through remote e-voting were unblocked on Monday, 09th December, 2024 after the conclusion of the EGM and was witnessed by two witnesses who are not in the employment of the Company.


Prannoy Thakur


Sunit Jain

- 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.



8. E-Voting at the EGM 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 Monday, 09th December, 2024 after the conclusion of the EGM.
9. 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:

Special Business

Item No. 1

CANCELLATION OF UNISSUED SHARES OF ONE CLASS AND INCREASE IN SHARES OF ANOTHER CLASS AND CONSEQUENT ALTERATION IN MEMORANDUM OF ASSOCIATION.

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 Voting	1,12,17,477.00	1,12,17,465.00	99.99	12.00	0.01	-	Resolution Passed
		E-Voting	-	-	-	-	-	-	
		Total	1,12,17,477.00	1,12,17,465.00	100.00	12.00	0.00	-	

Item No. 2

APPROVAL FOR INCREASE IN OVERALL BORROWING LIMITS OF THE COMPANY AS PER SECTION 180 (1) (c) OF THE COMPANIES ACT, 2013

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	Special	Remote Voting	1,12,17,477.00	1,12,17,465.00	99.99	12.00	0.01	-	Resolution Passed
		E-Voting	-	-	-	-	-	-	
		Total	1,12,17,477.00	1,12,17,465.00	100.00	12.00	0.00	-	

Account

Item No. 3

APPROVAL FOR INCREASE IN LIMITS UNDER SECTION 180 (1) (a) OF THE COMPANIES ACT, 2013 FOR SECURITIZATION/ DIRECT ASSIGNMENT AND CREATING CHARGE ON THE ASSETS OF THE COMPANY

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	Special	Remote E-Voting	1,12,17,477.00		
		E-Voting	-	-	-	-	-	-	
		Total	1,12,17,477.00	1,12,17,465.00	100.00	12.00	0.00	-	

Item No. 4

TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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	Special	Remote E-Voting	1,12,17,477.00		
		E-Voting	-	-	-	-	-	-	
		Total	1,12,17,477.00	1,12,17,465.00	100.00	12.00	0.00	-	

Item No. 5

TO APPROVE RAISING OF FUNDS IN ONE OR MORE TRANCHES, BY ISSUE AND ALLOTMENT OF EQUITY SHARES AND/OR ELIGIBLE SECURITIES BY WAY OF QUALIFIED INSTITUTIONS PLACEMENT ("QIP") FOR AN AGGREGATE AMOUNT UPTO RS. 300 CRORES

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		
				4	Special	Remote E-Voting	1,12,17,477.00		
		E-Voting	-	-	-	-	-	-	
		Total	1,12,17,477.00	1,12,17,465.00	100.00	12.00	0.00	-	

10. I further report that as per the Notice dated 14th November, 2024, 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 2 Working days of the passing of the resolution at the EGM and shall send the same to the stock exchanges, if required.

Beent

11. 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 EGM.
12. This report is issued in accordance with the terms of the engagement letter.

Restriction on Use

13. 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

Date: 11.12.2024

Place: Mumbai

UDIN: A025565F003350667
