



CONSOLIDATED SCRUTINIZER'S REPORT FOR E-VOTING

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20(3) of the 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- 400071

Dear Sir,

I, Mayur S. Mandlecha, Chartered Accountant in practice, have been appointed as a Scrutinizer by the Board of Directors of "Emerald Leisures Limited", (Formerly known as "Apte Amalgamation Limited") by the Board on 12th August, 2016, for the 82nd Annual 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 physical ballot (poll) voting 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 82nd Annual General Meeting held on Thursday, 29th September, 2016 at 9.30 a.m. at Manu Mansion, First Floor, Opp. Old Customs house, Shahid Bhagat Singh Marg, Horniman Circle, Fort, Mumbai- 400 001.

The Notice convening the Annual 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 Annual General Meeting of the Company.

The Company had availed the remote e-voting facility offered by CDSL for facilitating remote e-voting to the Shareholders of the Company. The Company also provided voting by physical



ballot papers at the venue of the AGM to those members who attended the AGM and who had not voted electronically.

The Shareholders of the Company holding shares of the Company as on the "cut-off" date i.e 19th September, 2016 were entitled to vote on the resolutions as contained in the Notice of the AGM of the Company.

The period for remote e-voting commenced on Monday 26th September, 2016 at 7.00 p.m. to Wednesday 28th September, 2016 till 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 AGM. However, the manner in which the votes were casted by the members were not available.

Further, the Chairman announced the poll at the AGM 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, one (1) ballot box kept for polling was locked in our presence was placed by me.

The locked ballot box was subsequently opened in the presence of following two witness:

- 1) Archana Palwankar, residing at 3/13, BIT Block, Agri Pada, M.G. Road, Mumbai 400011 and
- 2) Priyanka Chaurasia, residing at Satya Nagar, Sai Baba Road, Opp Sai Kutir Hall, Borivali West, Mumbai 400092.

who are not in employment of the Company. They have signed below in confirmation of the ballot box being openend in their presence.



(Archana Palwankar)



(Priyanka Chaurasia)

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 AGM 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 therein based on the data downloaded from the e-voting website of CDSL and also the ballot forms received during the poll process at the AGM.

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: Ordinary Resolution:

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.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	7	14,09,025	72.14%
Physical Ballot	19	6,718	0.34%
Total	26	14,15,743	72.49%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0

(iii) Invalid votes:

Type of Voting	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Physical Ballot	1	0	0
Total	1	0	0

Resolution No. 2: Ordinary Resolution:

To appoint director in place of Mr. Jashwant Mehta (DIN- 00235845), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
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Remote e-voting	7	14,09,025	72.14%
Physical Ballot	19	6,718	0.34%
Total	26	14,15,743	72.49%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0

(iii) Invalid votes:

Type of Voting	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Physical Ballot	1	0	0
Total	1	0	0

Resolution No. 3: Ordinary Resolution:

To appoint M/s P. G. Bhagwat, Chartered Accountants as the auditors and to fix their remuneration

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	7	14,09,025	72.14%
Physical Ballot	19	6,718	0.34%
Total	26	14,15,743	72.49%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0

(iii) Invalid votes:

Type of Voting	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0



Physical Ballot	1	0	0
Total	1	0	0

Resolution No. 4: Ordinary Resolution:

Appointment and Regularisation of Mr. Gautam Shah (DIN: 00271794) as an Independent Director.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	7	14,09,025	72.14%
Physical Ballot	19	6,718	0.34%
Total	26	14,15,743	72.49%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0

(iii) Invalid votes:

Type of Voting	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Physical Ballot	1	0	0
Total	1	0	0

Resolution No. 5: Ordinary Resolution:

Appointment and Regularisation of Mr. Amit Shah (DIN: 07306728) as an Independent Director.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	7	14,09,025	72.14%
Physical Ballot	19	6,718	0.34%
Total	26	14,15,743	72.49%



(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0

(iii) Invalid votes:

Type of Voting	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Physical Ballot	1	0	0
Total	1	0	0

Resolution No. 6: Special Resolution:

Appointment of Mr. Rajesh Loya (DIN: 00252470) as the Whole time Director of the Company

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	7	14,09,025	72.14%
Physical Ballot	19	6,718	0.34%
Total	26	14,15,743	72.49%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0

(iii) Invalid votes:

Type of Voting	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Physical Ballot	1	0	0
Total	1	0	0



Resolution No. 7: Special Resolution:

Adoption of new set of Article of Association, in substitution for and to the exclusion of the existing Articles of Association of the Company

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	7	14,09,025	72.14%
Physical Ballot	19	6,718	0.34%
Total	26	14,15,743	72.49%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0

(iii) Invalid votes:

Type of Voting	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Physical Ballot	1	0	0
Total	1	0	0

Resolution No. 8: Special Resolution:

Approval of Increasing the Borrowing power of the company under Section 180(1) (c) of the Companies Act, 2013 and Rules framed thereunder.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	7	14,09,025	72.14%
Physical Ballot	19	6,718	0.34%
Total	26	14,15,743	72.49%



(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0

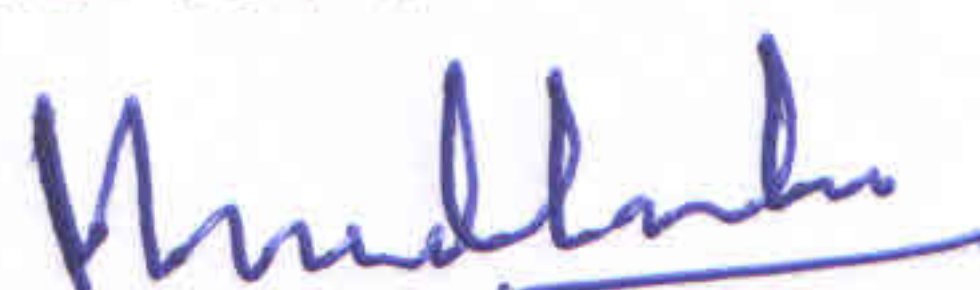
(iii) Invalid votes:

Type of Voting	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Physical Ballot	1	0	0
Total	1	0	0

The Statutory Register, all other papers and relevant records relating to remote e-voting/ physical ballot forms and voting at the meeting shall remain in our safe custody until the Chairperson considers, approves and signs the minutes of the aforesaid Annual 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
FRN 129037W



Mayur Suresh Mandlecha
Proprietor
Membership No 124248



Date: 30th September, 2016
Place: Mumbai