



Date: 05.08.2023

To,
The Department of Corporate Services,
BSE Limited
P.J. Towers, Dalal Street,
Fort, Mumbai – 400002

Ref.: Scrip Code -543624

Sub: Outcome of Board Meeting held today i.e. Saturday 05th August, 2023

Dear Sir/Madam,

This is to inform you that the meeting of the Board of Directors of **Maagh Advertising and Marketing Services Limited** held on Today, i.e. Saturday 05th August, 2023 at 6:00 P.M. and concluded at 11:30 P.M. at the Registered Office of the Company situated at Office No. 302, 3rd Floor, Kuber Complex, Opp. Laxmi Industrial Estate, New Link Road, Andheri (W) Mumbai MH 400053 IN, Board transacted and approved the following matters:

1. Approved and recommend to members for re-appointment of Mr. Azharuddin Rabbani Mulla (DIN:08046769), who is retiring by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
2. Approved the proposal of an increase in limit up to Rs. 150 Crores to make investments, loan/guarantees & advances in excess of limits specified under section 186 of the Companies Act, 2013 and limit approved by the members Previously, subject to the Shareholder's approval in upcoming AGM.
3. Approved the proposal of an increase in limit up to Rs. 150 Crores of Related Party Transaction and obtain members' approval in the upcoming Annual General Meeting of the Company, subject to the shareholder's approval in the upcoming AGM.
4. Approved the proposal of increase in limit up to Rs. 150 Crores of borrowing power in excess of limits specified under section 180 (1) (c) of the Companies Act, 2013 and limit approved by the members previously, subject to the shareholder's approval in upcoming AGM
5. Approved the appointment of M/s. Brajesh Gupta & Co. as Secretarial Auditor of the Company for the financial year 2022-2023, 2023-2024 & 2024-2025.
6. Approved and appointed M/s. Gupta Sajankar & Associates (FRN: 028289C) as Internal Auditor of the company for the F.Y. 2023-2024 and 2024-2025.
7. Approved the Directors Report along with all necessary annexure's thereof, for the FY 2022-2023.



8. Approved the acquisition up to 21,03,000 equity shares of Multi-Specialty Management Services Private Limited ("MSMSPL") i.e. 100% shareholding of "MSMSPL" for a total purchase consideration of Rs. 66,24,45,000/- (Rupees Sixty Six Crores, Twenty Four Lacs, Forty Five Thousand Only) at a price of Rs. 315/- (Three Hundred Fifteen Only) by issuance and allotment of up to 1,47,21,000 (One Crore Forty Seven Lakh Twenty One Thousand) Fully paid-up equity shares of the Company having face value of Rs. 10/- (Rupee Ten Only) each at a price of Rs. 45/- (Rupees Forty Five Only) per equity share (including a premium of Rs. 35/- per share) determined in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), for a consideration other than cash (share swap) (for discharge of entire share purchase consideration of MSMSPL) to the shareholders of ("MSMSPL"). Pursuant to this acquisition ("MSMSPL") will become the wholly owned subsidiary of Maagh advertising and Marketing Services Limited. The details as required to be disclosed under Regulation 30 of the Listing Regulations read with SEBI Circular, is enclosed herewith as **Annexure-A**.
9. Approved offer, Issue and Allot 1,47,21,000 (One Crore Forty Seven Lakh Twenty One Thousand) Fully paid-up Equity Shares of face value Rs. 10/- at a price of Rs. 45/- (Rupees Forty Five Only) per equity share (including a premium of Rs. 35/- per share) on Preferential Basis to Non-promoters for consideration other than cash (share swap) to the shareholders of "MSMSPL". The details as required to be disclosed under Regulation 30 of the Listing Regulations read with SEBI Circular, is enclosed herewith as **Annexure-B**.
10. Took on records the Valuation reports issued by independent registered valuer for determine and fix the issue price in consideration of share acquisition of MSMSPL.
11. Took on Records the Pricing Certificate, Compliance Certificate, etc. issued by Practicing Chartered Accountant and Practicing Company Secretary with respect to the preferential issue for allotment of Equity Shares on Share Swap basis.
12. Appointed Mr. Brajesh Gupta, Practicing Company Secretary (Membership No. ACS – 33070), proprietor of M/s. Brajesh Gupta & Co. as Scrutinizer for conducting voting / poll process for Annual General Meeting of the Company.
13. Approved day, date, time and venue for Annual General Meeting of the Company.
14. Approved the Notice of 11th Annual General Meeting (AGM) of the Company.
15. Approved and fix the date for book closure (Register of Member).
16. Authorized to the Managing Director, Directors or Company Secretary of the Company to make necessary application, submission of documents with Stock Exchange, Roc and any other authorities with respect to the acquisition of 100% Equity Shares of MSMSPL and issue and allot Equity Shares of the company on preferential issue basis for a consideration other than cash (share swap) (for discharge of entire purchase consideration).
17. Authorized to Managing Director, Director or Company Secretary of the Company make necessary application and submissions with respect to obtain the in-principle approval of Stock Exchange and other necessary approvals if any from regulatory authorities, also authorized to sign the documents, deeds, applications, e-form, etc on behalf of the company to give effect to the Acquisition of 100% shares of MSMSPL and Preferential Issue of Equity Shares to the shareholders of MSMSPL on share swap basis.



MAAGHADVERTISING ANDMARKETINGSERVICESLIMITED

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:** +912246033045

18. Authorized to Managing Director, Director or Company Secretary of the Company to send the notice of AGM along with the necessary Certificates of issued by Practicing Chartered Accountant/PCS and to conduct AGM and the entire poll and voting process in fair and transparent manner.

Please take the same on your record and acknowledge the receipt of the same.

Thanking You,

Yours Faithfully,

For Maagh Advertising And Marketing Services Limited

Azharuddin Rabbani Mulla

Managing Director

DIN: 08046769



Annexure A

Sr. No.	Particulars	Details
1	Name of the target entity, details in brief such as size, turnover etc.	Multi-Specialty Management Services Private Limited ("MSMSPL") CIN-U74999MP2016PTC041114 Authorised Capital:Rs.4 0000000 Paid-up Capital: Rs. 21030000 Turnover as at March 31, 2023 (Audited): Rs. 10,99,89,005
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter /promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms-length".	The acquisition of shares of MSMSPL by the Company does not fall under related party transactions with Company/group companies
3	Industry to which the entity being acquired belongs.	Management and Consultancy Services
4	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity).	Entering into new business segment for diversification of business, this acquisition will help to diversify its business and benefit with the already existing established business.
5	Brief details of any governmental or regulatory approvals required for the acquisition.	No governmental or regulatory approvals required for the acquisition.
6	Indicative time period for completion of the acquisition.	The Acquisition will be completed within a period of 15(fifteen) days from the later of: (i) date of the approval of special resolution for preferential issue of equity shares; or (ii) Receipt of date of the approval/ permission required for allotment under the preferential issue 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 the proposed allottees.



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7	Nature of consideration-whether cash consideration or share swap and details of the same.	<p>Issue of shares for consideration other than cash (Share Swap)</p> <p>The Company will issue and allot 1,47,21,000 (One Crore Forty Seven Lakh Twenty One Thousand) Fully paid-up equity shares having face value of Rs. 10/- (Rupee Ten Only) each at a price of Rs. 45/- (Rupees Forty Five Only) per share (including premium of Rs. 35/- per share) which is the price determined in accordance with chapter V of the SEBI ICDR Regulations per equity share 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) for the acquisition of up to 21,03,000 i.e. 100% equity shares of MSMSPL at a price of Rs. 315/- (Rupees Three Hundred Fifteen Only) per equity share from MSMSPL's shareholders.</p>
8	Cost of acquisition or the price at which the shares are acquired.	<p>Acquisition of up to 21,03,000 equity shares of Multi-Specialty Management Services Private Limited ("MSMSPL") for a total purchase consideration of Rs. 66,24,45,000/- (Rupees Sixty Six Crores, Twenty Four Lacs, Forty Five Thousand Only) at a price of 315/- (Rupees Three Hundred Fifteen Only) per equity share by issuance and allotment of upto 1,47,21,000 (One Crore Forty Seven Lakh Twenty One Thousand) fully paid-up equity shares of the Company having facevalue of Re. 10/- (Rupee Ten Only) each at a price of Rs. 45/- (Rupees Forty Five Only) per share (including premium of Rs. 35/- per share) determined in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), for a consideration other than cash (share swap) (for discharge of entire purchase consideration) from the shareholders of MSMSPL</p>
9	Percentage of shareholding/ control acquired and/or number of shares acquired.	100% of the shareholding in MSMSPL thus making it the wholly owned subsidiary of the Company.



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Annexure B

Sr. No.	Particulars	Issue of Equity Shares of the Company for Consideration Other than Cash (Share Swap)
1	Type of Securities proposed to be issued (viz. Equity Shares, Convertible securities.)	Equity Shares of face value Re.10/-per share.
2	Type of Issuance (further public Preferential Allotment offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential Allotment
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 1,47,21,000 (One Crore Forty Seven Lakh Twenty One Thousand) Equity Shares of face value Re.10/-per share.
4	Issue Price	Issue at price of Rs. 45/- (Rupees Forty Five Only) per share (including premium of Rs. 35/- per share) as determined under Chapter V of SEBI ICDR Regulations.
5	Names of the Investors	As per the shareholding Pattern of Multi-Specialty Management Services Private Limited ("MSMSPL")
6	Tenure/Conversion	Not Applicable