

EMERALD LEISURES LTD.

**CLUB e
EMERALD**

"Where Dreams Come Alive"

CLUB EMERALD SPORTS COMPLEX

May 30, 2018

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

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

Scrip Code: - 507265

Sub: Outcome of the Board Meeting under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

The Company wishes to inform you that the Board of Directors of the Company, at their meeting held today i.e. May 30, 2018 has *inter alia* transacted the following business:

1. Considered, approved and adopted the Audited Financial Results of the Company for the Quarter & Year ended 31st March, 2018.

Pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the following:

- Audited Financial Results of the Company for the Quarter & Year ended 31st March, 2018.
- Auditor's Report.
- Declaration pursuant to Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The above results, have been duly reviewed and recommended by the Audit Committee to the Board.

The Board meeting commenced at 11.00 a.m. and concluded at 11.00 p.m.

We request to you take the same on record and acknowledge the receipt of the same.

Thanking you,

Yours truly,

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

Rajesh M. Loya
Whole Time Director
DIN: 00252470



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EMERALD LEISURES LIMITED
(FORMERLY KNOWN AS APTE AMALGAMATIONS LIMITED)
Registered Office: Club Emerald Sports Complex, Plot No. 366/15, Swastik Park,
Near Mangal Anand Hospital, Chembur, Mumbai 400 071
CIN: L74900MH1948PLC006791 Email: info@clubemerald.in, Website: www.clubemerald.com

PART I
STATEMENT OF AUDITED FINANCIAL RESULTS
FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2018

(Rs. In Lacs)

Sr. No.	Particulars	Quarter Ended			Year Ended	
		31/03/2018	31/12/2017	31/03/2017	31/03/2018	31/03/2017
		Audited	Unaudited	Audited	Audited	Audited
1	Revenue from operations					
	(a) Revenue from operations	395.93	350.00	259.45	1,187.67	724.06
	(b) Other Income	1.62	0.02	14.75	55.04	19.33
	Total Revenue	397.54	350.02	274.20	1242.71	743.39
2	Expenses					
	(a) Cost of materials sold	10.99	4.73	-	288.47	-
	(b) Cost of Material Consumed	56.39	74.48	79.14	288.47	237.15
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	-	-	-	-	-
	(d) Employee benefits expense	62.24	62.50	53.86	233.37	223.29
	(e) Finance cost	96.90	237.48	188.09	869.77	938.84
	(f) Depreciation and amortisation expense	143.30	154.77	156.37	604.58	633.35
	(g) Other expenses	137.62	111.28	103.70	502.34	442.92
	Total expenses	507.43	645.24	581.16	2,498.53	2,475.55
3	Profit / (Loss) before exceptional items and tax (1-2)	(109.88)	(295.22)	(306.95)	(1,255.82)	(1,732.15)
4	Exceptional items	-	-	-	-	-
5	Profit / (Loss) before tax(3-4)	(109.88)	(295.22)	(306.95)	(1,255.82)	(1,732.15)
6	Tax expense					
	(i) Current Tax	-	-	-	-	-
	(ii) Deferred Tax	-	-	-	-	-
7	Profit / (Loss) for the period from continuing operations	(109.88)	(295.22)	(306.95)	(1,255.82)	(1,732.15)
8	Profit / (Loss) for the period from discontinuing operations before tax	-	-	-	-	-
9	Tax expense of discontinuing operations	-	-	-	-	-
10	Profit / (Loss) for the period from discontinuing operations after tax	-	-	-	-	-
11	Net Profit/ (Loss) for the period (7+10)	(109.88)	(295.22)	(306.95)	(1,255.82)	(1,732.15)
12	Other Comprehensive Income					
	A. (i) Items that will not be reclassified to profit or loss	-	-	-	-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-
	B. (i) Items that will be reclassified to profit or loss	-	-	-	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-
13	Total Comprehensive Income for the period comprising profit/(loss) and other comprehensive income for the period(11+12)	(109.88)	(295.22)	(306.95)	(1,255.82)	(1,732.15)
14	Details of equity share capital					
	Paid-up equity share capital, face value of Rs. 10/- each	195.31	195.31	195.31	195.31	195.31
	Face Value of Equity Share Capital	10	10	10	10	10
15	Earnings per share (of Rs. 10/- each)					
	(a) Basic earnings/ (loss) per share	(5.63)	(15.12)	(15.72)	(64.30)	(88.69)
	(b) Diluted earnings/ (loss) per share	(5.63)	(15.12)	(15.72)	(64.30)	(88.69)

For Emerald Leisures Limited

(Formerly known as Apte Amalgamations Limited)

Place : Mumbai
Dated : 30th May , 2018



Rajesh Loya
Whole time Director
DIN : 00252470

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EMERALD LEISURES LIMITED
(FORMERLY KNOWN AS APTE AMALGAMATIONS LIMITED)
STATEMENT OF ASSETS AND LIABILITIES

PARTICULARS	As at 31st Mar, 2018	As at 31st Mar, 2017
	(Amount in Rs.)	(Amount in Rs.)
I ASSETS		
1 Non-Current Assets		
(a) Property, Plant & Equipment	8,620	7,777
(b) Capital work in progress	-	1,242
(c) Financial Assets		
(i) Investments	0	0
(ii) Loans	108	106
(iii) Other Financial Assets	20	20
(d) Deferred tax assets (net)	17	17
(e) Other non-current assets	-	-
Sub-Total - Non-Current Assets	8,765	9,162
2 Current Assets		
(a) Inventories	53	38
(b) Financial Assets		
(i) Trade receivables	171	148
(ii) Cash and cash equivalents	51	93
(iii) Loans	519	446
(iv) Others (Advances)	9	4
(c) Current Tax Assets	19	5
(d) Other current assets	42	48
Sub-Total - Current Assets	865	781
TOTAL - ASSETS	9,630	9,944
II EQUITY AND LIABILITIES		
EQUITY		
(a) Equity Share Capital	195	195
(b) Other equity	(3,620)	(2,311)
Sub-Total - Shareholders Funds	(3,425)	(2,116)
LIABILITIES		
1 Non-Current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	5,789	2,082
(b) Provisions	3	-
(c) Deferred tax assets (net)	-	-
(d) Other non-current liabilities	670	525
Sub-Total - Non-Current Liabilities	6,461	2,607
4 Current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	4,016	7,140
(ii) Trade Payables	33	26
(iii) Other Financial Liabilities	937	544
(b) Other current liabilities	1,485	1,592
(c) Provisions	124	151
Sub-Total - Current Liabilities	6,594	9,453
TOTAL - EQUITY AND LIABILITIES	9,630	9,944

As per our report of even date attached
For M/s M.S Mandlecha & Co
Chartered Accountants

Mayur Suresh Mandlecha
Proprietor
Membership No. 124248

Place : Mumbai

Date : 30/05/2018

For and on behalf of the Board of Directors of
EMERALD LEISURES LIMITED

Rajesh Loya
Director
(DIN:00252470)



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Notes:

1. The above Financial Results for the Quarter and Year ended 31st March, 2018 have been reviewed and recommended by the Audit Committee and approved by the Board of Directors at its Meeting held on Wednesday, the 30th day of May, 2018.
2. The financial results of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Accounting Standards) Rules 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016. The Company adopted Ind AS from April 1, 2017 and accordingly, these financial results (Including for all the periods presented in accordance with Ind AS - 101 – "First Time Adoption of Indian Accounting Standards") have been prepared.
3. As the company operates in a single business segment, viz. Hospitality Industry, in context of Ind AS- 108 "Operating Segments". Therefore, a disclosure of segment information is not applicable.
4. Reconciliation of Net Profit / (Loss) on account of transition from Indian GAAP to Ind AS for the quarter and year ended March 31, 2017.

(Rs. in lacs)

Particulars	Quarter ended March 31, 2017 (Audited)	Year ended March 31, 2017 (Audited)
Net Loss as per Indian GAAP	(280.16)	(1572.27)
Add: IND AS adjustments on a/c of amortization of membership revenue	(26.79)	(159.88)
Net Loss as per Ind AS	(306.95)	(1732.15)
Other Comprehensive Income (net of taxes)	0	0
Total Comprehensive Income/ (Loss) for the period	(306.95)	(1732.15)

5. Deferred Tax impact not calculated in view of accumulated losses.
6. Figures for the previous period have been regrouped/re-arranged, wherever necessary.
7. The figures of the last quarter are the balancing figures between audited figures in respect of the full financial year up to March 31, 2018/ March 31, 2017 and the unaudited published year-to-date figures upto December 31, 2017/ December 31, 2016, being the date of the end of the third quarter of the financial year which were subject to limited review.
8. During the Financial Year 2017-2018 the Company has allotted 40,00,000, 10% Non-Convertible, Non-Cumulative, Non-Participating, Redeemable Preference Shares ("NCRPS") of Face Value of Rs. 100/- each at par i.e. aggregating to Rs. 40,00,00,000/- (Rupees Forty Crores Only) on private placement basis to the Promoters/ Promoter Groups of the Company.



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9. Consequent to transition from previous IGAAP to Ind AS, the reconciliation of Standalone Equity is provided below for the previous period in accordance with the requirements of Paragraph 32 of Ind AS 101, "First Time Adoption of Ind AS".

Particulars	(Rs. in lacs)
	Year ended March 31, 2017 (Audited)
Total Equity as reported under previous GAAP	(1971.59)
Impact of Membership Fees recognized over the period of membership	(142.21)
Impact of Fair Value of Refundable Security Deposits	(14.65)
Total Equity as per Ind AS	(1814.73)

10. The Audited Financial Results for the Quarter and Year ended 31st March, 2018 would be uploaded and available for viewing in the Company's website www.apteindia.com and also on the website of BSE Limited www.bseindia.com

Date 30th May, 2018

Place Mumbai



For Emerald Leisures Limited
(Earlier known as Apte Amalgamations Ltd)

Rajesh Loya
(Whole time Director)
DIN: 00252470



INDEPENDENT AUDITOR'S REPORT
To The Members of EMERALD LEISURES LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **EMERALD LEISURES LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2018, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order issued under section 143(11) of the Act.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statement





We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Mayur Suresh Mandlecha
B.Com., A.C.A.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its loss, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) the Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
 - e) on the basis of the written representations received from the directors of the Company as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.





2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **M S Mandlecha & Co**
Chartered Accountants
Firm's Registration No. 129037W



Mayur Suresh Mandlecha

Mayur Suresh Mandlecha
Proprietor
Membership No. 124248

Mumbai, May 30, 2018



ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT **Mayur Suresh Mandlecha**
(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of B.Com., A.C.A. our report to the Members of Emerald Leisures Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **EMERALD LEISURES LIMITED** ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance





M. S. Mandlecha & Co.

Chartered Accountants

with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company, and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Mayur Suresh Mandlecha
B.Com., A.C.A.

Limitations of Internal Financial Controls Over Financial Reporting


Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **M S Mandlecha & Co**
Chartered Accountants
Firm's Registration No. 129037W




Mayur Suresh Mandlecha
Proprietor
Membership No. 124248

Mumbai, May 30, 2018



ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Emerald Leisures Limited of even date)

- i. In respect of the Company's fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
- ii. The Physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed during such verification.
- iii. The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the registered maintained under section 189 of Companies Act, 2013.
- iv. In our opinion and according to the information and explanations given to us, the Company has not given any guarantee or security in respect of which the provisions of Sections 185 and 186 of the Companies Act, 2013 were required to be complied with.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2018 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax,





Service Tax, Goods and Service Tax, Value Added Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities. B.Com., A.C.A.

- (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, Goods and Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at March 31, 2018 for a period of more than six months from the date they became payable.
- (c) Details of dues of Income Tax, Sales Tax, Service Tax, Excise Duty and Value Added Tax which have not been deposited as at March 31, 2018 on account of dispute are given below:

Nature of the statute	Nature of dues	As at 31 st March 2018	As at 31 st March
Sales Tax Act and VAT Laws	Sales Tax and Interest	34,23,693	34,23,693

- viii. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of loans or borrowing to financial institutions, banks and government or has not issued any debentures.
- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has not paid/provided managerial remuneration and therefore the provisions of section 197 read with Schedule V to the Act are not applicable.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.






- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **M S Mandlecha & Co**
Chartered Accountants
Firm's Registration No. 129037W




Mayur Suresh Mandlecha
Proprietor
Membership No. 124248

Mumbai, May 30, 2018

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May 30, 2018

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Listing Department,
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m : +91 91678 88900.
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CIN: L74900MH1948PLC006791

Scrip Code: - 507265

Sub: Declaration pursuant to Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015("LODR").

Dear Sir/Madam,

I, Rajesh M. Loya, Whole Time Director of the Company, hereby declare that, in terms of the provision of Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2016 vide Notification No. SEBI/ LAD-NRO/GN/2016-17/001 dated May 25, 2016, and Circular No. CIR/CFD/CMD/56/2016 dated May 27, 2016, the Statutory Auditors of the Company M/s. M. S. Mandlecha & Co., Chartered Accountants (Firm Registration No. 129037W) have issued the Audit Report with unmodified opinion on the Audited Financial Results of the Company for the Financial Year ended 31st March, 2018.

We request to you take the same on record.

Thanking you,

Yours truly,

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




Rajesh M. Loya
Whole Time Director
DIN: 00252470