POOJA GALA & ASSOCIATES
Practicing Company Secretaries

## COMPLIANCE CERTIFICATE

**(Pursuant To Regulation 163(2), Part II of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 including any amendment/ modification thereof)**

We, Pooja Gala & Associates, Practicing Company Secretary have been appointed by Emerald Leisures Ltd, having CIN L74900MH1948PLC006791 and having its registered office at Plot No.366/15, Club Emerald Swastik Park, Near Mangal Anand Hospital, Chembur, Mumbai, Maharashtra, 400071 to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as "**SEBI ICDR Regulations**").

In accordance with the Regulations, the Company has proposed an issue of 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 issue 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. The proposed preferential issue was approved at the meeting of Board of Directors of the Company held on 10th October, 2025.

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company, as required under the aforesaid Regulations, We have verified that the Proposed Preferential Issue is being made in accordance Regulations 159, 160, 161, 163, 164, 165, 167, 168 and 169 of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time with the requirements of these Regulations as applicable to the preferential issue, more specifically, the following:

i) Memorandum of Association and Articles of Association of the Company;

ii) *List of Proposed Allottees;

iii) The relevant date in accordance with Regulations 161 of Regulations. The relevant date for the purpose of said minimum issue price i.e. 10th October, 2025.

iv) Computation of the minimum price of the shares to be allotted in preferential issue in accordance with the Regulations. The minimum issue price for the proposed preferential issue of the Company, based on the pricing formula prescribed under these regulations has been worked out at Rs. 225/- (Rupees Two hundred and twenty-five only) per equity shares.

v) Verified the relevant statutory records of the Company to confirm that:
   a) It has no outstanding dues to the SEBI, the Stock Exchange or the depositories.
   b) It is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares is listed i.e. BSE Limited and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder.

POOJA GALA & ASSOCIATES
C.P. NO. 25845
ACS NO. 69393
COMPANY SECRETARIES

POOJA GALA & ASSOCIATES
Practicing Company Secretaries

Based on our examination of such information/documents and explanation furnished to us by the management of the Company and to the best of our knowledge and belief, we hereby certify that proposed preferential issue is being made in accordance with requirements of the SEBI ICDR Regulations.

***Note**: The Company had filed the revised Outcome on 11th October, 2025 and 15th October, 2025 for the Board Meeting held on 10th October, 2025 stating the typographical error in the name of the proposed allotees and submitted revised and corrected outcome in supersession of the earlier outcome filed on 10th October, 2025 and revised Outcome filed on 11th October, 2025. Considering the revised outcome filed on 15th October, 2025 the previous UDIN generated on 10th October, 2025 and 13th October, 2025 are been revoked and a new UDIN on 16th October, 2025 has been generated on the request of the company.

POOJA GALA & ASSOCIATES
C.P. NO. 25845
ACS NO. 69393
COMPANY SECRETARIES

Pooja

**Pooja Gala & Associates**
**(Practicing Company Secretary)**
**ACS No: 69393**
**COP No: 25845**
**ICSI UDIN: A069393G001581772**
**Peer Review Number: 5760/2024**
**Date: 16-10-2025**
**Place: Thane**

Vasantleela CHS, Aarti Bldg, Flat No 104, Ghodbunder Road, Thane West - 400607 8355959800 cspoojagala@gmail.com