



MAC Corporate House, First Floor, Behind Hotel Miramar, Nomoxim, P.O. Caranzalem 403002 Goa.  
Tel.: 0832 2464299 Email: mac.hotels.limited@gmail.com Website : www.machotels.net  
**CIN: L55101GA1990PLC001100**

**Date: 08.08.2024**

To,  
The Listing Compliance  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

**Ref. BSE Scrip Code: 541973**

**Sub: Extra Ordinary General Meeting - Notice of EGM**

Dear Sir/Madam,

This is to inform that the Extra Ordinary General Meeting (“EGM”) of the company will be held on Friday, 30th August, 2024 at 3:30 p.m. (IST), at the registered office of the company situated at First Floor Beach Plaza (Annexee) Nomxin Caranzalem, Ilhas Goa, Panaji, Goa, India, 403001.

The Notice of EGM is also uploaded on the Company’s website [www.machotels.net](http://www.machotels.net)

Kindly take same on your records.

Thanking You,

**FOR MAC HOTELS LIMITED**

---

**EDGAR M R COTTA**  
**Managing Director**  
**DIN: 00124357**

Encl: As above



MAC Corporate House, First Floor, Behind Hotel Miramar, Nomoxim, P.O. Caranzalem 403002 Goa.  
Tel.: 0832 2464299 Email: mac.hotels.limited@gmail.com Website : www.machotels.net  
CIN: L55101GA1990PLC001100

## NOTICE TO SHAREHOLDERS

Notice is hereby given that the Extra Ordinary General Meeting of the members for FY 2024-25 of MAC Hotels Limited (“the Company”), will be held on Friday, 30<sup>th</sup> August, 2024 at 3:30 p.m. (IST), at the registered office of the company situated at First Floor Beach Plaza (Annexee) Nomxin Caranzalem, Ilhas Goa, Panaji, Goa, India, 403001 to transact the following businesses:

### SPECIAL BUSINESS:

#### ITEM NO. 1 – INCREASE OF AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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 Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed there under, (including any statutory amendment(s) or modification(s) thereto or substitution (s) or re-enactment(s) made thereof for the time being in force) and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 3,10,00,000/- (Rupees Three Crores Ten Lakhs only) divided into 31,00,000 (Thirty One Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 9,00,00,000/- (Rupees Nine Crore only) divided into 90,00,000 (Ninety Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each by creating additional 59,00,000 (Fifty Nine Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking pari passu in all respect with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT**, the Capital Clause of the Memorandum of Association of the Company accordingly be and is hereby substituted with the following Clause V:

***V. The Authorised Share Capital of the Company is Rs. 9,00,00,000/- (Rupees Nine Crore only) divided into 90,00,000 (Ninety Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each.***

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**ITEM NO. 2 – APPROVE THE MATERIAL RELATED PARTY TRANSACTION(S) PROPOSED TO BE ENTERED INTO BY THE COMPANY:**

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 applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and Company’s policy on Related Party Transaction and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and/or carrying out and/or contracts/ arrangements / transactions or modification(s) of arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with related parties, with whatever nature including financial or non financial transaction(s) during the Financial Year 2024-25 as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the company may exceed the prescribed threshold as per the provisions of the SEBI Listing Regulations as applicable from time to time, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard.”

**ITEM NO. 3 – ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS**

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

**“RESOLVED THAT** pursuant to provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“SEBI (ICDR) Regulations, 2018”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (“Takeover Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and other applicable law including any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), the Ministry of Corporate Affairs, the stock exchange where the equity shares of the Company are listed (“Stock Exchange”), and or any other competent regulatory authority and in accordance with the uniform listing agreement entered into with the Stock Exchange and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not

limited to the Stock Exchange and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consents, permissions and sanctions and which terms 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(s) constituted / to be constituted by the Board or committee constituted/ to be constituted of management to exercise its powers including the powers conferred by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the Board be and is hereby authorized to create, issue, offer and allot by way of Preferential Allotment, (a) upto 31,85,712 (Thirty One Lakhs Eighty Five Thousand Seven Hundred Twelve) Equity Shares at the price of Rs. 42/- per share (Rupees Forty-Two Only) (Face Value of Rs. 10/- (Rupees Ten only) each plus a premium of Rs. 32/- (Rupees Thirty Two only) per share) to promoter and promoter group against the immovable assets from them; (b) upto 26,56,788 (Twenty-Six Lakhs Fifty-Six Thousand Seven hundred Eighty Eight) Equity Shares at the price of Rs. 42/- per share (Rupees Forty-Two Only) (Face Value of Rs. 10/- (Rupees Ten only) each plus a premium of Rs. 32/- (Rupees Thirty Two only) per share) to promoter, promoter group and Non-Promoter on cash basis, total aggregating to Rs. 24,53,85,000/- (Rupees Twenty-Four Crores Fifty Three Lakh Eighty Five Thousand Only), on preferential allotment basis in compliance with Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following persons/entities as mentioned below:

**(A): Details of Preferential Issue of upto 31,85,712 (Thirty One Lakhs Eighty Five Thousand Seven Hundred Twelve) Equity Shares at the price of Rs. 42/- per share (Rupees Forty-Two Only) (Face Value of Rs. 10/- (Rupees Ten only) each plus a premium of Rs. 32/- (Rupees Thirty Two only) per share) to promoter and promoter group against the immovable assets from them**

<b>Sr. No</b>	<b>Name of Proposed Allottee</b>	<b>No. of Equity Shares proposed to be allotted</b>	<b>Name of the Ultimate Beneficial Owner</b>
1.	Edgar M R Cotta	100000	Edgar M R Cotta
2.	Edwin Eustaquio Do Rosario Cotta	100000	Edwin Eustaquio Do Rosario Cotta
3.	Hotel Miramar Comfort Pvt Ltd	2857142	Edgar M R Cotta, Edwin Eustaquio Do Rosario Cotta, Skoda Tadeu do rosario Cotta, Alfredo Menon Cotta, Jose Schubert De Lourdes Cotta
4.	Mac Leisure Ventures Private Limited	64285	Alfredo Menon Cotta
5.	Jose Schubert De Lourdes Cotta	64285	Jose Schubert De Lourdes Cotta

**(B): Details of Preferential issue of upto 26,56,788 (Twenty-Six Lakhs Fifty-Six Thousand Seven hundred Eighty Eight) Equity Shares at the price of Rs. 42/- per share (Rupees Forty-Two Only) (Face Value of Rs. 10/- (Rupees Ten only) each plus a premium of Rs. 32/- (Rupees Thirty Two only) per share) to promoter, promoter group and Non-Promoter on cash basis**

<b>Sr. No</b>	<b>Name of Proposed Allottee</b>	<b>No. of Equity Shares proposed to be allotted</b>	<b>Name of the Ultimate Beneficial Owner</b>
1.	Kamal Joisher	220000	Kamal Joisher
2.	Haresh Joisher	222000	Haresh Joisher
3.	Varun Haresh Joisher	14000	Varun Haresh Joisher
4.	Abhishek Kamal Kishore Kabra	18000	Abhishek Kamal Kishore Kabra
5.	Gautam Jaigopal Kabra	18000	Gautam Jaigopal Kabra
6.	Vinil Kabra	24000	Vinil Kabra
7.	Gourav kabra	18000	Gourav Kabra
8.	Manish kamal kabra	18000	Manish kamal kabra
9.	Rajesh kabra	24000	Rajesh kabra
10.	Anjana soni thakur	50000	Anjana soni Thakur
11.	Heena Ullash Shah	22000	Heena Ullash Shah
12.	NG Family Trust	100500	Nitinbhai Govindbhai Patel Gitaben Nitinbhai Patel
13.	Bhavika Dhirajlal Chavda	116500	Bhavika Dhirajlal Chavda
14.	Chandrashekhar Maruti Gaonkar	25500	Chandrashekhar Maruti Gaonkar
15.	Gangvani Girdhar Ashumal Huf	116500	Girdharbhai Ashumalbhai Gangwani
16.	Karan Munesh Jalota	55500	Karan Munesh Jalota
17.	Prafulla Rajendra Shah	10500	Prafulla Rajendra Shah
18.	Sulaja Chandrashekhar Gaonkar	25500	Sulaja Chandrashekhar Gaonkar
19.	Sunita Dinesh Jalota	25500	Sunita Dinesh Jalota
20.	Geeta Rajeev Chopra	10500	Geeta Rajeev Chopra
21.	Karim Ramjan Minsariya	116500	Karim Ramjan Minsariya
22.	Joaquim Fernandes	150000	Joaquim Fernandes
23.	Jose Schubert De Lourdes Cotta	105715	Jose Schubert De Lourdes Cotta
24.	Edgar M R Cotta	70000	Edgar M R Cotta
25.	Edwin Eustaquio Do Rosario Cotta	70000	Edwin Eustaquio Do Rosario Cotta
26.	Hotel Miramar Comfort Pvt Ltd	580358	Edgar M R Cotta, Edwin Eustaquio Do Rosario Cotta, Skoda Tadeu do rosario Cotta, Alfredo Menon Cotta, Jose Schubert De Lourdes Cotta
27.	Alfredo Menon Cotta	105715	Alfredo Menon Cotta
28.	Skoda Tadeu do rosario Cotta	170000	Skoda Tadeu do rosario Cotta
29.	Liesl Maria De Sousa	77000	Liesl Maria De Sousa
30.	Deanna Maria Servula Cotta Desa	77000	Deanna Maria Servula Cotta Desa

**RESOLVED FURTHER THAT:**

- I. The Relevant Date for pricing the issue of Equity Shares in accordance with Regulation 161 of SEBI (ICDR) Regulations, 2018 (as amended) should be fixed as

Wednesday, 31st July 2024, to consider the proposed preferential issue of Equity Shares.

- II. The Equity Shares as may be offered, issued, and allotted in accordance with the terms of this resolution, shall be in dematerialized form.
- III. The Equity Shares to be allotted shall rank pari passu in all respects with the existing Equity Shares of the Company, including dividend.
- IV. The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this special resolution provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission, as the case may be in compliance with Regulation 170 of the SEBI (ICDR) Regulations, 2018.

**RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted shall be subject to lock in for such periods as prescribed in Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

**RESOLVED FURTHER THAT** the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions and size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority, if any, may impose at the time of their approval as agreed by the Board.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Equity Shares of the Company as it may in its absolute discretion deem fit and proper.

**RESOLVED FURTHER THAT** any of the Director / KMP be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Registrar of Companies, Stock Exchanges, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

**BY THE ORDER OF THE BOARD OF DIRECTORS  
FOR MAC HOTELS LIMITED**

**Sd/-**

**EDGAR MAXIMIANO DO ROSARIO COTTA  
MANAGING DIRECTOR**

**DIN: 00124357**

**Registered Office:**

FIRST FLOOR BEACH PLAZA(ANNEXEE)  
NOMXIN CARANZALEM,  
ILHAS GOA, PANAJI,  
GOA, INDIA, 403001

Date: 05 August, 2024

Place: Goa

## Notes:

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013, is annexed herewith and forms part of the Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. Corporate members intending to send their Authorised Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
4. Members are requested to bring their dully filled attendance slip at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days during business hours (10.00 a.m. to 05.00 p.m.) up to the date of the Meeting.
7. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Bigshare Services Pvt. Ltd (RTA), to provide efficient and better services.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
9. Non-Resident Indian Members are requested to inform RTA immediately of: a. Change in their residential status on return to India for permanent settlement. b.



Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

10. To support the 'Green Initiative' members who have not registered their e-mail addresses so far are requested to register their e-mail address with RTA /Depository Participants for receiving all communication including annual report, notices, circulars, etc. from the company electronically. Electronic copy of the Notice of the General Meeting of the Company inter-alia indicating the manner of voting along with Attendance Slip, Proxy Form is being sent to all the members whose email Ids are registered with the Company/ Depository Participant(s) for communication purposes. The Notice of this General Meeting will also be available on the Company's website [www.machotels.net](http://www.machotels.net) under Investor Tab.
11. Members desirous of obtaining any information of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the General Meeting so that the information required may be made available at the General Meeting.
12. With reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB as per SEBI (ICDR) Regulations, 2009 are exempted from e-voting facility to its shareholders.
13. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date i.e. 23rd August, 2024, only shall be entitled to avail facility of voting at the venue of meeting. A person who is not a member as on the cut off date should treat this notice for information only.
14. Any person, who acquires shares of the company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote as provided in the Notice conveying the Meeting, which is available on the website of the Company.
15. The board of directors has appointed Krushang Shah, Company Secretary, to act as Scrutinizer for the extra ordinary general meeting. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the meeting shall be announced by the Chairman or any other person authorized by him immediately after the results are declared. The results declared along with the Scrutinizer's report, will be posted on the website of the Company [www.machotels.net](http://www.machotels.net) under Investor Tab and will be displayed on the Notice Board of the Company at its Registered Office immediately after the declaration of the results by the Chairman or any other person authorized by him and communicated to the Stock Exchanges.
16. Members are requested to bring their copy of the attendance slips duly filled in for attending the meeting.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act"), given hereunder sets out all material facts relating to the special business mentioned at the said Item of the accompanying Notice dated 5<sup>th</sup> August, 2024.

### **ITEM NO. 1**

Considering the overall business growth, future expansion and the operational needs of the Company, the Company needs to raise funds for its operations by means of equity. It is proposed to increase the Authorised Share Capital as per applicable provisions of the Companies Act, 2013.

The present Authorized Share Capital stands at Rs. 3,10,00,000/- Crores only and it is proposed to increase the Authorized Share Capital from Rs. 3,10,00,000/- (Rupees Three Crores Ten Lakhs only) divided into 31,00,000 (Thirty One Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 9,00,00,000/- (Rupees Nine Crore only) divided into 90,00,000 (Ninety Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each by creating additional 59,00,000 (Fifty Nine Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each.

Pursuant to Section 61 of the Companies Act, 2013 increase of authorised share capital requires the approval of the members by way of Special resolution. Further, the alteration of Authorised Share capital requires modification of capital clause of Memorandum of Association of the Company.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice.

The board recommends the said resolution No. 1 to be passed as a special resolution.

None of the directors, managers, key managerial personnel, and relatives of the directors, managers, key managerial personnel is interested or concerned either directly or indirectly in the above resolution except to the extent of their shareholding in the Company.

### **ITEM NO. 2**

The Company is proposing to enter into certain transactions with related parties as described in this explanatory statement during Financial Year 2024-2025. All transactions to be entered into by the Company with related parties are in the ordinary course of business and are at arm's length basis and necessary approvals as required in compliance of the provisions under the Act/ SEBI LODR, 2015 have already been obtained from the Audit Committee/Board.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as "the Listing Regulations"), all Related Party Transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the Members of the Company through a resolution and all related parties shall abstain from voting on such resolution.

It may be noted that as per the definition provided in the explanation to Regulation 23 (1) of SEBI LODR, 2015, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.1,000 Crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Members may importantly note that the Company has subject to approval of Members, proposed to issue of shares by way of Preferential Allotment to promoter and promoter group and public. Some Member of promoter and promoter group as defined below offered certain immovable assets which are useful to the business of the company and necessary for profitable business. The Company has obtained valuation report from the Registered Valuer for the price of the Property. The same is also available on website of the Company i.e. [www.machotels.net](http://www.machotels.net) under Investor Tab.

The following arrangements/transactions/ contracts which may be entered into by the Company with its related parties, from time to time, defined below are estimated to exceeds the threshold limit as prescribed in the SEBI Regulations and therefore it is consider as material related party transactions. Accordingly, it requires approval of the Company by way of passing of an Special Resolution.

#### Details of Proposed Related Party Transaction

Name of Relative Party	Description of Relationship	Amount of Transaction proposed
Edwin Eustaquio Do Rosario Cotta	KMP	42,00,000 /-
Hotel Miramar Comfort Pvt Ltd	Entity controlled by Mr. Edgar Cotta and Mr. Edwin Cotta	12,00,00,000 /-
Jose Schubert De Lourdes Cotta & Mecxy Cotta	Relative of Director Namely Mr. Edgar Cotta and Mr. Edwin Cotta	27,00,000 /-
Mac Leisure Ventures Private Limited	Entity Controlled by Relative of Mr. Edgar Cotta and Mr. Edwin Cotta	27,00,000 /-
Edgar M R Cotta	KMP	42,00,000 /-

The above transaction shall be in the ordinary course of business and on the arm's length price basis.

Further, in terms of applicable SEBI Circulars the members are requested to take note of the following:

Sr. No.	Particulars	Details
1	A summary of the information provided by the management to the Audit Committee	The details of the proposed transactions as detailed above which includes the nature, terms and proposed limits etc. were placed to the Audit Committee.
2	Justification for why the proposed transactions is in the interest of the Company	Arrangement is commercially beneficial.
3	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will	Not Applicable

	be made available through the registered email address of the shareholders	
5	Any other information that may be relevant	Not Applicable

The Board of Directors believes that the proposed transaction is in the best interest of the Company and its members and, therefore, recommends the resolution at Item No. 2 of the accompanying Notice for approval by the members of the Company as a Special Resolution.

Except Directors, Key Managerial Personnel forms part of promoters and promoter group, None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this resolution as set out at Item No. 2 of this notice except and to the extent of their shareholding in the Company.

The documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

### ITEM NO. 3

The Board of Directors of the Company ("Board") at its meeting held on August 5, 2024, subject to the approval of the members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, have decided/approved the proposal for raising of fund by issuance (a) upto 31,85,712 (Thirty One Lakhs Eighty Five Thousand Seven Hundred Twelve) Equity to promoter and promoter group against the immovable property from them; (b) upto 26,56,788 (Twenty Six Lakhs Fifty Six Thousand Seven hundred Eighty Eight) Equity Shares to Promoter and Promoter Group and Non-Promoters, on cash basis, on preferential allotment basis in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

In terms of Section 62(1)(c) read with Sections 42 of the Companies Act, 2013 and rules made thereunder ("Act"), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the shareholders of the Company by way of a special resolution.

Accordingly, consent of the members is being sought in terms of Section 42 & 62 of the Companies Act 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

The details of the issue and other particulars as required in terms of the Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolution are given as under.

#### 1. List of Allottees for Preferential Allotment of Equity Shares:

**(A): Details of Preferential Issue of upto 31,85,712 (Thirty One Lakhs Eighty Five Thousand Seven Hundred Twelve) Equity Shares at the price of Rs. 42/- per share (Rupees Forty-Two Only) (Face Value of Rs. 10/- (Rupees Ten only) each plus a premium of Rs. 32/- (Rupees Thirty Two only) per share) to promoter and promoter group against the immovable assets from them**

<b>Sr. No</b>	<b>Name of Proposed Allottee</b>	<b>No. of Equity Shares proposed to be allotted</b>	<b>Name of the Ultimate Beneficial Owner</b>
1.	Edgar M R Cotta	100000	Edgar M R Cotta
2.	Edwin Eustaquio Do Rosario Cotta	100000	Edwin Eustaquio Do Rosario Cotta
3.	Hotel Miramar Comfort Pvt Ltd	2857142	Edgar M R Cotta, Edwin Eustaquio Do Rosario Cotta, Skoda Tadeu do rosario Cotta, Alfredo Menon Cotta, Jose Schubert De Lourdes Cotta
4.	Mac Leisure Ventures Private Limited	64285	Alfredo Menon Cotta
5.	Jose Schubert De Lourdes Cotta	64285	Jose Schubert De Lourdes Cotta

**(B): Details of Preferential issue of upto 26,56,788 (Twenty-Six Lakhs Fifty-Six Thousand Seven hundred Eighty Eight) Equity Shares at the price of Rs. 42/- per share (Rupees Forty-Two Only) (Face Value of Rs. 10/- (Rupees Ten only) each plus a premium of Rs. 32/- (Rupees Thirty Two only) per share) to promoter, promoter group and Non-Promoter on cash basis**

<b>Sr. No</b>	<b>Name of Proposed Allottee</b>	<b>No. of Equity Shares proposed to be allotted</b>	<b>Name of the Ultimate Beneficial Owner</b>
1.	Kamal Joisher	220000	Kamal Joisher
2.	Haresh Joisher	222000	Haresh Joisher
3.	Varun Haresh Joisher	14000	Varun Haresh Joisher
4.	Abhishek Kamal Kishore Kabra	18000	Abhishek Kamal Kishore Kabra
5.	Gautam Jaigopal Kabra	18000	Gautam Jaigopal Kabra
6.	Vinil Kabra	24000	Vinil Kabra
7.	Gourav kabra	18000	Gourav Kabra
8.	Manish kamal kabra	18000	Manish kamal kabra
9.	Rajesh kabra	24000	Rajesh kabra
10.	Anjana soni thakur	50000	Anjana soni Thakur
11.	Heena Ullash Shah	22000	Heena Ullash Shah
12.	NG Family Trust	100500	Nitinbhai Govindbhai Patel  Gitaben Nitinbhai Patel
13.	Bhavika Dhirajlal Chavda	116500	Bhavika Dhirajlal Chavda
14.	Chandrashekhar Maruti Gaonkar	25500	Chandrashekhar Maruti Gaonkar
15.	Gangvani Girdhar Ashumal Huf	116500	Girdharbhai Ashumalbhai Gangwani
16.	Karan Munesh Jalota	55500	Karan Munesh Jalota
17.	Prafulla Rajendra Shah	10500	Prafulla Rajendra Shah
18.	Sulaja Chandrashekhar Gaonkar	25500	Sulaja Chandrashekhar Gaonkar
19.	Sunita Dinesh Jalota	25500	Sunita Dinesh Jalota
20.	Geeta Rajeev Chopra	10500	Geeta Rajeev Chopra
21.	Karim Ramjan Minsariya	116500	Karim Ramjan Minsariya

<b>Sr. No</b>	<b>Name of Proposed Allottee</b>	<b>No. of Equity Shares proposed to be allotted</b>	<b>Name of the Ultimate Beneficial Owner</b>
22.	Joaquim Fernandes	150000	Joaquim Fernandes
23.	Jose Schubert De Lourdes Cotta	105715	Jose Schubert De Lourdes Cotta
24.	Edgar M R Cotta	70000	Edgar M R Cotta
25.	Edwin Eustaquio Do Rosario Cotta	70000	Edwin Eustaquio Do Rosario Cotta
26.	Hotel Miramar Comfort Pvt Ltd	580358	Edgar M R Cotta, Edwin Eustaquio Do Rosario Cotta, Skoda Tadeu do rosario Cotta, Alfredo Menon Cotta, Jose Schubert De Lourdes Cotta
27.	Alfredo Menon Cotta	105715	Alfredo Menon Cotta
28.	Skoda Tadeu do rosario Cotta	170000	Skoda Tadeu do rosario Cotta
29.	Liesl Maria De Sousa	77000	Liesl Maria De Sousa
30.	Deanna Maria Servula Cotta Desa	77000	Deanna Maria Servula Cotta Desa

**2. Objects of the Issue:**

The Company shall utilize the proceeds from the preferential issue of the Equity Shares to finance working capital requirements of the Company, Renovation of the Company's Properties, Repayment of Debts, Purchase of immovable properties, Expansion of Business and General Corporate purpose.

**3. Maximum number of specified securities to be issued and price of the securities:**

The resolution set out in the accompanying notice authorizes the Board to issue (a) 31,85,712 (Thirty One Lakhs Eighty Five Thousand Seven Hundred Twelve) to promoter and promoter group against the immovable properties; (b) 26,56,788 (Twenty Six Lakhs Fifty Six Thousand Seven hundred Eighty Eight) to Promoter and Promoter Group and Non-Promoters on a cash basis, in total 58,42,500 Equity Shares at the Price of Rs. 42/- per shares (Face Value of Rs. 10/- each and Rs. 32/- securities Premium per share), total aggregating to Rs. 24,53,85,000/- (Rupees Twenty-Four Crores Fifty Three Lakh Eighty Five Thousand Only).

**4. Pricing and / or Basis on which the price has been arrived at and justification for the price (including premium, if any)**

The equity shares of the company are listed on stock exchange (BSE Limited) and are frequently traded in accordance with regulation 164 of the ICDR Regulations. The floor price of Rs.42/- is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of warrant and it is higher of the following:

- 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs. 39.80/- per Share
- 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs. 39.94/- per Share
- **Report of independent registered valuer:** Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, the price of Rs. 39.94/- of the Equity Shares to be issued and allotted to the proposed allottees has been

determined taking into account the valuation report dated 7<sup>th</sup> August, 2024 issued by Mr. Manish Santosh Buchasia, Registered Valuer (IBBI Registration No. IBBI/RV/03/2019/12235), in accordance with Regulation 166A of the ICDR Regulations ("Valuation Report"). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link: [www.machotels.net](http://www.machotels.net) under Investor Tab.

Further the Company has obtained valuation Report dated 5<sup>th</sup> August, 2024 from Registered Valuer Namely Vaibhav Jadav (From Vedika Associates), Registered Valuer (IBBI Registration No. IBBI/RV/02/2019/12420), for the arriving of fair market value of Property for share allotment consideration other than Cash. The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link: [www.machotels.net](http://www.machotels.net) under Investor Tab.

The Board proposes to issue Equity Shares at a price of Rs. 42/- (Rupees Forty Two Only) per Equity Share, which is not less than the floor price determined in accordance with SEBI ICDR Regulations. The Board found it justified considering current scenario of the Company etc.

**Method of determination of price as per the Articles of Association of the company: –**  
Not applicable as the Articles of Association of the company is silent on the determination of a floor price / minimum price of the equity shares and convertible warrants into equity shares issued on preferential basis.

The Articles of Association of the issuer do not provide a specific method of determination floor price so the price calculated under relevant Regulation of the Securities and Exchange Board of India ("Issue of Capital and Disclosure Requirements") Regulations, 2018 shall be considered as the issue price for equity shares to be allotted pursuant to the preferential issue.

- 5. Relevant date with reference to which the price has been arrived at:**  
The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Equity Shares with reference to the proposed allotment is 31st July, 2024.
- 6. The class or classes of persons to whom the allotment is proposed to be made:**  
The proposed preferential allotment of Equity Shares is made to Individuals, Company, Trust and HUFs belonging to Promoter, Promoter Group and Non Promoters category.
- 7. Intention of promoters, directors or key managerial personnel (KMP) or senior management of the issuer to subscribe to the offer:**  
Promoter and Promoter Group including Mr. Edwin E R Cotta and Mr. Edgar Maximiano Do Rosario Cotta who are also Director and KMP, No other existing directors, key managerial personnel or senior management of the Company have shown their intention to subscribe to proposed Preferential Issue of Equity Shares.
- 8. The change in control if any in the company that would occur consequent to the preferential offer;**  
The proposed Preferential Allotment of Equity Shares will not result in any change in the management and control of the Company.
- 9. Time frame within which the preferential allotment shall be completed:**  
As required under the Regulation 170 of SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Equity Shares within a period of 15 days from the date of passing of this Special Resolution by the shareholders in Extra Ordinary General Meeting, provided that where any approval or permission by any regulatory authority or the Central

Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission.

**10. Shareholding pattern before and after Preferential Issue would be as follows:**

Please refer Annexure - A to this notice for details.

**11. Consequential Changes in the Voting Rights:**

Voting rights will change according to the change in the shareholding pattern mentioned above.

**12. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control if any in the issuer consequent to the preferential issues:**

The Equity Shares are proposed to be allotted to persons belonging to the Promoter and Promoter Group and Non promoters of the Company. No change in control or management of the Company is contemplated consequent to the proposed preferential issue. The pre and post issue holding of the proposed allottees are as under:

Name of the Proposed Allottee	Category	Present pre-issue Shareholding		Post issue shareholding*		Ultimate beneficial owners	Change in control, if any
		Pre-issue Holding	% of total equity capital	Post-issue Holding	% of total equity capital		
Kamal Joisher	Non-Promoter	0	0	220000	2.49	Kamal Joisher	No Change
Haresh Joisher	Non-Promoter	0	0	222000	2.51	Haresh Joisher	No Change
Varun Haresh Joisher	Non-Promoter	3000	0.1	17000	0.19	Varun Haresh Joisher	No Change
Abhishek Kamal Kishore Kabra	Non-Promoter	0	0	18000	0.20	Abhishek Kamal Kishore Kabra	No Change
Gautam Jaigopal Kabra	Non-Promoter	0	0	18000	0.20	Gautam Jaigopal Kabra	No Change
Vinil Kabra	Non-Promoter	0	0	24000	0.27	Vinil Kabra	No Change
Gourav kabra	Non-Promoter	0	0	18000	0.20	Gourav Kabra	No Change
Manish kamal kabra	Non-Promoter	0	0	18000	0.20	Manish kamal kabra	No Change
Rajesh kabra	Non-Promoter	0	0	24000	0.27	Rajesh kabra	No Change
Anjana soni thakur	Non-Promoter	0	0	50000	0.57	Anjana soni Thakur	No Change
Heena Ullash Shah	Non-	0	0	22000	0.25	Heena	No



	Promoter					Ullash Shah	Change
NG Family Trust	Non-Promoter	0	0	100500	1.14	Nitinbhai Govindbhai Patel Gitaben Nitinbhai Patel	No Change
Bhavika Dhirajlal Chavda	Non-Promoter	0	0	116500	1.32	Bhavika Dhirajlal Chavda	No Change
Chandrashekhar Maruti Gaonkar	Non-Promoter	0	0	25500	0.29	Chandrash ekhar Maruti Gaonkar	No Change
Gangvani Girdhar Ashumal Huf	Non-Promoter	0	0	116500	1.32	Girdharbhai Ashumalbh ai Gangwani	No Change
Karan Munesh Jalota	Non-Promoter	3000	0.1	58500	0.66	Karan Munesh Jalota	No Change
Prafulla Rajendra Shah	Non-Promoter	0	0	10500	0.12	Prafulla Rajendra Shah	No Change
Sulaja Chandrashekhar Gaonkar	Non-Promoter	0	0	25500	0.29	Sulaja Chandrash ekhar Gaonkar	No Change
Sunita Dinesh Jalota	Non-Promoter	0	0	25500	0.29	Sunita Dinesh Jalota	No Change
Geeta Rajeev Chopra	Non-Promoter	0	0	10500	0.12	Geeta Rajeev Chopra	No Change
Karim Ramjan Minsariya	Non-Promoter	0	0	116500	1.32	Karim Ramjan Minsariya	No Change
Joaquim Fernandes	Non-Promoter	66000	2.2	216000	2.44	Joaquim Fernandes	No Change
Jose Schubert De Lourdes Cotta	Promoter / Promoter Group	70000	2.33	240000	2.71	Jose Schubert De Lourdes Cotta	No Change
Edgar M R Cotta	Promoter / Promoter Group	70000	2.33	240000	2.71	Edgar M R Cotta	No Change
Edwin Eustaquio Do Rosario Cotta	Promoter / Promoter Group	70000	2.33	240000	2.71	Edwin Eustaquio Do Rosario Cotta	No Change
Hotel Miramar Comfort Pvt Ltd	Promoter / Promoter Group	1838000	61.27	5275500	59.66	Edgar M R Cotta, Edwin Eustaquio	No Change

						Do Rosario Cotta, Skoda Tadeu do rosario Cotta, Alfredo Menon Cotta, Jose Schubert De Lourdes Cotta	
Mac Leisure Ventures Private Limited	Promoter / Promoter Group	0	0	64285	0.73	Alfredo Menon Cotta	No Change
Alfredo Menon Cotta	Promoter / Promoter Group	70000	2.33	175715	1.99	Alfredo Menon Cotta	No Change
Skoda Tadeu do rosario Cotta	Promoter / Promoter Group	70000	2.33	240000	2.71	Skoda Tadeu do rosario Cotta	No Change
Liesl Maria De Sousa	Promoter / Promoter Group	1000	0.03	78000	0.88	Liesl Maria De Sousa	No Change
Deanna Maria Servula Cotta Desa	Promoter / Promoter Group	1000	0.03	78000	0.88	Deanna Maria Servula Cotta Desa	No Change

\*Assuming full Allotment.

**13. The Current and Proposed status of the allottees post the preferential issue namely, promoter or non-promoter:**

Sr. No	Name of the Proposed Allottees	Current status of the allottees namely promoter or non promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1.	Kamal Joisher	Not Applicable	Non Promoter
2.	Haresh Joisher	Not Applicable	Non Promoter
3.	Varun Haresh Joisher	Non Promoter	Non Promoter
4.	Abhishek Kamal Kishore Kabra	Not Applicable	Non Promoter
5.	Gautam Jaigopal Kabra	Not Applicable	Non Promoter
6.	Vinil Kabra	Not Applicable	Non Promoter
7.	Gourav kabra	Not Applicable	Non Promoter
8.	Manish kamal kabra	Not Applicable	Non Promoter
9.	Rajesh kabra	Not Applicable	Non Promoter
10.	Anjana soni thakur	Not Applicable	Non Promoter
11.	Heena Ullash Shah	Not Applicable	Non Promoter
12.	NG Family Trust	Not Applicable	Non Promoter
13.	Bhavika Dhirajjal Chavda	Not Applicable	Non Promoter

14.	Chandrashekhar Maruti Gaonkar	Not Applicable	Non Promoter
15.	Gangvani Girdhar Ashumal Huf	Not Applicable	Non Promoter
16.	Karan Munesh Jalota	Non Promoter	Non Promoter
17.	Prafulla Rajendra Shah	Not Applicable	Non Promoter
18.	Sulaja Chandrashekhar Gaonkar	Not Applicable	Non Promoter
19.	Sunita Dinesh Jalota	Not Applicable	Non Promoter
20.	Geeta Rajeev Chopra	Not Applicable	Non Promoter
21.	Karim Ramjan Minsariya	Not Applicable	Non Promoter
22.	Joaquim Fernandes	Non Promoter	Non Promoter
23.	Jose Schubert De Lourdes Cotta	Promoter / Promoter Group	Promoter / Promoter Group
24.	Edgar M R Cotta	Promoter / Promoter Group	Promoter / Promoter Group
25.	Edwin Eustaquio Do Rosario Cotta	Promoter / Promoter Group	Promoter / Promoter Group
26.	Hotel Miramar Comfort Pvt Ltd	Promoter / Promoter Group	Promoter / Promoter Group
27.	Mac Leisure Ventures Private Limited	Promoter / Promoter Group	Promoter / Promoter Group
28.	Alfredo Menon Cotta	Promoter / Promoter Group	Promoter / Promoter Group
29.	Skoda Tadeu do rosario Cotta	Promoter / Promoter Group	Promoter / Promoter Group
30.	Liesl Maria De Sousa	Promoter / Promoter Group	Promoter / Promoter Group
31.	Deanna Maria Servula Cotta Desa	Promoter / Promoter Group	Promoter / Promoter Group

**14. The number of persons to whom allotment through preferential issue have already been made during the year in terms of number of securities as well as price:**

No preferential allotment has been made to any person during the year during financial year.

**15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer:**

The Company will purchase the Immovable property from the proposed allottees for consideration other than Cash. The proposed arrangement is commercially beneficial to the Company as the properties are in ready to use. Further, the Company has obtained valuation Report dated 5<sup>th</sup> August, 2024 from Registered Valuer Namely Vaibhav Jadav (From Vedika Associates), Registered Valuer (IBBI Registration No. IBBI/RV/02/2019/12420), for the arriving of fair market value of Property for share allotment consideration other than Cash. The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link: [www.machotels.net](http://www.machotels.net) under Investor Tab.

**16. Undertakings:**

- I. The Issuer Company undertakes that they shall recompute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.
- II. 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 specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

**17. Disclosure as specified under Regulation 163(1)(i) of SEBI(ICDR) Regulations 2018**

Disclosure is not applicable in the present case as neither the company nor its promoters/ directors are willful defaulters or fraudulent borrower.

**18. Name and the address of Valuer who performed valuation**

The valuation was performed by Mr. Manish Santosh Buchasia, Registered Valuer (IBBI Registration No. IBBI/RV/03/2019/12235) having his office at 306, "GALA MART" Nr SOBO CENTRE, SOUTH BOPAL, Ahmedabad -380058, Gujarat.

The valuation was performed by Mr. Vaibhav Jadav (From Vedika Associates), Registered Valuer (IBBI Registration No. IBBI/RV/02/2019/12420) having his office at A/4/1, 2<sup>nd</sup> Floor, Sardar Patel Mall, Nr. Daimond Mill, Nr. Thakkarnagar Bridge, Nikol Road, Ahmedabad.

**19. Company Secretary's Certificate**

The certificate from M/s. Krushang Shah & Associates, Practicing Company Secretary (ICSI Membership No.: 42187 CP No: 26085) certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link [www.machotels.net](http://www.machotels.net) under Investor Tab.

**20. Lock-in period**

The aforesaid allotment of Equity Shares on a preferential basis shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended. The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in as per Regulation 167 (6) of Chapter V of the SEBI (ICDR) Regulations, 2018.

**21. Material Terms of Issue of Equity Shares**

Issue and allotment of (a) upto 31,85,712 (Thirty One Lakhs Eighty Five Thousand Seven Hundred Twelve) Equity to promoter and promoter group against the immovable property from them; (b) upto 26,56,788 (Twenty Six Lakhs Fifty Six Thousand Seven hundred Eighty Eight) Equity Shares to Promoter and Promoter Group and Non-Promoters, on cash basis. The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

**22. Disclosure pursuant to the provisions of Schedule VI of SEBI (ICDR) Regulations 2018:**

It is hereby declared that neither the Company nor its promoters and directors are willful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and none of its directors or Promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.

**23. Particulars of the offer, Kinds of Securities Offered, Price of the Securities Offered including date of passing of Board resolution:**

Issue of (a) upto 31,85,712 (Thirty One Lakhs Eighty Five Thousand Seven Hundred Twelve) Equity Shares at the price of Rs. 42/- per share (Rupees Forty-Two Only) (Face Value of Rs. 10/- (Rupees Ten only) each plus a premium of Rs. 32/- (Rupees Thirty Two only) per share) to promoter and promoter group against the immovable assets from them; (b) upto 26,56,788 (Twenty-Six Lakhs Fifty-Six Thousand Seven hundred Eighty Eight) Equity Shares at the price of Rs. 42/- per share (Rupees Forty-Two Only) (Face Value of Rs. 10/- (Rupees Ten only) each plus a premium of Rs. 32/- (Rupees Thirty Two only) per share) to promoter, promoter group and Non-Promoter on cash basis, total aggregating to Rs. 24,53,85,000/- (Rupees Twenty-Four Crores Fifty Three Lakh Eighty Five Thousand Only). Date of passing Board Resolution for aforesaid Preferential Issue is 5<sup>th</sup> August, 2024.

**24. Amount which the company intends to raise by way of such securities:**

The Company intends to raise total aggregating to Rs. 24,53,85,000/- by way of Preferential Issue of 31,85,712 Equity Shares against immovable assets and Issue of 26,56,788 against cash consideration.

**25. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:**

Except intent to subscribe Equity shares, no other contribution is being made by the existing promoters or directors either as part of the offer or separately in furtherance of objects.

**26. Principle terms of assets charged as securities:**

Not Applicable

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, the approval of the members for issue of equity shares to the Investor is being sought by way of a special resolution as set out in the said item no. 3 of the Notice.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members and, therefore, recommends the resolution at Item No.3 of the accompanying Notice for approval by the members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives there of are in any way financially or otherwise concerned or interested in the passing of this special resolution as set out at Item No. 3 of this notice except and to the extent of their shareholding in the Company and number of shares proposed to be subscribe in present Issue.

The documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

**BY THE ORDER OF THE BOARD OF DIRECTORS  
FOR MAC HOTELS LIMITED**

**Sd/-  
EDGAR MAXIMIANO DO ROSARIO COTTA  
MANAGING DIRECTOR  
DIN: 00124357**

**Registered Office:**

FIRST FLOOR BEACH PLAZA(ANNEXEE)  
NOMXIN CARANZALEM,  
ILHAS GOA, PANAJI,  
GOA, INDIA, 403001

Date: 05 August, 2024

Place: Goa

**Annexure - A - Pre and Post Preferential Issue Shareholding Pattern of the Company**

Sr. No.	Category of Shareholder(s)	Pre-Issue (As on 02.08.2024)		Post-Issue (Assuming full Allotment)	
		No. of Shares held	% of share holding	No. of Shares held	% of share holding
<b>A</b>	<b>Promoters &amp; Promoter Group Holding</b>				
<b>A1</b>	<b>Indian</b>				
	Individuals/Hindu undivided Family	352000	11.73	1291715	14.61
	Bodies Corporate	1838000	61.27	5339785	60.39
	Sub Total A1	2190000	73.00	6631500	75.00
<b>A2</b>	<b>Foreign</b>				
	Individuals/Hindu undivided Family	-	-	-	
	Bodies Corporate	-	-	-	
	Sub Total A	-	-	-	
	<b>Total Promoters &amp; Promoter Group Holding A1 + A2</b>	<b>2190000</b>	<b>73.00</b>	<b>6631500</b>	<b>75.00</b>
<b>B</b>	<b>Public shareholders</b>				
<b>B1</b>	<b>Institutions</b>	-	-	-	-
<b>B2</b>	<b>Institutions (Domestic)</b>	-	-	-	-
<b>B3</b>	<b>Institutions (Foreign)</b>	-	-	-	-
<b>B4</b>	<b>Central Government/ State Government(s)/ President of India</b>	-	-	-	-
<b>B5</b>	<b>Non-Institutions</b>				
	Resident Individuals	654000	21.80	1838000	20.78
	Non Resident Indians (NRIs)	-	-	-	-
	Bodies Corporate	15000	0.50	15000	0.17
	HUF	141000	4.70	257500	2.91
	Trust	-	-	100500	1.14
	<b>Total Public Holding B1+B2+B3+B4+B5</b>	<b>810000</b>	<b>27.00</b>	<b>2211000</b>	<b>25.00</b>
<b>C</b>	<b>Shares held by custodians</b>	-	-	-	-
	<b>Grand Total A + B + C</b>	<b>3000000</b>	<b>100.00</b>	<b>8842500</b>	<b>100</b>



MAC Corporate House, First Floor, Behind Hotel Miramar, Nomoxim, P.O. Caranzalem 403002 Goa.  
Tel.: 0832 2464299 Email: mac.hotels.limited@gmail.com Website : www.machotels.net  
CIN: L55101GA1990PLC001100

## ATTENDANCE SLIP

Date \_\_\_\_\_

Please fill Attendance Slip and hand it over at the entrance of the meeting venue.

Name	
Address	
DP ID*	
Client ID*	
Folio No.	
No. of shares held	

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Friday, 30th August, 2024 at 3:30 p.m. (IST), at the registered office of the company situated at First Floor Beach Plaza (Annexee) Nomxin Caranzalem, Ilhas Goa, Panaji, Goa, India, 403001.

\* Applicable for investors holding shares in electronic form.

---

**Signature of Shareholder / Proxy**

**FORM OF PROXY  
(Form MGT-11)**

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

**CIN:** L55101GA1990PLC001100

**Name of the Company:** MAC HOTELS LIMITED

**Registered office:** First Floor Beach Plaza (Annexee) Nomxin Caranzalem, Ilhas Goa, Panaji, Goa, India, 403001

<b>Name of the Member(s):</b>	
<b>Registered Address:</b>	
<b>E-mail ID:</b>	
<b>Folio No. / Client ID:</b>	
<b>DP ID:</b>	

I/We, being the member(s) of \_\_\_\_\_ shares of the Company, hereby appoint:

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email ID: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him;

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email ID: \_\_\_\_\_

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 Annual General Meeting of the Company, to be held on Friday, 30th August, 2024 at 3:30 p.m. (IST), at the registered office of the company situated at First Floor Beach Plaza (Annexee) Nomxin Caranzalem, Ilhas Goa, Panaji, Goa, India, 403001 and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Resolution No.</b>	<b>Particulars of Resolutions</b>	<b>Optional*</b>	
		<b>For</b>	<b>Against</b>
<b>Special Business:</b>			
1	Increase of authorised share capital of the company and consequential amendment to the capital clause in the Memorandum of Association of the company		
2	Approve the material related party transaction(s) proposed to be entered into by the company		



3	Issue of equity shares on preferential basis		
---	--	--	--

Affix  
Revenue  
Stamp\*\*

Signed this \_\_\_\_\_ day of August, 2024

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

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.

\*\* Kindly cancel the Revenue Stamp after affixing the same.

## ROAD MAP TO THE VENUE OF EXTRA ORDINARY GENERAL MEETING

**Venue of the EGM:** First Floor Beach Plaza (Annexee) Nomxin Caranzalem, Ilhas Goa, Panaji, Goa, India, 403001

