

EMERALD LEISURES LTD.

**CLUB e
EMERALD**

"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 2527 7504.
m : +91 91678 88900.
e : info@clubemerald.in
w : www.clubemerald.in
CIN: L74900MH1948PLC006791

Date: 10-10-2025

To,
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400 001.

Script Code / Symbol: 507265/ EMERALL

Dear Sir / Madam,

Subject: Outcome of Board Meeting & Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 30 and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") read with circulars / notifications / directions issued if any, and in connection with our prior intimation dated October 04, 2025, we wish you that the Board of Directors ("**Board**") of the Emerald Leisures Ltd ("**Company**") at its meeting held today i.e. 10th October, 2025 has considered and approved the following:

- 1. To create offer and issue and allot Convertible warrants into equity share on a preferential basis subject to approval of members.**

To create, offer, issue and **allot up to 29,68,000** (Twenty Nine Lakh Sixty Eight Thousand) fully paid-up **Convertible warrants into equity share** of the Company having face value of ₹ 5/- each, at a price of ₹ 225/- (Rupees Two Hundred and Twenty Five Only) per Equity Share, including a premium of ₹ 220/- (Rupees Two Hundred and Twenty Only) per Convertible warrants into equity share, aggregating to ₹ 66,78,00,000 (Rupees Sixty Six Crore Seventy Eight Lakhs Only) on a preferential allotment basis **to Promoter, Promoter Group and Non - Promoter** as per the provisions of the SEBI (ICDR) Regulations, 2018 as amended time to time. This issue & allotment is made pursuant to and in accordance with the provisions of the Companies Act, 2013 read with rules made thereunder and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**") and other applicable provisions, if any and subject to approval of Shareholders and other regulatory authorities, if any.

The Board has approved the Valuation Report Issued by Mr. Suman Kumar Verma (IBBI Registration No.: IBBI/RV/05/2019/12376), Registered Valuer for the purpose of issue of convertible warrants into equity shares on preferential basis.

The details in respect of the Preferential Issue, as required to be disclosed under Regulation 30 of the SEBI LODR Regulations, read with the SEBI Circular No. SEBI/HO/CFD/CFD-

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PoD1/P/CIR/2023 on disclosure of material events/ information by listed entities, dated July 13, 2023 ("SEBI Disclosure Circular") is set out below at **Annexure - II**

The proposed issue will be undertaken in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, and any other applicable rules / regulations / guidelines, if any, prescribed by any other regulatory of statutory authorities.

2. Convene Extra-Ordinary General Meeting ("EGM") of the Company which will be held on Monday, 10th November, 2025 at 11:30 A.M. (IST) through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM'), in accordance, with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI) for seeking requisite members approval in relation to the aforesaid matters, as applicable.
3. Approved the Notice of Extra-Ordinary General Meeting ("EGM") to be sent to shareholders.
4. Appointment of Ms. Zankhana Bhansali, Proprietor of M/s. Zankhana Bhansali & Associates Practicing Company Secretaries to act the scrutinizer for purpose of conducting e-Voting Process in fair and transparent manner for Extra - ordinary General Meeting.
5. Appointment of M/s. Pooja Gala & Associates, Practicing Company Secretaries, Thane to issue compliance Certificates in this regards to SEBI (ICDR) Regulation, 2018 as amended time to time.

The meeting of the Board of Directors commenced at 03:00 P.M. and concluded at 5:50 P.M.

Thanking you.

Yours faithfully,

For **Emerald Leisure Limited**

Kapil Purohit
Company Secretary and Compliance Officer
Memb. No. 65336

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Annexure II

Disclosure in terms of SEBI Circulars in relation to the proposed preferential issue of equity shares:

Sr. No.	Particulars	Details
1.	Type of securities proposed to be issued (viz. equity shares, convertibles, etc.)	Convertible warrants into equity shares
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR / GDR), qualified institutions placement, preferential allotment, etc.)	Preferential Issue on a private placement basis
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);	29,68,000 Convertible warrants into equity share having face value of ₹ 5/- each at an issue 225/- each (Including premium of ₹ 220/- each).
4.	In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):	
a)	Name of the Investors	Annexure as below
b)	Post Allotment of securities – outcome of the subscription	
c)	Number of Investors	51 (Fifty One) for convertible warrants
d)	Issue Price	₹ 225/- each (Including premium of ₹ 220/- each)
e)	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	The warrant holders are, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, entitled to exercise the warrants in one and more tranches within a period of 18 months from the date of allotment of the warrant by issuing a written notice to the company specifying the number of warrants proposed to be exercise. The Company shall accordingly issue and allot the corresponding number of equity shares of face value of Rs. 5/- each to the warrants holders; An amount equivalent to 25% of the warrant issue price has been received at the time of subscription and allotment of each warrants and the balance 75% shall be payable by the warrants holder(s) on exercise of warrant(s); In the event that, a warrant holder does not exercise the warrants within a period of 18 months from the date of allotment of such warrants, the unexercised warrants shall lapse and the amount paid by the warrants holders on such warrants shall stand forfeited by the Company.
f)	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable

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List of Proposed Allottees- Annexure 1

Sr. No	Name of the Proposed Allottee	No. of Convertible warrant into equity share Allotted	Category	Pre-preferential Issue Shareholding percentage of the proposed allottees	% of Pre Issue Holding	*Post-preferential Issue Shareholding percentage of the proposed allottees	% of Post Issue Holding
1	Jaydeep Vinod Mehta	200000	Promoter	4674566	31.13	4874566	27.10
2	Kuntal Nikhil Mehta	155000	Promoter Group	0	0.00	155000	0.86
3	Nikhil Vinod Mehta	156000	Promoter	4674510	31.12	4830510	26.86
4	Nisha Jaydeep Mehta	45000	Promoter Group	0	0.00	45000	0.25
5	Abhishek Jitendra Shah	11500	Non-Promoter	0	0.00	11500	0.06
6	Anish Kumar Sawarnya	20000	Non-Promoter	0	0.00	20000	0.11
7	Ankita Thakkar	20000	Non-Promoter	0	0.00	20000	0.11
8	Ashit Mahendra Mehta (NRE)	350000	Non-Promoter	0	0.00	350000	1.95
9	Bhamini Ashok Bhai Kothari	45000	Non-Promoter	0	0.00	45000	0.25
10	Bhavana Prakash Shah	4500	Non-Promoter	150	0.00	4650	0.03
11	Bhavin Binit Shah	90000	Non-Promoter	0	0.00	90000	0.50
12	Bhavna Narendra Shah	11500	Non-Promoter	0	0.00	11500	0.06
13	Bhawan Kalra	22500	Non-Promoter	0	0.00	22500	0.13
14	Binit Rameshchandra Shah	90000	Non-Promoter	0	0.00	90000	0.50
15	Dhaval Ramesh Mehta	22500	Non-Promoter	0	0.00	22500	0.13
16	Doshi Vaibhav Kirtikumar	45000	Non-Promoter	0	0.00	45000	0.25
17	Gaurav Chauhan	22500	Non-Promoter	0	0.00	22500	0.13
18	Gaurav Golechha	4500	Non-Promoter	0	0.00	4500	0.03
19	Gaurav Singh	45000	Non-Promoter	0	0.00	45000	0.25
20	Glance Finance	45000	Non-	0	0.00	45000	0.25

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	Limited		Promoter				
21	Hardik Jasvantrai Vora - HUF	16000	Non- Promoter	0	0.00	16000	0.09
22	Hetal Dharmesh Janani	7000	Non- Promoter	2245	0.01	9245	0.05
23	Jasmine Binit Shah	90000	Non- Promoter	0	0.00	90000	0.50
24	Jayshree Rajul Gandhi	90000	Non- Promoter	0	0.00	90000	0.50
25	Jignesh Himatlal Shah	11500	Non- Promoter	0	0.00	11500	0.06
26	Jyoti Manish Agarwal	45000	Non- Promoter	0	0.00	45000	0.25
27	Ketan D Shah HUF	4500	Non- Promoter	2594	0.02	7094	0.04
28	Kavin Yogesh Vora	12000	Non- Promoter	0	0.00	12000	0.07
29	Khushbu Manan Shah	11500	Non- Promoter	0	0.00	11500	0.06
30	Abhishek Mehta Bhavik Mehta Shrikant Indulal Mehta	7500	Non Promoter	1800	0.01	9300	0.05
31	Manish Agarwal	90000	Non Promoter	0	0.00	90000	0.50
32	Nalini Pravin Shah	44500	Non Promoter	0	0.00	44500	0.25
33	Neeta Deepak Vora	12000	Non Promoter	0	0.00	12000	0.07
34	Parshva Shah	6500	Non Promoter	0	0.00	6500	0.04
35	Priti Ashit Mehta	175000	Non Promoter	0	0.00	175000	0.97
36	Priti Mehul Gandhi	67000	Non Promoter	0	0.00	67000	0.37
37	Rajul Vamanrai Gandhi	90000	Non Promoter	0	0.00	90000	0.50
38	Reena Tushar Agarwal	45000	Non Promoter	0	0.00	45000	0.25
39	Riddhi Gaurav Gandhi	90000	Non Promoter	0	0.00	90000	0.50
40	Rohan Deepak Modh	175000	Non Promoter	0	0.00	175000	0.97
41	Sagar Haresh Kumar Doshi	45000	Non Promoter	0	0.00	45000	0.25
42	Sheela Kothari	45000	Non Promoter	0	0.00	45000	0.25
43	Sheetal Brijesh Gandhi	11500	Non Promoter	0	0.00	11500	0.06

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44	Bhavya Jain	45000	Non Promoter	0	0.00	45000	0.25
45	Siddharth Balwant Shah	11500	Non Promoter	0	0.00	11500	0.06
46	Smart Horizon Capital Advisors Private Limited	44500	Non Promoter	0	0.00	44500	0.25
47	Tarwani Sarika	45000	Non Promoter	0	0.00	45000	0.25
48	Tushar Agarwal – HUF	45000	Non Promoter	0	0.00	45000	0.25
49	Tushar G Agarwal	90000	Non Promoter	0	0.00	90000	0.50
50	Usha Ravindra Bhat	45000	Non Promoter	0	0.00	45000	0.25
51	Samir N Shah	45000	Non Promoter	0	0.00	45000	0.25
	Total	29,68,000		93,55,865	62.30	1,23,23,865	68.52

* The above mentioned post preferential issue shareholding pattern of the Company is calculated on basis of assuming full subscription of convertible warrants into equity share to be allotted under the present issue.