

EMERALD LEISURES LTD.
(Formerly known as Apte Amalgamations Ltd.)

**CLUB@
EMERALD**
"Where Dreams Come Alive"

Date: 1st October, 2016

To,
Bombay Stock Exchange,
Listing Department,
P.J. Tower, Dalal Street, Fort,
Mumbai – 400001

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Sub: Proceedings of Annual General Meeting held on Thursday, 29th September, 2016 at 9.30 A.M.

Dear Sir/Madam,

We wish inform you that the 82nd Annual General Meeting of the Company was held on 29th September, 2016 at 9:30 a.m. and the below mentioned resolutions were passed with requisite majority.

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016, the Profit & Loss Account for the year ended March 31, 2016 and the Reports of the Directors and Auditors thereon.
2. To appoint Director in place of Mr. Jashwant Mehta (DIN- 00235845), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s P. G. Bhagwat, Chartered Accountants as the Auditors and to fix their remuneration.

Special Business:

4. To appoint and regularize Mr. Gautam Shah (DIN: 00271794) as an Independent Director.
5. To appoint and regularize Mr. Amit Shah (DIN: 07306728) as an Independent Director.
6. To appoint Mr. Rajesh Loya (DIN: 00252470) as the Whole time Director of the Company.
7. To adopt new set of Article of Association, in substitution for and to the exclusion of the existing Articles of Association of the Company.
8. To Approve Increasing the Borrowing power of the company under Section 180(1) (c) of the Companies Act, 2013 and rules framed thereunder.

Kindly take the above on record and acknowledge receipt.

Thanking You.

Yours faithfully,

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

Sony Sarkar
Company Secretary



Proceedings of the 82nd Annual General Meeting of Emerald Leisures Limited (Formerly known as "Apte Amalgamations Limited" on Tuesday, 29th September, 2016 at Manu Mansion, First Floor, Opp. Old Customs House, Shahid Bhagat Singh Marg, Horniman Circle, Fort, Mumbai – 400001 at 9.30 a.m.

Present in the Meeting:

Mr. Chetan Mehta:	Director and Chief Financial Officer
Mr. Jashwant Mehta:	Director
Mr. Rajesh Loya:	Director (Whole Time Director)
Mr. Maneesh Taparia:	Director (Independent Director)
Ms. Dhvani Mehta:	Director (Women Director)
Mr. Amit Shah:	Additional Director (Independent Director)
Ms. Sony Sarkar:	Company Secretary
Mr. Mayur Mandlecha:	Scrutinizer (M/s M.S. Mandlecha & Co., Chartered Accountants)

Members Attendance:

The meeting was attended by total 26 members in person which included 2 Authorised Representatives.

There was also 1 proxy holder who attended on behalf of 5 members (holding a total of 3195 shares).

Since there was sufficient Quorum for commencing the proceedings of the meeting, as per the Articles of Association of the Company and Companies Act, 2013, the Chairman declared the meeting to be validly convened.

Mr. Jashwant Mehta was elected unanimously as the Chairman of the 82nd Annual General Meeting.

The Chairman then took the Chair and welcomed the members to the 82nd Annual General Meeting of the Company. He then introduced the Board on the dais.

The Chairman informed the Members and the Board that Mr. Gautam Shah (DIN: 00271794) was unable to attend the meeting due to certain unavoidable circumstances.

The Statutory Register, Proxy Register and of Directors' and Key Managerial Personnel (KMP) and their shareholdings, the Register of Contracts or arrangements in which the Directors and KMPs are interested were available for inspection during the Meeting.

The Chairman introduced and acknowledged the attendance of the Statutory Auditors, M/s P. G. Bhagwat, Chartered Accountants and informed the members that the Secretarial Auditor, Mr. H.B. Upasani was not able to attend the meeting.

Proceedings of the Meeting:

The Notice of the 82nd Annual General Meeting together with the Financial Statements and Board's report was taken as read.

The Chairman informed that the Auditor's Report for the year ended 31st March, 2016 did not have any qualifications, observations or comments on financial transactions or matters, which have an adverse effect on the functioning of the Company. Accordingly, with reference to Section 145 of the Companies Act, 2013, Audit Report was not required to be read out. With the consent of the members, the same was taken as read.

The Chairman thereafter proceeded with the Agenda as per the Notice of the Annual General Meeting.

The Chairman then proposed Item No. 1 and initiated the passing of resolutions:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016, the Profit & Loss Account for the year ended March 31, 2016 and the Reports of the Directors and Auditors thereon.
2. To appoint director in place of Mr. Jashwant Mehta (DIN-00235845), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s P. G. Bhagwat, Chartered Accountants as the auditors and to fix their remuneration
4. To regularise the appointment of Additional Director, Mr. Gautam Shah (DIN: 00271794).
5. To regularise the appointment of Additional Director, Mr. Amit Shah (DIN: 07306728).
6. To appoint Mr. Rajesh Loya (DIN:00252470) as the Whole time Director of the Company.
7. To adopt the New Set of Articles of Association of the Company.

8. To increase the Borrowing power of the Company in terms of Section 180(1)(C) of the Companies Act, 2013

Thereafter, he invited members who would like to ask questions or to make any comment or seek clarifications, if any on the Agenda as set out in the 82nd Annual General meeting of the Company.

Subsequently, he requested all the members and proxy holders to participate in the Voting through Ballot Papers. He then declared the voting to commence and to continue till all the members and proxy holders present in the Annual General Meeting have completed casting their votes.

Mr. Mayur Mandlecha, Chartered Accountant who was appointed as the Scrutinizer for the 82nd Annual General Meeting, then started the procedure of voting through Ballot papers. After every member & proxy present in the meeting had casted their votes, he announced the Voting through Ballot Paper closed.

The Chairman stated that the results declared for each resolution, would indicate separately the votes through Ballot papers and E-voting, which would be intimated to the Bombay Stock Exchange. The results of the Voting would also be uploaded on the Company website www.apteindia.com within 3 days of completion of the Annual General Meeting.

The Chairman then concluded the meeting by vote of thanks to the Members for attending the Annual General Meeting for their Company.

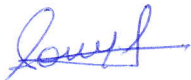
Results of Voting through Postal Ballot and E-Voting on Ordinary and Special Business at the Annual General Meeting held on 29th September, 2016 at 9.30 a.m.

On the basis of Scrutinizer's Report for the Voting through Postal Ballot on 29th September, 2016 and E-voting between 26th September, 2016 to 28th September, 2016 – both days inclusive, all the resolutions for Ordinary and Special Business as set out in the Notice of 82nd Annual General Meeting were passed by requisite majority.

The consolidated Scrutinizers Report was uploaded on the website of the Company. Further results in the format prescribed under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements Regulations were notified to Bombay Stock Exchange.

For Emerald Leisures Limited

(Formerly known as "Apte Amalgamation Limited")



Sony Sarkar
Company Secretary

