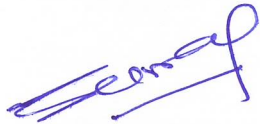


**Valuation of Equity Shares of Emerald Leisures Limited for compliance with Regulation 165 - SEBI
(Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended by Securities and
Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment)
Regulations, 2022**

10-10-2025



Suman Kumar Verma
CMA & Registered Valuer IBBI
Registration No.: IBBI/RV/05/2019/12376

10-10-2025

To,
Board of Directors
Emerald Leisures Limited
Club Emerald Sports Complex, Plot No. 366/15,
Swastik Park, Near Mangal Anand Hospital,
Chembur, Mumbai,
Maharashtra, India, 400071

Dear Sir,

Sub: Valuation of Equity Shares of Emerald Leisures Limited

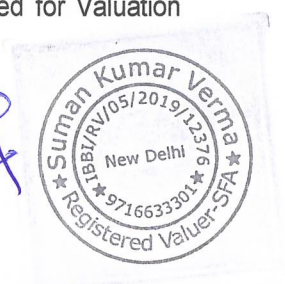
Emerald Leisures Limited ("ELL" or "the Company") intends to issue Equity Shares to its proposed investors in compliance with applicable laws.

In this regard, Suman Kumar Verma, Registered Valuer with IBBI Registration No. IBBI/RV/05/2019/12376 ('Suman Kumar Verma' or 'Independent Valuer') has been appointed to determine fair value of equity shares of Emerald Leisures Limited for compliance with Section 62(1)(c) of the Companies Act, 2013 (as amended) read with Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, and Regulation 160 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, for a Preferential Allotment as per in accordance with Regulations 166(A) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022 vide Notification No. SEBI/LAD- NRO/GN/2022/63 ('Valuation Purpose').

The relevant date, as informed to us by the Management of Emerald Leisures Limited ('the Management'), for the purpose of calculation of the price per share under the SEBI ICDR Regulations for issuance of equity shares is October 10, 2025 ('Relevant Date'). The Valuation Date as informed to us by the Management for computation of equity value per share of Emerald Leisures Limited is as on close of trading hours of the date preceding the relevant date i.e. October 10, 2025 ('Valuation Date').

This Report is structured under the following broad heads:

- Background
- Information sources
- Valuation Standards followed and Procedure adopted for Valuation
- Valuation Methodology
- Valuation Analysis and Conclusion
- Scope Limitation
- Annexures



COMPANY BACKGROUND

The company was incorporated on 8th March, 1933, with CIN L74900MH1948PLC006791, as The Emerald Leisures Limited is a Mumbai-based listed company engaged in the hospitality and leisure sector. Originally incorporated in 1933 as Phaltan Sugar Works Limited, it later became Apte Amalgamations Limited before adopting its current name in 2013. The company operates Club Emerald, a premium sports and recreation complex located in Chembur, Mumbai, offering facilities such as banquets, accommodation, restaurants, gym, spa, swimming pool, and indoor and outdoor games. As of September 2025, the club had around 739 members and affiliations with over 79 clubs and resorts. The company's registered office is at Club Emerald Sports Complex, Swastik Park, Chembur, Mumbai.

- Equity shares of Emerald Leisures Limited are listed on Bombay Stock Exchange
- The shareholding pattern of Emerald Leisures Limited as of October 10, 2025 is as under:

Particulars	No. of shares	% Shareholding
Promoter & Promoter Group	1,10,77,956	73.76%
Public	39,40,644	26.24%
Total	15,018,600	15,018,600



INFORMATION SOURCES

We have relied on the following sources of information and documents as provided to us by the Management of Emerald Leisures Limited ('the Management') and available in public domain:

- Management provided Financial Statement for the year ended March 31, 2025.
- Projected Financial Statements for the years ending March 31, 2026 through March 31, 2031 for Club division and March 31, 2029 for Real Estate division.
- Other relevant publicly available data;
- Our regular discussions with management representatives of Emerald Leisures Limited;
- We have also relied on published and secondary sources of data whether or not made available by the Company.

VALUATION STANDARDS FOLLOWED AND PROCEDURES ADOPTED FOR VALUATION

- We have performed the valuation analysis, to the extent possible, in accordance with International Valuation Standards (hereinafter referred as "IVS").
- In connection with this exercise, we have adopted the following procedures to carry out the valuation analysis:
 - Requested and received relevant data from the Management
 - Discussions with the Management on understanding of the business of the Company
 - Obtained and analysed data available in public domain, as considered relevant by us
 - Obtained and analysed market prices and other data involving equity shares of Emerald Leisures Limited and of comparable companies, as applicable and relevant
 - Selection of valuation approach and valuation methodology in accordance with (IVS), as considered appropriate and relevant by us
 - Determination of value per equity share of Emerald Leisures Limited, as relevant
 - Preparation and issuance of this valuation report.



VALUATION APPROACHES AND METHODOLOGIES

- For the purpose of valuation, it is necessary to select an appropriate basis of valuation amongst the various valuation techniques. It is universally recognized that valuation is not an exact science and that estimating values necessarily involves selecting a method or approach that is suitable for the purpose. The application of any particular method of valuation depends upon various factors including the size of company, nature of its business and purpose of valuation. Further, the concept of valuation is all about the price at which a transaction takes place i.e., the price at which seller is willing to sell and buyer is willing to buy. Accordingly, a fair and reasonable approach for valuing the shares of the company is to use a combination of relevant and applicable valuation methods.
- IVS 301 read with IVS 103 specifies that generally the following three approaches for valuation of business / business ownership interest are used:
 - Cost/Asset Approach
 - Market Approach
 - Income Approach

Cost Approach – Net Asset Value (NAV) method

- The value under cost approach is determined based on the underlying value of the assets which could be on book value basis, replacement cost basis or on the basis of realizable value. Under NAV method, total value of the business is based either on net asset value or realizable value or replacement cost basis. NAV methodology is most applicable for the business where the value lies in the underlying assets and not the ongoing operations of the business. NAV method does not capture the future earning capacity of the business.
- Since the Net worth of the company is negative as on March 31st, 2025 as per audited financials, therefore we have not considered the NAV Method to determine the value of equity shares of Emerald Leisures Limited.



Income Approach – Discounted Cash Flows (DCF) method

- Under the Income Approach, business is valued by converting maintainable or future amount of cash flows to a single current amount either through discounting or capitalization. DCF Method seeks to arrive at the value of the business based on its future cash flows generating capability and the risks associated with the said cash flows. FCFF or free cash flows to the firm ("FCFF") represents the cash available for distribution to both the owners and the creditors of the business. Risk-adjusted discount rate or Weighted Average Cost of Capital ("WACC") is applied to free cash flows in the explicit period and that in perpetuity. Adjustments pertaining to debt, surplus/non-operating assets including investments, cash & bank balance and contingent assets/liabilities and other liabilities, as relevant, are required to be made in order to arrive at the value for equity shareholders. The total value for the equity shareholders so arrived is then to be divided by the number of equity shares to arrive at the value per equity share of the company.
- Emerald Leisures Limited has two distinct operating segments, namely the Club/Hotel segment and the Real Estate segment. Given the differing nature of operations, separate valuations were undertaken for each segment using the **Discounted Cash Flow (DCF) approach**. The final equity value of the Company has been determined by adding the individual segment valuations.
- Valuation of equity shares of the Company is based on the projected financial information as provided to me by the Management.
- As per DCF Method, value is defined as the present value of future cash flows that are expected to be generated by the business during an explicit forecast period and in perpetuity. The method incorporates all factors relevant to an asset (e.g. current and future market conditions, company and industry specific risk factors, etc.)
- Management has provided with cash flow projections till FY 2030-31 for Club division and FY 2028-29 for Real Estate division, Which as per management is a representative time frame of a business cycle of the Company.
- To estimate the fair value of the business, projected cash flows generated from the business are analysed for certain future years (explicit forecast period). The estimates of cash flows during the explicit forecast period are based on the income and expenses associated with the business operations.
- Earnings Before Interest, Taxes and Depreciation as per the projections have been considered.
- I have discounted the post-tax, free cash flows to the firm with an appropriate risk-adjusted discount rate to arrive at the present value (PV) of FCFF.



- For Calculation of Cost of Equity, I have used risk free rate as Yield of 10 Yr. Indian Govt. Securities as on date of valuation.
- Market Return is estimated by using BSE Since Inception Index as on valuation date (Source: BSE 500 Data).
- The beta is considered as 0.59 based on comparable companies for Club division, and a Market Beta for Real Estate division.
- The terminal growth rate is the rate at which the cash flows of the company are expected to increase beyond the explicit forecast period and intermediate period, till infinity. A terminal growth rate of 5% has been considered. However, in case of Real Estate division, no terminal value is considered as the project cash flows are for finite period.
- We have adjusted PV of Free cash flow with certain items like investments, cash and cash equivalents and debt to arrive at the equity value of the Company as on March 31, 2025. Further, we have made stub period adjustments to arrive at the equity value of the Company as on October 10, 2025.

Market Approach – Market Price method

- Under the Market Price method, the market price of an equity share as quoted on a recognized Stock Exchange is normally considered as the value of the equity shares of that company, where such quotations are arising from the shares being regularly and frequently traded. Generally, market value is reflective of the investors' perception about the actual worth of the company. However, in certain situations, the value of the share as quoted on the stock market would not be regarded as a proper index of the fair value of the share especially where the market values are fluctuating in a volatile capital market. We understand that the shares are not traded in BSE Limited in last 240 days.

In terms of Regulation 166A of the SEBI ICDR Regulations,

166A: (1) Any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price:

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub-regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable:



Provided further that if any proposed preferential issue is likely to result in a change in control of the issuer, the valuation report from the registered valuer shall also cover guidance on control premium, which shall be computed over and above the price determined in terms of the first proviso:

Provided further that the valuation report from the registered valuer shall be published on the website of the issuer and a reference of the same shall be made in the notice calling the general meeting of shareholders.

(2) Any preferential issue, which may result in a change in control of the issuer, shall only be made pursuant to a reasoned recommendation from a committee of independent directors of the issuer after considering all the aspects relating to the preferential issue including pricing, and the voting pattern of the said committee's meeting shall be disclosed in the notice calling the general meeting of shareholders.

Regulations 164 for frequently traded shares states the following:

In terms of Regulation 164 (1) of Part IV of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (ICDR Regulations), if the equity shares of the issuer have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- b) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the preceding the relevant date

"Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue."

(2) If the equity shares of the issuer have been listed on a recognized stock exchange for a period of less than 90 trading days as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than the higher of the following:

- a) the price at which equity shares were issued by the issuer in its initial public offer or the value per share arrived at in a scheme of compromise, arrangement and amalgamation sections 230 to 234 the Companies Act, 2013, as applicable, pursuant to which the equity shares of the issuer were listed, as the case maybe; or
- b) the volume weighted average prices of the related equity shares quoted on the recognized stock exchange during the period the equity shares have been listed preceding the relevant date; or



- c) the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the 10 trading days preceding the relevant date.

Regulation 165 of ICDR Regulations shall continue to apply in case of infrequently traded shares:

(Explanation: The pricing in case of infrequently traded shares as per regulation 165 of the ICDR Regulation is determined by the issuer taking into account valuation parameters such as book value, comparable trading multiples, and other such customary parameters for valuation, and such valuation is required to be certified by independent valuer).

Since, Emerald Leisures Limited is a listed company and equity shares of Emerald Leisures Limited are listed on BSE and are infrequently traded, therefore we have not considered the Market Price Method to determine the value of equity shares of Emerald Leisures Limited.

Market Approach – Comparable Companies' Multiple (CCM) method

- Under CCM Method, the value of shares of the subject company is determined on the basis of multiples derived from valuations of comparable companies. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances. The Comparable Companies' Multiple Method arrives at the value of the company by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences, such as growth potential, past track record, size, company dynamics, etc.
- Since key financial metrics such as Earnings, EBITDA, and Book value are negative for Emerald Leisures Limited, the valuation based on these multiples would not yield a meaningful result. therefore we have not considered the CCM Method to determine the value of equity shares of Emerald Leisures Limited.

SCOPE LIMITATIONS AND DISCLAIMERS

- Valuation analysis and results are specific to the purpose of valuation mentioned in this report as per agreed terms of our engagement. It may not be valid for any other purpose or as at any other date.



- We owe responsibility to only the management of the client that has retained us and nobody else. We do not accept any liability to any third party in relation to the issue of this valuation report. Our valuation report cannot be used for any other purpose. This report has been prepared only for the sole use and information of Emerald Leisures Limited. Without limiting the foregoing, we understand that Emerald Leisures Limited may be required to submit this report to the regulatory authorities / stock exchanges in connection with the Proposed Transaction.
- Our analysis is based on the market conditions and the regulatory environment that currently exists. However, changes to the same in the future could impact the company and the industry it operates in, which may impact our valuation analysis.
- We are not responsible for updating this report because of any events or transactions occurring subsequent to the date of this report.
- We have considered and relied on the information provided to us by the Management including financial information, significant transactions and events occurring subsequent to the balance sheet date. We understand that the information provided to us and the representations made to us (whether verbal or written) are reliable and adequate. We have derived our conclusions and recommendation from the information so provided and we are thus reliant on the given information to be complete and accurate in every significant aspect. We are made to believe that the Management have informed us about all material transactions, events or any other relevant factors which are likely to have an impact on our valuation recommendation.
- In the ultimate analysis, valuation will have to capture the exercise of judicious discretion by the Valuer and judgment taking into account all the relevant factors. There will always be several factors which are not evident from the face of the financial statements, but which will strongly influence the worth of a share. Examples of such factors include quality and integrity of the management, capital adequacy, asset quality, earnings, liquidity, size, present and prospective competition, yield on comparable securities and market sentiment, etc. This concept is also recognized in judicial decisions.
- This Report does not look into the business / commercial reasons behind the transaction. We have no present or planned future interest in the company and the fee for this engagement is not contingent upon the values reported herein. Our valuation analysis should not be construed as an investment advice. We do not express any opinion on the suitability or otherwise of entering into any transaction with the Company.
- Any discrepancies in any annexure between the total and the sums of the amounts listed are due to rounding-off.



VALUATION ANALYSIS AND CONCLUSION

- The value per equity share of Emerald Leisures Limited is based on the Income Approach – Discounted Cash Flow Method, explained herein earlier, and various qualitative factors relevant to each company and the business dynamics and growth potential of the businesses of the Companies, having regard to information base, key underlying assumptions and limitations. I have independently applied the method discussed above, as considered appropriate, i.e., Discounted Cash Flow Method ('DCF') for determining value per share of the Company.
- I have valued both the divisions separately using DCF Method in arriving at the fair value of the Company. The Consolidated Value of the Company as per the calculation results in fair value indication of INR 33,788.80 Lakhs for the Company as of October 10, 2025.
- In light of the above and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove referred to earlier in this Report for the proposed transaction, in our opinion, we recommend the fair value of equity shares of Emerald Leisures Limited (Club Division and Real Estate Division) at **INR 225/- per equity share**.

Particulars	Amount
Equity Value of Club Division as on 10-10-2025	21,547.67
Equity Value of Real Estate Division as on 10-10-2025	12,241.13
Total Equity Value	33,788.80
No Of Shares	1,50,18,600
Value per share	224.98

Approach	Method	Value per share	Weights	Weighted Value (INR)
Income Approach	Discounted Cash Flow Method	224.98	100%	224.98
Cost Approach	Net Asset Value Method	NA	0%	NA
Market Approach	Comparable Company Method	NA	0%	NA
Weighted Value per Share (INR)				224.98

Yours faithfully,



Suman Kumar Verma

Registered Valuer- Securities or Financial Assets

IBBI ID: IBBI/RV/05/2019/12376

Date: October 10, 2025

Place: Delhi

Enclosed:

Annexure I: Determination of value per equity shares of Emerald Leisures Limited (Club Division)
using Discounted Cash Flow method;

Annexure II: Determination of value per equity shares of Emerald Leisures Limited (Real Estate Division)
using Discounted Cash Flow method;



A handwritten signature in blue ink, likely belonging to Suman Kumar Verma, positioned next to the professional stamp.

Annexure I – Determination of value of equity shares of Emerald Leisures Limited (Club Division) using DCF Method

(INR in Lakhs)

Particulars	31-03-26	31-03-27	31-03-28	31-03-29	31-03-30	31-03-31	Terminal Year
EBITDA	859.33	1,765.95	1,867.43	2,155.29	3,286.09	4,949.81	5,197.30
Less: Depreciation	(575.33)	(517.80)	(466.02)	(419.41)	(383.90)	(387.90)	(407.30)
Less: Other Income	(18.30)	(20.12)	(22.14)	(24.35)	(29.22)	(35.07)	(36.82)
Less: Taxes	(66.88)	(309.09)	(347.16)	(430.79)	(723.13)	(1,139.41)	(1,196.38)
NOPAT	198.83	918.93	1,032.11	1,280.74	2,149.85	3,387.44	3,556.81
Add: Dep	575.33	517.80	466.02	419.41	383.90	387.90	407.30
Add/Less: Changes in Non-Cash working Capital	(41.41)	(63.59)	(70.14)	(81.48)	(115.05)	(162.46)	(8.12)
Less: Capex	(103.52)	(158.98)	(175.36)	(203.69)	(287.63)	(406.16)	(407.30)
Free Cash Flow to Firm	629.23	1,214.16	1,252.63	1,414.99	2,131.06	3,206.72	50,955.49
Terminal Value							
Mid Period	0.50	1.50	2.50	3.50	4.50	5.50	5.50
Discounting Factor	0.95	0.84	0.75	0.67	0.60	0.54	0.54
Discounted Cash Flows	594.67	1,024.84	944.33	952.74	1,281.56	1,722.36	27,368.66

Particulars	Amount
Sum of Discounted Cash Flows	33,889.16
Add: Investments	164.26
Add: Cash & Cash Equivalents	14.12
Less: Debt	(13,586.82)
Equity Value as on 31-03-2025	20,480.72
Add: Stub Period	1,066.95
Equity Value as on 10-10-2025	21,547.67

Calculation of Weighted Average Cost of Capital (WACC)

Calculation of Cost of Equity	Source/Reference	
Risk Free Rate	6.53%	10yrs Bond Yield. Source: CCIL
Market Return	14.43%	Market Return estimated using BSE 500 Since Inception
Beta	0.59	Average Beta (Levered) of peer companies
Cost Of Equity	11.19%	
Add: Company Specific Risk Premium	6%	Risk associated with company's future projection
Adjusted Cost Of Equity	17.19%	



Calculation of Post Tax Cost of Debt	
Cost of Debt	9.00%
Less: Tax Rate @ 25.17%	2.27%
Post Tax Cost of Debt	6.73%

Particulars	Cost	Weight	Weighted Average
Equity	17.2%	50%	8.60%
Debt	6.7%	50%	3.37%
Weighted Average Cost of Capital			11.96%

Annexure II - Determination of value of equity shares of Emerald Leisures Limited (Real Estate Division) using Discounted Cash Flow method

Particulars	31-03-26	31-03-27	31-03-28	31-03-29
EBITDA	6264.063776	12014.34578	8215.43907	2972.642526
Less: Depreciation	-	-	-	-
Less: Other Income	-	-	-	-
Less: Taxes	(1,576.66)	(3,024.01)	(2,067.83)	(748.21)
NOPAT	4,687.40	8,990.33	6,147.61	2,224.43
Add: Dep	-	-	-	-
Add/Less: Changes in Non-Cash working Capital	(16,372.92)	(16,462.87)	30697.36639	2138.425043
Less: Capex	-	-	-	-
Free Cash Flow to Firm	(11,685.52)	(7,472.54)	36,844.98	4,362.85
Terminal Value				
Mid Period	0.50	1.50	2.50	3.50
Discounting Factor	0.93	0.81	0.70	0.60
Discounted Cash Flows	(10,875.30)	(6,023.49)	25,724.36	2,638.30

Particulars	Amount
Sum of Discounted Cash Flows	11,463.87
Add: Investments	-
Add: Cash & Cash Equivalents	-
Less: Debt	-
Equity Value as on 31-03-2025	11,463.87
Add: Stub Period	777.26
Equity Value as on 10-10-2025	12,241.13



Calculation of Weighted Average Cost of Capital (WACC)

Calculation of Cost Of Equity	Source/Reference	
Risk Free Rate	6.53%	10yrs Bond Yield. Source: CCIL
Market Return	14.43%	Market Return estimated using BSE 500 Since Inception
Beta	1.00	Market Beta
Cost Of Equity	14.43%	
Add: Company Specific Risk Premium	6%	Risk associated with company's future projection
Adjusted Cost Of Equity	20.43%	

Calculation of Post Tax Cost of Debt	
Cost of Debt	14.00%
Less: Tax Rate @ 25.17%	3.52%
Post Tax Cost of Debt	10.48%

Particulars	Cost	Weight	Weighted Average
Equity	20.4%	50%	10.22%
Debt	10.5%	50%	5.24%
Weighted Average Cost of Capital			15.46%



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PREVIEW

Unique Document Identification Number (UDIN)	2528453ZZMDS9M0OTG
Member Details	Suman Kumar Verma (28453)
Document Type	Certificate
Type of Certificate	Other Certificate
Date of Signing of Document	10/10/2025
Financial Figures / Particulars	11077956: No. of shares (Promoter & Promoter Group) 3940644: No. of shares (Public)
Document Description	Emerald Leisures Limited
Status	Active



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