

EMERALD LEISURES LTD.

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"Where Dreams Come Alive"

CLUB EMERALD SPORTS COMPLEX

Date: 16th November, 2017

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

Scrip Code: - 507265

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Subject: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Change in Statutory Auditors and Amendments to Memorandum of Association of the Company.

Dear Sir/Madam,

We would like inform you that, the Company at its 83rd Annual General Meeting (AGM) held on Monday, 14th August, 2017 approved the following:

I. Appointment of Statutory Auditor:

Appointment of M/s. M. S. Mandlecha & Co., Chartered Accountants (Firm Registration No. 129037W) as Statutory Auditors of the Company for a period of five years, in place of the retiring Statutory Auditor, M/s. P. G. Bhagwat, Chartered Accountants, (FRN: 101118W), to hold office from the conclusion of 83rd Annual General Meeting until the conclusion of the 88th Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting. The disclosure pursuant to provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD/4/2015 dated 9th September, 2015 for Appointment of M/s. M. S. Mandlecha & Co., Chartered Accountants as statutory auditors of the Company is enclosed herewith as **Annexure I**.

II. Alteration in the Memorandum of Association:

- a. Re-classification of the Authorised Share Capital of the Company into 80,00,000 (Eighty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each and 1,00,000 (One Lakh) Non-Cumulative Redeemable Preference Shares of Rs.100/- (Rupees Hundred) each.
- b. Increase in the Authorised Share Capital of the Company from Rs. 9,00,00,000/- (Rupees Nine Crores) to Rs. 48,00,00,000/- (Rupees Forty Eight Crores).



In consequence of the aforementioned approval re-classification and increase in Authorised Share Capital, the existing Clause V of the Memorandum of Association of the Company has substituted as follows:

V. "The Authorised Share Capital of the Company is Rs. 48,00,00,000 (Rupees Forty Eight Crores) divided into 80,00,000 (Eighty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each and 40,00,000 (Forty Lakh) Non-Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees Hundred) each.

The Company has power to divide the shares in the capital of the Company for the time being whether original or increased into different classes and to issue the same with such preferential, deferred, qualified or other special rights, privileges or conditions attached thereto respectively whether in regard to allotment, dividend, voting, return of capital or otherwise as may be determined but so that and if and whenever the capital of the Company is divided into shares of various classes with any preferential or special rights and attached thereto such rights shall not {except where the terms of issue otherwise provide} be varied, modified or dealt with in any manner otherwise than pursuant to the provisions of the Articles of Association of the Company registered herewith."

The Company were already informed the exchange about such events through various disclosures and intimations, the aforementioned information is given only to satisfy the requirement of the provision of Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

Thanking You.

Yours faithfully,

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

Nilesh P. Kelkar
Company Secretary & Compliance Officer
Membership No.: A48570



The disclosure pursuant to provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with SEBI Circular CIR/CFD/CMD/4/2015 dated 9th September, 2015 for Appointment of M/s. M. S. Mandlecha & Co., Chartered Accountants, (FRN: 129037W) as the Statutory Auditors of the Company.

A.	Name of the Auditor	M/s. M. S. Mandlecha & Co., Chartered Accountants (Firm Registration No.: 129037W)
B.	Reason for change	M/s. M. S. Mandlecha & Co., Chartered Accountants (Firm Registration No. 129037W) was appointed as Statutory Auditors of the Company in place of the existing Statutory Auditors of the Company i.e. M/s. P. G. Bhagwat, Chartered Accountants, (FRN: 101118W) in compliance with the mandatory rotation of Statutory Auditors under the provisions of Companies Act, 2013.
C.	Date of appointment and term of appointment	M/s. M. S. Mandlecha & Co., Chartered Accountants (Firm Registration No. 129037W) was appointed as Statutory Auditors of the Company for a term of five years from the conclusion of 83 rd AGM till the conclusion of the 88 th AGM of the Company to be held in 2022, subject to ratification of their appointment by the shareholders at every AGM, at such remuneration, including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.
D.	Brief Profile	M/s. M. S. Mandlecha & Co. is one of the leading Chartered Accountants Firm established in 2006 with Registration No.: 129037W. The firm has more than ten years of experience as a Practicing Chartered Accountant and it carries a rich experience in providing various services to their clients in the manufacturing sector, banking sector and other financial services sector, trading sector, hospitality service sector, construction sector, NGO's/Clubs/Trusts, advertising firms, etc. Mr. Mayur Mandlecha who is a proprietor of the firm is well experienced and competent to manage complex work on corporate matters.
E.	Disclosure of relationships between directors	Not Applicable

