



MAAGH ADVERTISING AND MARKETING SERVICES LIMITED

Registered Office: 302, 3rd Floor, Kuber Complex, Opp. Laxmi Industrial Estate, New Link Road, Andheri West, Mumbai – 400053, Maharashtra **CIN:** U74999MH2013PLC244569; **GSTIN:** 27AAICM6541P2ZS

E-mail: info@maaghadvertising.in; **Website:** www.maaghadvertising.in; **Tel:** +91 22 4603 3045

Date: 14/08/2023

To,
The Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

Scrip Code- 543624

Sub: Submission of Annual Report of the Company for the Financial Year 2022-2023 pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

Dear Sir(s),

In terms of Regulation 34(1) of the Listing Regulations, please find enclosed the Annual Report for the Financial Year 2022-2023 along with the Notice of the Annual General Meeting being dispatched to shareholders of the Company through electronic mode whose e-mail addresses are registered with the Company/Depository Participants/Registrar and Transfer Agent.

The Annual General Meeting ('AGM') of the Company will be held on Tuesday 05th September, 2023 at 05:00 P.M at Registered Office of the Company at Office No. 302, 3rd Floor, Kuber Complex, Opp. Laxmi Industrial Estate, New Link Road, Andheri (W) Mumbai 400053.

The Annual Report of the Company is also available on the website of the Company at www.maaghadvertising.in.

Kindly take the aforesaid information on record in compliance of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

Thanking you,
Yours faithfully,

For Maagh Advertising And Marketing Services Limited

Azharuddin
Rabbani Mulla

Digitally signed by
Azharuddin Rabbani Mulla
Date: 2023.08.14 17:39:16
+05'30'

Azharuddin Rabbani Mulla
Managing Director
DIN: 08046769

NOTICE OF 10TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 10TH ANNUAL GENERAL MEETING OF THE MEMBERS OF MAAGH ADVERTISING AND MARKETING SERVICES LIMITED WILL BE HELD ON TUESDAY, SEPTEMBER 5, 2023 AT 05:00 P.M. AT REGISTERED OFFICE OF THE COMPANY AT OFFICE NO. 302, 3RD FLOOR, KUBER COMPLEX, OPP. LAXMI INDUSTRIAL ESTATE, NEW LINK ROAD, ANDHERI (W) MUMBAI CITY MH 400053 IN TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

Item No. 1 To consider and adopt Standalone & Consolidated Audited Financial Statements for the year ended on 31st March, 2023 together with the report of Board of Directors' and Auditors' Report thereon,

To consider and if thought fit, to pass the following resolutions with or without modification, if any, as Ordinary Resolutions:

"RESOLVED THAT the Standalone & Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the reports of Board and Auditors thereon be and hereby considered and adopted."

Item No. 2: To appoint a Director in place of Mr. Azharuddin Rabbani Mulla (DIN: 08046769) Director, who is retiring by rotation under the provisions of Section 152 of the Companies Act, 2013 (hereinafter called "the Act") and being eligible, offers himself for re-appointment,

To consider and if thought fit, to pass the following resolutions with or without modifications, if any, as Ordinary Resolutions:

"RESOLVED THAT Mr. Azharuddin Rabbani Mulla (DIN: 08046769) Director of the Company, who retires by rotation at this 10th Annual General Meeting and being eligible offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company and that his period of office be liable to determination by retirement of Directors by rotation."

SPECIAL BUSINESS:

Item No. 3 To grant loan or guarantees and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act, 2013:

To consider and if thought fit to pass, the following resolution with or without modifications, if any as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, Managing Directors and/or Company Secretary of the Company, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

Item No. 4 To increase the limits of borrowing by the Board of Directors of the Company under Section 180(1) (c) of the Companies Act, 2013:

To consider and if thought fit to pass, the following resolution with or without modifications, if any as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/ entities and/ or authority/ authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs.150,00,00,000/- (Rupees One Hundred and Fifty Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

Item No. 5 Approval for Related Party Transactions

To consider and if thought fit to pass, the following resolution with or without modifications, if any as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188, if and to the extent applicable, and other applicable provisions of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23(4) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, as amended from time to time, consent of the Company be and is hereby accorded to the Board to enter into any and all transactions/contracts/arrangements with the ‘related party’ as defined in the Act and Regulation 2(zb) of the Listing Regulation and mentioned in below table, relating to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate or promoter group Company, making of loans to, and/or giving of guarantees or providing security and/or making of investments and the purchase from and/or sale to it of any securities by the Company, or any combination thereof, etc. on such terms and conditions as the Board in its absolute discretion may deem fit provided however that the aggregate amount/value of all such transactions/contracts/arrangements that may be entered into and remaining outstanding at any time shall not exceed Rs.150,00,00,000/- (Rupees One Hundred Fifty Crores Only) with each related parties respectively during any financial year.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as maybe necessary, proper or expedient for the purpose of giving effect to the above resolution.”

Item No. 6 To Approve Issue of Equity Shares of the Company on Preferential Basis for Consideration Other than Cash (Share Swap):

To consider and if thought fit to pass, the following resolution with or without modifications, if any as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42 and 62, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the “CA 2013”); and in accordance with the provisions of the Memorandum and Articles of Association of the Company, (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as

amended (“SEBI ICDR Regulations”); iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015 (“SEBI LODR Regulations”), (iv) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (‘SEBI’), Reserve Bank of India (‘RBI’), stock exchange and/or any other statutory/ regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot 1,47,21,000 equity shares of the Company of face value of Rs. 10/- each (“Equity Shares”), in dematerialized form, on Preferential allotment basis, to non-promoters at a price of Rs. 45/- (including premium of Rs. 35/-) as determined in accordance with Regulation 164 read with 166A of SEBI ICDR Regulations, to the following persons, for consideration other than cash (share swap), being discharge of total purchase consideration of Rs. 66,24,45,000/- (Rupees Sixty Six crores Twenty Four Lacs Forty five Thousand Only) (“Purchase Consideration”) for the acquisition of 21,03,000 equity shares (“Sale Shares”) of Multi-Specialty Management Services Private Limited (“MSMSPL”) from the Proposed Allottees at a price of Rs.315/- (Rupees Three Hundred Fifteen Only) per equity share of MSMSPL, on such terms and conditions as agreed and set forth in the agreements, deeds and other documents:

Sr. No.	Name of the proposed Allottees	Nature of persons who are the ultimate beneficial owner	Equity Shares proposed to be allotted	Category	Allottee is QIB/MF/FI/Trust/Banks
1	SANTOSH CHANDRABHAN SHENKAR	Individual	15,40,000	Non - Promoter	Not Applicable
2	CHHAYA ANAND RAI	Individual	15,40,000	Non - Promoter	Not Applicable
3	KRISHNA HARISH CHANDRA MURARI	Individual	15,40,000	Non - Promoter	Not Applicable
4	RAM SHAMKANT MAYEKAR	Individual	15,40,000	Non - Promoter	Not Applicable
5	MANGESH KASHINATH KAMBLE	Individual	15,40,000	Non - Promoter	Not Applicable
6	AMOL GULABRAO ROKADE	Individual	14,16,800	Non - Promoter	Not Applicable
7	BHARAT SINGH	Individual	15,40,000	Non - Promoter	Not Applicable
8	PRASHANTI MAHADEV BHOVAR	Individual	15,40,000	Non - Promoter	Not Applicable
9	SANJAY DATTARAM KHANVILKAR	Individual	12,99,200	Non - Promoter	Not Applicable
10	SANJAY SAHA	Individual	12,25,000	Non - Promoter	Not Applicable

“RESOLVED FURTHER THAT in accordance with the provisions of SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be 04th August, 2023 (*As the date thirty days prior to the AGM is weekend therefore, as per the Explanation of Regulation 161 of SEBI (ICDR) Regulation, 2018 the relevant date is 4th August, 2023*), being the working day immediately preceding the date 30 (thirty) days prior to the date of General Meeting to approve this offer.”

“RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted to the Proposed Allottees shall inter-alia be subject to the following:

- The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in- principal approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees);
- The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations;
- No partly paid-up Equity Shares shall be issued and allotted;
- Allotment of the Equity Shares shall only be made in dematerialized form;
- The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on BSE Limited subject to the receipt of necessary regulatory permissions and approvals;

- f) The Equity Shares shall be allotted to the Proposed Allottees subject to the receipt of consideration in cash; and
- g) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.

“RESOLVED FURTHER THAT the equity shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

“RESOLVED FURTHER THAT the Company hereby takes note of the certificate from Mr. Brajesh Gupta (Practicing Company Secretary) certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI ICDR Regulations.

“RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the equity shares of the Company, Mr. Azharuddin Rabbani Mulla, Managing Director and /or Mr. Sachin Balanath Devade CFO and /or, Ms. Nidhi Jaiswal, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

Item No. 7 Disinvestment of Equity Shares held of Investee Company i. e. Subsidiary Company (Zecrom Enterprises Private Limited) under Section 180(1)(a) of the Companies Act, 2013:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, and the relevant rules made thereunder, Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications, amendments or re-enactments of any of them for the time being in force), the Memorandum and Articles of Association of the company and subject to other requisite approvals to the extent necessary as may be required, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as Board) to sell/ transfer or otherwise dispose-off in one or more tranches, the entire investments i.e. 21,77,000 Equity Shares i.e. 87.64% of the total paid up share capital of Zecrom Enterprises Private Limited, a subsidiary company, of the company to the purchasers and at the consideration as may be deemed fit by Board of Directors or as mentioned in the Companies Act or its applicable guidelines of Valuation of shares by Independent Valuer; or to any other purchasers (not being related) with whom the Board may finalize the agreement and on such other terms and conditions or by the way of subscribing (Share Swap) issue of Equity Shares, as may be approved by the Board:

“RESOLVED FURTHER THAT for the purpose of implementation of this resolution, the Board be and is hereby authorised to do all such acts, deeds, matter and things, including but not limited to deciding the time, mode,

manner, extent of tranches, if required and other terms and conditions of the disinvestment/ sales of the shares as aforesaid, negotiating and finalising the terms of sale/ offer for sale as may be necessary, desirable and expedient to be agreed, and all incidental and necessary steps for and on behalf of the company and to settle all questions or queries that may arise in the course of implementing this resolution.”

**By Order of the Board of Directors
Maagh Advertising & Marketing Services Limited**

**Place: Mumbai
Date: 05/08/2023**

**Sd/-
Azharuddin Rabbani Mulla
Managing Director
DIN: 08046769**

Registered Office:

Office No. 302, 3rd Floor, Kuber Complex,
Opp. Laxmi Industrial Estate, New Link Road,
Andheri (W) Mumbai Mumbai City MH 400053 IN
Tel.: 022-46033045
Email: info@maaghadvertising.in
Website: www.maaghadvertising.in

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (“AGM”) is entitled to appoint a proxy to attend and vote in the meeting instead of himself /herself, and the proxy need not be a member of the company a person can act as a proxy on behalf of not exceeding fifty (50) members in aggregate not more than ten (10) percent of the total share capital of the company.
2. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Contracts or Arrangements, in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. Pursuant to Reg. 42 of the SEBI (LODR) Regulations, 2015 read with section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books will remain closed from 30/08/2023 to 05/09/2023 (Both days inclusive) for the purpose of AGM.
8. Members are requested to notify any correction/ change in their name/ address including Pin Code number immediately to the Companies Register/ Depository Participant. In the event of non - availability of Members latest address either in the Companies records or in Depository Participant's records, members are likely to miss notice and other valuable correspondence sent by the company.
9. Members are requested to kindly mention their Folio Number/ Client ID Number (in case of Demat shares) in all their correspondence with the Companies Registrar to enable prompt reply to their queries.
10. Members/ proxies/ authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
11. With a view to using natural resources responsibly, we request shareholders to update their mail address, with their Depository Participants to enable the Company to send communications electronically. The Annual Report 2022-23 is being sent through electronic mode only to the members whose email addresses are registered with the Company/ Depository Participant(s), unless any member has requested for a physical copy of their part. For members who have not registered their email addresses, physical copies of the Annual Report 2022-23 are being sent by the permitted mode.
12. As per Section 108 of the Companies Act, 2013, Rule 20(2) of the Companies (Management and

Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Chapter XB or Chapter XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Company has not provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Depository due to non-applicability. Voting through ballot paper will only be made available at the AGM.

13. The Board of Directors have appointed M/s. Brajesh Gupta & Co. (Membership No: 33070; COP Number: 21306) Practicing Company Secretaries, as the Scrutinizer to scrutinize the voting during the AGM
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
15. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.
16. All documents referred to in the Notice will be available for inspection at the Company's registered office during 11:00 am to 1:00 pm normal business working days up to the date of the AGM.
17. The shareholder needs to furnish the printed 'attendance slip' and shall also carry a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.
18. A Statement giving details of the Directors seeking appointment / re-appointment is also annexed with the Notice pursuant to the requirements of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meeting ("SS- 2").

OTHER NOTES

- a) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of **29th August, 2023**.
- b) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice through electronic means and holding shares as of the cut-off date i.e. 29th August, 2023 may sending a request at info@maaghadvertising.in.
- c) person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting at the AGM through ballot paper.
- d) M/s. Brajesh Gupta & Co. (Membership No: 33070; COP Number: 21306), Practicing Company Secretary, has been appointed as the scrutinizer to act as scrutinizer for the purpose of Annual General Meeting.
- e) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM.
- f) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall give not later than 2 working days of the conclusion of the AGM, a scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- g) The Results of AGM voting will be declared along with the report of the Scrutinizer on or before two working days and shall be placed on the website of the Company www.maaghadvertising.in after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

Explanatory Statement

Pursuant to Section 102(1) of the Companies Act, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying notice.

ITEM NO. 3: TO GRANT LOAN OR GUARANTEES AND ACQUIRE BY WAY OF SUBSCRIPTION, PURCHASE OR OTHERWISE THE SECURITIES OF ANY OTHER BODY CORPORATE IN EXCESS OF THE LIMITS PRESCRIBED IN SECTION 186 OF THE COMPANIES ACT, 2013.

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crores Only), as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.3 for approval by the members of the Company. None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 3 of the accompanying notice.

The Board recommends the resolution at Item no.3 to be passed as Special Resolution.

ITEM NO. 4: TO INCREASE THE LIMITS OF BORROWING BY THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180(1) (C) OF THE COMPANIES ACT, 2013

In supersession to all the resolutions passed earlier, the Board of Directors in their Meeting held on 05th August, 2023 authorized to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company amount in excess of aggregate of the Paid up Share Capital and free reserves but not exceeding Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crores Only). Section 180(1) (c) of the Companies Act, 2013, provides that the Board of Directors of a Company shall not borrow money in excess of the aggregate of Paid up Share Capital and free reserves without the consent of the Members of the Company is accorded by a Special Resolution.

The Board of Directors feels that it may be necessary for the Company to raise further monies from various sources which may exceed aggregate of Paid up Share Capital and free reserves. Accordingly the Special Resolution as set out in item No. 4 of the Notice is proposed for approval of Members.

None of the Directors, Key Managerial Personnel and their relative is concerned or interested in the resolution.

ITEM NO. 5 : APPROVAL FOR RELATED PARTY TRANSACTIONS.

Pursuant to the provisions of Section 188, if and to the extent applicable, and other applicable provisions of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules,2014 (including any statutory modification(s) or reenactment thereof for the time being in force), all related party transactions beyond the thresholds mentioned in Rule 15(3) (a) require prior approval of the Members in general meeting.

Further, as per the provisions of Regulation 23(2) (4) of the SEBI (LODR), Regulation 2015, as amended from time to time, all related party transactions require prior approval of the Audit Committee and all material transactions with related parties require approval of the members of a public listed company through an Ordinary resolution and the related parties are required to abstain from voting on such resolution whether the entity is a related party to the particular transaction or not.

The Board informs that currently there is no relate party and no related party transaction in preceding Financial year, but looking to company's aggressive nature towards the growth, it is better to take prior approval of the shareholders.

Accordingly the Special Resolution as set out in item No. 5 of the Notice is proposed for approval of Members.

None of the Directors, Key Managerial Personnel and their relative is concerned or interested in the resolution.

ITEM NO. 6: TO APPROVE ISSUE OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH (SHARE SWAP)

As per Section 42, 62, and 108 of the Companies Act, 2013, approval of shareholders passed through Voting is required for Issue of Equity Shares on preferential basis and hence the resolution is placed before the shareholders.

In terms of the provisions of the Companies Act, 2013 and as per Regulation 163 and other applicable regulation of Chapter V – Preferential Issue of SEBI ICDR Regulations, the required disclosures regarding proposed issue are as under:-

1. Objects of this issue:
To acquire 21,03,000 equity shares of Multi-Specialty Management Services Private Limited ("MSMSPL") equivalent to 100% of paid- up share capital of MSMSPL.
2. Intent of Promoters Directors / Key Management Persons to subscribe to the preferential issue:
None of the promoters / directors / key management personnel of the Company intend to subscribe in the proposed issue of Equity Shares.
3. Maximum number of specified securities to be issued:
The Company intends to issue a maximum of 1,47,21,000 equity shares of face value Re. 10/- per share at a price of Rs.45/- (including premium of Rs. 35/- per share) as determined under Regulation 164 read with Regulation 166A of SEBI (ICDR) Regulations, 2018.
4. The shareholding pattern before and after completion of the proposed preferential issue would be as under:-

S. No.	Category	Pre-issue*		Post-Issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters' holding:				
	Individual	50,000	1.52	50,000	0.28
	Body-Corporate	17,19,120	52.41	17,19,120	9.55
	Subtotal (A)	17,69,120	53.94	17,69,120	9.83
B	Non-Promoters' holding:				
	Individual	4,60,880	14.06	1,51,81,880	84.34
	Body-Corporate	10,34,000	31.51	10,34,000	5.74
	Others (including HUF, NRI,)	16,000	0.49	16,000	0.09
	Sub Total (B)	15,10,880	46.06	1,62,31,880	90.17
	GRAND TOTAL (A+B)	32,80,000	100.00	1,80,01,000	100.00

5. Proposed time within which the preferential issue shall be completed:

The Company shall complete the allotment of the Equity Shares within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution; or (ii) receipt of last of the approval/permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees).

6. The Identity of the proposed Allottee and the percentage of post preferential issue capital That may be held by them:

Sr. No.	Name of the proposed allottee	The natural persons who are ultimate beneficial owner	Pre-Issue			Number of Equity Shares proposed to be allotted	Post-Issue (Refer Note 1below)		
			Category (Promoter /Non-Promoter)	No. of Shares	Percentage holding (%)		Category (Promoter /Non- Promoter)	No. of Shares	Percentage holding(%)
1	SANTOSH CHANDRABHAN SHENKAR	Individual	Non-Promoter	Nil	0	15,40,000	Non- Promoter	15,40,000	8.56%
2	CHHAYA ANAND RAI	Individual	Non-Promoter	Nil	0	15,40,000	Non- Promoter	15,40,000	8.56%
3	KRISHNA HARISH CHANDRA MURARI	Individual	Non-Promoter	Nil	0	15,40,000	Non- Promoter	15,40,000	8.56%
4	RAM SHAMKANT MAYEKAR	Individual	Non-Promoter	Nil	0	15,40,000	Non- Promoter	15,40,000	8.56%
5	MANGESH KASHINATH KAMBLE	Individual	Non-Promoter	Nil	0	15,40,000	Non- Promoter	15,40,000	8.56%
6	AMOL GULABRAO ROKADE	Individual	Non-Promoter	Nil	0	14,16,800	Non- Promoter	14,16,800	7.87%
7	BHARAT SINGH	Individual	Non-Promoter	Nil	0	15,40,000	Non- Promoter	15,40,000	8.56%
8	PRASHANTI MAHADEV BHOVAR	Individual	Non-Promoter	Nil	0	15,40,000	Non- Promoter	15,40,000	8.56%
9	SANJAY DATARAM KHANVILKAR	Individual	Non-Promoter	Nil	0	12,99,200	Non- Promoter	12,99,200	7.22%
10	SANJAY SAHA	Individual	Non-Promoter	Nil	0	12,25,000	Non- Promoter	12,25,000	6.81%

7. Lock in period:

The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations or for such longer period provided under the terms of the Definitive Agreement (if any) subject to approval by the board of directors of the Company.

8. Change in the control, if any:

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted on preferential allotment.

9. Price of the issue: -

The offer price of equity shares of face value Re.10/- (Rupees Ten only) per equity share is Rs. 45/- (Rupees Forty Five Only) per share (including premium of Rs. 35/- per share) as determined under Regulation 164 read with Regulation 166A of Chapter V (Preferential Issue) of SEBI ICDR Regulations, 2018. The Pricing Certificate so obtained from the IBBI Registered Valuer is available at the registered office of the Company for your review and is placed on the website of the Company at www.maaghadvertising.in.

10. Relevant Date:

The Relevant Date on the basis of which the price of the proposed issue of equity shares on preferential basis is determined is 4th August, 2023.

11. Compliance Certificate from Practicing Company Secretary:

A copy of the Compliance Certificate as issued by the Practicing Company Secretary, Mr. Brajesh Gupta (ACS: 33070, CP 21306) of M/s. Brajesh Gupta & Associates, Practicing Company Secretaries certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days till the date of declaration of voting results. Further, a copy of the Compliance Certificate is also available in the "Investors" tab on the website of the Company at the following link: www.maaghadvertising.in

12. Undertakings

- a. The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provisions of SEBI (ICDR) Regulations, 2018, as amended, where it is required to do so.
- b. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the equity shares issued shall continue to be locked-in till the time such amount is paid by the allottees.
- c. The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

13. Willful Defaulter or Fraudulent Borrower

Neither the issuer nor any of or its promoters or directors are willful defaulters or fraudulent borrowers.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Promoters, Directors, Key Managerial personnel of the Company are in any way, directly or indirectly concerned or interested in the resolution.

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company at the Registered Office of the Company on all working days, during business hours up to the last date of remote e-voting.

The Board recommends the Special Resolution set out at Item No.6 of the Notice for approval of Members.

ITEM NO. 7: DISINVESTMENT IN WHOLLY OWNED SUBSIDIARY (ZECROM ENTERPRISES PRIVATE LIMITED) UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013

The Company had made an investment in **21,77,000 Equity Shares i.e. 87.64% of the total paid up share capital of Zecrom Enterprises Private Limited**. Consequently, ZECROM ENTERPRISES PRIVATE LIMITED became a subsidiary of the Company as on acquisition of equity shares of Zecrom.

The Board of Directors are proposing to sell the entire or part of the Investment made in the equity shares of ZECROM ENTERPRISES PRIVATE LIMITED to the purchaser(s) for a price and on the terms and conditions as may be deemed fit by Board of Directors or as per the guidelines issued by the Companies Act. The sale price will be decided by the valuation report to be obtain from Independent Registered Valuer. Since the board of Directors of the company in opinion that the sale proceed from this sale of investment will be utilize for the Corporate purposes and Business working Capital on sale of such investment, the board of director are of opinion that the said transaction is in the interest of the company.

Closing of the Transaction is conditional inter alia upon passing of the Special Resolution by the shareholders of your Company and receipt of all the required approvals.

In compliance with the applicable provisions of the Companies Act, 2013, Special Resolution as set out in the accompanying Notice is now being placed before the members for their approval. Your directors recommend the passing of the resolution as a Special Resolution.

Place: Mumbai
Date: 05/08/2023

By Order of the Board of Directors
Maagh Advertising & Marketing Services Limited
Sd/-
Azharuddin Rabbani Mulla
Managing Director
DIN: 08046769

Registered Office:

Office No. 302, 3rd Floor, Kuber Complex,
Opp. Laxmi Industrial Estate, New Link Road,
Andheri (W) Mumbai - 400053
Tel.: 022-46033045
Email: info@maaghadvertising.in
Website: www.maaghadvertising.in

**Form No. MGT-11,
Proxy Form**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19 (3) of the Companies
(Management and Administration) Rules, 2014]**

Name of the Member(s)		
Registered Address		
E-mail Id:	Folio No /Client ID:	DP ID:

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Annual General Meeting of the company, to be held on Tuesday 05th September, 2023 at 05:00 p.m. At Office No. 302, 3rd Floor, Kuber Complex, Opp. Laxmi Industrial Estate, New Link Road, Andheri (W) Mumbai City MH 400053 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution(S)	I/we Assent to the Resolution (FOR)	I/we dissent to the Resolution (AGAINST)
1.	To consider and adopt Standalone & Consolidated Audited Financial Statements for the year ended on 31 st March, 2023 together with the report of Board of Directors' and Auditors' Report thereon.		
2.	To appoint a Director in place of Mr. Azharuddin Rabbani Mulla (DIN: 08046769) Director, who is retiring by rotation under the provisions of Section 152 of the Companies Act, 2013 (hereinafter called "the Act") and being eligible, offers himself for re-appointment.		
3.	To grant loan or guarantees and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act, 2013.		
4.	Approval for increase in borrowing power u/s. 180 (1) (c) of the Companies Act, 2013.		
5.	Approval For Related Party Transactions.		
6.	To Approve Issue of Equity Shares of the Company on Preferential Basis for Consideration Other than Cash (Share Swap)		
7.	Disinvestment in Subsidiary (Zecrom Enterprises Private Limited) under Section 180(1)(a) of the Companies Act, 2013		

***Applicable for investors holding shares in Electronic form**

Signed this _____ day of _____ 2023

Affix Revenue Stamps

Signature of Shareholder _____

Signature of Proxy holder _____

Signature of the shareholder Across Revenue Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.

ATTENDANCE SLIP

(Full name of the members attending _____
(In block capitals)

Ledger Folio No./Client ID No. No.

No. Shares held:

Name of Proxy _____
(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 10th Annual General Meeting of the **MAAGH ADVERTISING AND MARKETING SERVICES LIMITED** AT Office No. 302, 3rd Floor, Kuber Complex, Opp. Laxmi Industrial Estate, New Link Road, Andheri (W) Mumbai City MH 400053 IN, on Tuesday 05th September, 2023 at 05:00 p.m.

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 3) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

POLLING PAPER (FORM NO.MGT-12)
[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: MAAGH ADVERTISING AND MARKETING SERVICES LIMITED		
Registered Office: Office No. 302, 3rd Floor, Kuber Complex, Opp. Laxmi Industrial Estate, New Link Road, Andheri (W) Mumbai City MH 400053 IN		
CIN: U74999MH2013PLC244569		
BALLOT PAPER		
S. No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

S. No.	Item No.	Type of Resolution	No. of Shares held by me	I assent to the Resolution	I dissent from resolution
1.	To consider and adopt Standalone & Consolidated Audited Financial Statements for the year ended on 31st March, 2023 together with the report of Board of Directors' and Auditors' Report thereon.	Ordinary			
2.	To appoint a Director in place of Mr. Azharuddin Rabbani Mulla (DIN: 08046769) Director, who is retiring by rotation under the provisions of Section 152 of the Companies Act, 2013 (hereinafter called "the Act") and being eligible, offers himself for re-appointment.	Ordinary			
3.	To grant loan or guarantees and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act, 2013.	Special			
4.	Approval for increase in borrowing power u/s. 180 (1) (c) of the Companies Act, 2013.	Special			
5.	Approval For Related Party Transactions.	Special			
6.	To Approve Issue of Equity Shares of the Company on Preferential Basis for Consideration Other than Cash (Share Swap)	Special			
7.	Disinvestment in Wholly Owned Subsidiary (Zecrom Enterprises Private Limited) under Section 180(1)(a) of the Companies Act, 2013	Special			

I hereby exercise my vote in respect of Ordinary/Special Resolutions numbered at below by recording my assent or dissent to the said resolutions in the following manner:

Date:

Place: Mumbai

Signature of the shareholder)
(*as per Company records)

Information as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 for appointment/ re-appointment of Directors is as below:

Name of the Director	Azharuddin Rabbani Mulla
DIN	08046769
Date of Birth	01/06/1986
Date of Appointment	01/11/2021
DIN	08046769
PAN	AOOPM9175J
Category	Managing Director
Qualification	Graduate
Nature of expertise in specific functional areas and Experience	Expertise in HR and administration
Number of shares held in the Company	50,000
Remuneration to be paid	NIL
Directorship held in other Companies	1. Innovatus Entertainment Networks Limited 2. Miniboss Consultancy Private Limited
Memberships/ Chairmanships of Committees of other Companies	NIL
Relationships between Directors inter-se	NIL

ROAD MAP FOR VENUE OF THE ANNUAL GENERAL MEETING

VENUE OF AGM

Office No. 302, 3rd Floor, Kuber Complex, Opp. Laxmi Industrial Estate, New Link Road, Andheri (W)
Mumbai - 400053

