



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**

NOTICE is hereby given to the Shareholders of MAC Hotels Limited ("**Company**" / "**MACH**"), that an (EGM/01/2025-26) Extra-Ordinary General Meeting ("**EGM**") of the Company will be held on Saturday, March 21, 2026 at 03:30 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 special business:

### **1. To consider and approve increase in the Authorised Share Capital of the Company and amendment of Clause V of the Memorandum of Association.**

To consider and if thought fit, to pass with or without modification(s), the following resolution **as an ordinary resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 61 read with Section 64 of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof) and any other applicable provisions of the Act and the rules made thereunder and the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs. 9,00,00,000/- (Rupees Nine Crore) consisting of 90,00,000 (Ninety Lakh) equity shares of Rs. 10/- (Rupees Ten) each to Rs. 18,00,00,000/- (Rupees Eighteen Crore) divided into 1,80,00,000 (One Crore Eighty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each by creation of 90,00,000 (Ninety Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each ranking pari passu with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof), clause (V) of the Memorandum of Association of the Company be and is hereby amended by substituting with the following clause:

V. The Authorized Share Capital of the Company is Rs. 18,00,00,000/- (Rupees Eighteen Crore) divided into 1,80,00,000 (One Crore Eighty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each with power to increase and reduce the capital of the Company and to divide the shares into several classes and to attach thereto respectively such rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be provided by the Articles of Association of the Company.



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**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include a Committee thereof authorised for the purpose) be and is hereby authorised to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to sign and execute all necessary forms, documents and papers as may be deemed necessary and expedient in connection with the aforesaid matter and to do such acts and deeds required to give effect to the aforesaid resolutions.”

**2. To consider and approve issue of Equity Shares of the Company to promoters, members of promoter group and non-promoter persons/entities 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 Section 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI (ICDR) Regulations”), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”) and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the stock exchange where the shares of the Company are listed (“Stock Exchange”), or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals / sanctions / permissions and / or consents, if any, and which may be agreed by the board of directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any committee(s), which the Board



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has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time, in one or more tranches, up to 48,00,500 (Forty Eight Lakh Five Hundred) Equity Shares having a face value of Rs. 10 each at a price of Rs. 45/- per Equity Share (including a premium of Rs. 35/- per Equity Share), aggregating up to Rs. 21,60,22,500/- (Rupees Twenty One Crore Sixty Lakh Twenty Two Thousand Five Hundred) to certain identified promoters, members of promoter group and non-promoter persons/entities as mentioned below on preferential basis for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members. ("**Preferential Issue of Equity Shares**").

| Sr. No | Name of Proposed Allottee (s)    | Category       | No. of equity shares to be issued |
|--------|----------------------------------|----------------|-----------------------------------|
| 1.     | Edwin Eustaquio Do Rosario Cotta | Promoter       | 35000                             |
| 2.     | Edgar Maximiano Do Rosario Cotta | Promoter       | 35000                             |
| 3.     | Hotel Miramar Comfort Pvt Ltd    | Promoter Group | 2055000                           |
| 4.     | Skoda Tadeudorosario Cotta       | Promoter Group | 35000                             |
| 5.     | Alfredo Menon Noel Cotta         | Promoter Group | 35000                             |
| 6.     | Jose Schubert De Lourdes Cotta   | Promoter Group | 35000                             |
| 7.     | Deanna Maria Servula Cotta Desa  | Promoter Group | 35000                             |
| 8.     | Liesl Maria Desouza              | Promoter Group | 35000                             |
| 9.     | Kimi Kaushik Sheth               | Non-Promoter   | 70,500                            |
| 10.    | Bhanumati Premji Mirani          | Non-Promoter   | 4,99,500                          |
| 11.    | Tejas Kishorkumar shah           | Non-Promoter   | 1,00,500                          |
| 12.    | Nishit Jasani                    | Non-Promoter   | 1,00,500                          |
| 13.    | Vinit Mehta                      | Non-Promoter   | 51,000                            |
| 14.    | Varun Haresh Joisher             | Non-Promoter   | 36,000                            |
| 15.    | Malti Kamal Joisher              | Non-Promoter   | 31,500                            |
| 16.    | Usha Amitkumar Lodha             | Non-Promoter   | 10,500                            |
| 17.    | Kumar Lakhamshi Nandu            | Non-Promoter   | 6,000                             |
| 18.    | Pari Kaushik Busa                | Non-Promoter   | 30,000                            |
| 19.    | Umashankar Lath                  | Non-Promoter   | 5,01,000                          |
| 20.    | Ujin Pharma Limited              | Non-Promoter   | 3,99,000                          |
| 21.    | Sweta Lath                       | Non-Promoter   | 5,01,000                          |
| 22.    | Parasrampur Infrastructure LLP   | Non-Promoter   | 10,500                            |
| 23.    | Dcak Private Limited             | Non-Promoter   | 10,500                            |
| 24.    | Aniket Shankar Mali              | Non-Promoter   | 10,500                            |
| 25.    | Khandelwal Piyush Kailash        | Non-Promoter   | 10,500                            |
| 26.    | Bhushan Ravindrasing Pardeshi    | Non-Promoter   | 10,500                            |
| 27.    | Ishan Ullash Shah                | Non-Promoter   | 30,000                            |
| 28.    | Jyotsana Vinodbhai Panchal       | Non-Promoter   | 25,500                            |



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|-----|--------------------------|--------------|--------|
| 29. | Kiran Galani             | Non-Promoter | 19,500 |
| 30. | Shah Bhavesh Babulal HUF | Non-Promoter | 18,000 |
| 31. | Nishit R Shah HUF        | Non-Promoter | 18,000 |

**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares be and is hereby fixed as February 19, 2026, being the weekday 30 days prior to the date of Extraordinary General Meeting i.e. Saturday, March 21, 2026.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions (“Offer Document”) after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange and within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the following terms and conditions:

- I. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals.
- II. 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, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- III. The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- IV. The Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof.



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- V. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
- VI. The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.



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**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more 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 or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**3. To consider and approve issue of Convertible Warrants of the company to promoters, members of promoter group and non-promoter persons/entities 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 Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI (ICDR) Regulations”), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”) and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the stock exchange where the shares of the Company are listed (“Stock Exchange”), or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company, the provisions of the Foreign Exchange Management Act, 1999 (the “FEMA”) and rules and regulations framed thereunder as amended, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force) and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals/ sanctions / permissions and / or consents, if any, and which may be agreed by the board of directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers



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conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time, in one or more tranches, up to 73,68,712 (Seventy Three Lakh Sixty Eight Thousand Seven Hundred Twelve) convertible warrants ("Warrants") at a price of Rs. 45/- per Warrant (including a premium of Rs. 35/- per Warrant), aggregating up to Rs. 33,15,92,040/- (Rupees Thirty-Three Crore Fifteen Lakh Ninety-Two Thousand Forty) with a right to the warrant holder to apply for and be allotted equivalent number of equity share of the face value of Rs. 10/- within a period of 18 (Eighteen) months from the date of allotment of the Warrants, to certain identified promoters, members of promoter group and non-promoter persons/entities as mentioned below on preferential basis for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members ("**Preferential Issue of Warrants**").

| Sr No | Name of Proposed Allottee        | Category       | No. of warrants to be issued |
|-------|----------------------------------|----------------|------------------------------|
| 1.    | Edwin Eustaquio Do Rosario Cotta | Promoter       | 165000                       |
| 2.    | Edgar Maximiano Do Rosario Cotta | Promoter       | 165000                       |
| 3.    | Hotel Miramar Comfort Pvt Ltd    | Promoter Group | 3585142                      |
| 4.    | Skoda Tadeudorosario Cotta       | Promoter Group | 65000                        |
| 5.    | Alfredo Menon Noel Cotta         | Promoter Group | 129285                       |
| 6.    | Jose Schubert De Lourdes Cotta   | Promoter Group | 129285                       |
| 7.    | Deanna Maria Servula Cotta Desa  | Promoter Group | 65000                        |
| 8.    | Liesl Maria Desouza              | Promoter Group | 65000                        |
| 9.    | Ajay Vijay Dhanuka               | Non-Promoter   | 51,000                       |
| 10.   | Poonam Ajay Dhanuka              | Non-Promoter   | 51,000                       |
| 11.   | Sarla Vijay Dhanuka              | Non-Promoter   | 51,000                       |
| 12.   | Arjun Bijlani                    | Non-Promoter   | 51,000                       |
| 13.   | Rajesh Sumerchand Agrawal        | Non-Promoter   | 75,000                       |
| 14.   | Atul Agrawal (HUF)               | Non-Promoter   | 1,00,500                     |
| 15.   | Rishit Atul Agrawal              | Non-Promoter   | 1,00,500                     |
| 16.   | Sunil Jagdishprasad Agrawal HUF  | Non-Promoter   | 2,01,000                     |
| 17.   | Parag Agrawal                    | Non-Promoter   | 2,01,000                     |
| 18.   | Sharda Anil Gupta                | Non-Promoter   | 51,000                       |
| 19.   | Chetan Shyamsundar Agrawal       | Non-Promoter   | 51,000                       |
| 20.   | Anuradha Rajesh Gupta            | Non-Promoter   | 25,500                       |



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| 21. | Ashish Saraogi                | Non-Promoter | 25,500   |
| 22. | Shubham Agrawal               | Non-Promoter | 25,500   |
| 23. | Pravin Ratanlalji Jain        | Non-Promoter | 2,01,000 |
| 24. | Rishabh Pravin Jain           | Non-Promoter | 2,01,000 |
| 25. | Kedar Kothari                 | Non-Promoter | 92,000   |
| 26. | Kashmira Kothari              | Non-Promoter | 93,500   |
| 27. | Rajesh Kanji Shah             | Non-Promoter | 3,99,000 |
| 28. | Mangal Keshav Capital Limited | Non-Promoter | 1,50,000 |
| 29. | Swaraj Suiting Limited        | Non-Promoter | 3,00,000 |
| 30. | Simran Vishal Talreja         | Non-Promoter | 1,00,500 |
| 31. | Rahul Mahajan                 | Non-Promoter | 1,00,500 |
| 32. | Rohit Bajaj HUF               | Non-Promoter | 51,000   |
| 33. | Deepak Suresh Lala            | Non-Promoter | 51,000   |
| 34. | Sally Cabral                  | Non-Promoter | 2,00,000 |

**RESOLVED FURTHER THAT** in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations the “Relevant Date” for the purpose of calculating the floor price for the issue of Warrants be and is hereby fixed as February 19, 2026 being the weekday 30 days prior to the date of Extraordinary General Meeting i.e. Saturday, March 21, 2026.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions (“Offer Document”) after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange and within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of the Warrants shall be subject to the following terms and conditions:

- I. The warrant holder shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the warrants in one or more tranches within a period of 18 (Eighteen) months from the date of



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allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the warrant holders.

- II. An amount equivalent to 25% of the warrant issue price shall be payable at the time of subscription and allotment of each warrant and the balance 75% shall be payable by the warrant holder(s) on the exercise of the warrant(s).
- III. In the event that, a warrant holder does not exercise the warrants within a period of 18 (Eighteen) months from the date of allotment of such warrants, the unexercised warrants shall lapse and the amount paid by the warrant holders on such warrants shall stand forfeited by Company.
- IV. The price determined above and the number of Equity Shares to be allotted on exercise of the warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- V. Apart from the said right of adjustment mentioned in (iv) above, the warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the warrant holder thereof any rights akin to that of shareholder(s) of the Company.
- VI. The proposed warrants shall be issued and allotted by the Company to proposed allottee within a period of 15 (fifteen) days from the date of passing of this resolution provided that where the issue and allotment of the proposed warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date receipt of last of such approvals, if any.
- VII. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the warrant holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- VIII. The warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / sub-division / re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.



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- IX. The allotment of the Equity Shares pursuant to exercise of warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottee.
- X. The Equity Shares so allotted on exercise of the warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects including dividend, with the then existing Equity Shares of the Company.
- XI. The warrants and equity shares issued pursuant to the exercise of the warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and thereafter allotment of Equity Shares further to exercise of the warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the warrants including deciding the size and timing of any tranche of the warrants), entering into contracts, arrangements, memorandum, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants) and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the warrants, filing of requisite documents with



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the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the warrants and Equity Shares (to be issued on exercise of the warrants) with the depositories, viz. NSDL and CDSL and for the credit of such warrants / Shares to the respective dematerialized securities account of the proposed allottees and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more 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 or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**4. To consider and approve the amendment to the main object clause of 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 the Companies Act, 2013 (“the Act”) read with rules made thereunder and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of the Registrar of Companies, the consent of members be and is hereby accorded to alter the Memorandum of Association of the Company as follows:

The existing Main Object Clause 3 (A) be altered by inserting the following sub clauses (4) after existing sub clause (3):



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403002 Goa.

Tel.: 0832 2464299 Email: mac.hotels.limited@gmail.com Website : www.machotels.net

**CIN: L55101GA1990PLC001100**

To carry on business as manufacturers, buyers, sellers, re-sellers, traders, importers, exporters, distributors, suppliers, fermentators, distillers, refiners, stockists, agents, merchants, developers, consultants. commissioning and dealers, in all kinds of diamonds, chemicals, chemical compounds (organic and inorganic) heavy chemicals, oils, gases, mineral products and adhesives used in different industries like Agriculture, horticulture, fertilizers, plastics, pharmaceuticals, Fine Chemicals, API, intermediates & chemicals, acids, alkalies, tannis, tanin extracts, solvents, dyestuffs, dyes, pigments, colours, chemicals auxiliaries, bio chemicals, microcrystalline, bio and colloidal chemicals, including coating materials natural and synthetic depolymerised products, sparay dried products synthesiced coating spreads, intermediates derivatives suspensions, gels, powders, formulations, downstreams, ingredients.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the Directors and Company Secretary of the Company be and hereby authorized severally/jointly, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this regulation to any Committee of Directors of the Company or Officer(s) of the Company in order to give effect to this resolution.”

**5. To consider and 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 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 continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or



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otherwise (whether individually or series of transaction(s) taken together or otherwise), with Hotel Miramar Comfort Pvt Ltd, a related party of the Company, 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 or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, 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 be and is hereby severally authorised 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.”

By 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  
**CIN: L55101GA1990PLC001100**

**Date:** February 19, 2026  
**Place:** Goa



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**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,



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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 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. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021, 14<sup>th</sup> December, 2021, 5<sup>th</sup> May, 2022, 28<sup>th</sup> December, 2022, 25<sup>th</sup> September, 2023 and 19<sup>th</sup> September, 2024, the Company is



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providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting will be provided by NSDL.

**13. Process and manner for members opting for voting through electronic means:**

1. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e., Saturday, March 14, 2026, shall be entitled to avail the facility of remote e-voting. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
2. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e., Saturday, March 14, 2026, shall be entitled to exercise his/her vote either electronically i.e., remote e-voting or venue voting through ballot on the date of the EGM by following the procedure mentioned in this part.
3. The remote e-voting will commence on Wednesday, March 18, 2026 at 09:00 a.m. and will end on Friday, March 20, 2026 at 05:00 p.m. during this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e., Saturday, March 14, 2026 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
4. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
5. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Saturday, March 14, 2026.
6. The Company has appointed CS Krushang Shah, Practising Company Secretary, to act as the Scrutinizer for conducting the remote e-voting process as well as the venue voting through ballot on the date of the EGM, in a fair and transparent manner.



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## **7. How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

### **Step 1: Access to NSDL e-Voting system**

A) Login method for e-Voting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| <b>Type of shareholders</b>  | <b>Login Method</b>   |
|--|---|
| Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b> | <ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login</li></ol> |



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|   |  |
|---|--|
|   | <p>&amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>  |
| <p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p> | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the</p> |



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|   |  |
|---|--|
|   | <p>remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> |
| <p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>  |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

| Login type   | Helpdesk details   |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911 |



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|   |   |
|---|---|
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000 |
|---|---|

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is   |
|--|---|
| a) For Members who hold shares in demat account with NSDL.     | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12***** |
| b) For Members who hold shares in demat account with CDSL.     | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****  |
| c) For Members holding shares in Physical Form.                | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and  |



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|  |  |
|--|--|
|  | EVEN is 133254 then user ID is<br>101456001*** |
|--|--|

5. Password details for shareholders other than Individual shareholders are given below: a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.



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7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board



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Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [gkshahassociates@gmail.com](mailto:gkshahassociates@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Sagar S. Gudhate, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [compliance.machotelslimited@gmail.com](mailto:compliance.machotelslimited@gmail.com).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ([compliance.machotelslimited@gmail.com](mailto:compliance.machotelslimited@gmail.com)). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode



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are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.**



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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.**

### **Item No. 1:**

The present Authorised Share Capital of the Company is Rs. 9,00,00,000/- (Rupees Nine Crore) consisting of 90,00,000 (Ninety Lakh) equity shares of Rs. 10/- (Rupees Ten) each. In order to facilitate the preferential issue of equity shares and warrants and for meeting future requirements, if any, it is proposed to increase the Authorised Share Capital to Rs. 18,00,00,000/- (Rupees Eighteen Crore) divided into 1,80,00,000 (One Crore Eighty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each. The increase in the Authorised Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

It is also proposed to authorize the Board of Directors of the Company including any Committee thereof to complete all the formalities in connection with the increase of authorised share capital.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approval in terms of Section 13 and 61 of the Companies Act, 2013, Articles of Association of the Company and any other applicable statutory and regulatory requirements.

None of the Directors / Key Managerial Personnel / their relatives are in any way concerned or interested, financially or otherwise in the resolutions.

The Board recommends this resolution as set out in Item no. 1 of the Notice for your approval as an Ordinary Resolution.

### **Item No. 2 & 3:**

The Board has explored various options and proposed to raise funds by way of issue of Equity Shares and Convertible Warrants on preferential basis, for the purpose as detailed below. The Board of Directors of the Company ("**Board**") in their meeting held on Thursday, February 19, 2026 subject to necessary approval(s), have approved the proposal for raising of funds by way of issue of up to 48,00,500 Equity Shares having a face value of Rs. 10/- each at a price of Rs. 45/- per Equity Share (Including a premium of Rs. 35/- per Equity Share) aggregating up to Rs. 21,60,22,500 and up to 73,68,712 convertible warrants ("Warrants") at a price of Rs. 45/- per warrant (Including a premium of Rs. 35/-



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per Convertible Warrant) (“Warrant Issue Price”) aggregating up to Rs. 33,15,92,040/-with a right to the warrant holders to apply for and be allotted equivalent number of equity share of the face value of Rs. 10/- of the Company within a period of 18 (Eighteen) months from the date of allotment of the Warrants and to the proposed allottee(s) as mentioned below on preferential basis for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

| Sr No | Name of Proposed Allottee (s)    | Category       | No. of equity shares to be issued | No. of Warrants to be allotted |
|-------|----------------------------------|----------------|-----------------------------------|--------------------------------|
| 1.    | Edwin Eustaquio Do Rosario Cotta | Promoter       | 35000                             | 165000                         |
| 2.    | Edgar Maximiano Do Rosario Cotta | Promoter       | 35000                             | 165000                         |
| 3.    | Hotel Miramar Comfort Pvt Ltd    | Promoter Group | 2055000                           | 3585142                        |
| 4.    | Skoda Tadeudorosario Cotta       | Promoter Group | 35000                             | 65000                          |
| 5.    | Alfredo Menon Noel Cotta         | Promoter Group | 35000                             | 129285                         |
| 6.    | Jose Schubert De Lourdes Cotta   | Promoter Group | 35000                             | 129285                         |
| 7.    | Deanna Maria Servula Cotta Desa  | Promoter Group | 35000                             | 65000                          |
| 8.    | Liesl Maria Desouza              | Promoter Group | 35000                             | 65000                          |
| 9.    | Kimi Kaushik Sheth               | Non-Promoter   | 70,500                            | Nil                            |
| 10.   | Bhanumati Premji Mirani          | Non-Promoter   | 4,99,500                          | Nil                            |
| 11.   | Tejas Kishorkumar shah           | Non-Promoter   | 1,00,500                          | Nil                            |
| 12.   | Nishit Jasani                    | Non-Promoter   | 1,00,500                          | Nil                            |
| 13.   | Vinit Mehta                      | Non-Promoter   | 51,000                            | Nil                            |
| 14.   | Varun Haresh Joisher             | Non-Promoter   | 36,000                            | Nil                            |
| 15.   | Malti Kamal Joisher              | Non-Promoter   | 31,500                            | Nil                            |
| 16.   | Usha Amitkumar Lodha             | Non-Promoter   | 10,500                            | Nil                            |
| 17.   | Kumar Lakhamsi Nandu             | Non-Promoter   | 6,000                             | Nil                            |
| 18.   | Pari Kaushik Busa                | Non-Promoter   | 30,000                            | Nil                            |
| 19.   | Umashankar Lath                  | Non-Promoter   | 5,01,000                          | Nil                            |
| 20.   | Ujin Pharma Limited              | Non-Promoter   | 3,99,000                          | Nil                            |
| 21.   | Sweta Lath                       | Non-Promoter   | 5,01,000                          | Nil                            |
| 22.   | Parasrampur Infrastructure LLP   | Non-Promoter   | 10,500                            | Nil                            |
| 23.   | Deak Private Limited             | Non-Promoter   | 10,500                            | Nil                            |
| 24.   | Aniket Shankar Mali              | Non-Promoter   | 10,500                            | Nil                            |
| 25.   | Khandelwal Piyush Kailash        | Non-Promoter   | 10,500                            | Nil                            |
| 26.   | Bhushan Ravindrasing Pardeshi    | Non-Promoter   | 10,500                            | Nil                            |
| 27.   | Ishan Ullash Shah                | Non-Promoter   | 30,000                            | Nil                            |
| 28.   | Jyotsana Vinodbhai Panchal       | Non-Promoter   | 25,500                            | Nil                            |
| 29.   | Kiran Galani                     | Non-Promoter   | 19,500                            | Nil                            |
| 30.   | Shah Bhavesh Babulal HUF         | Non-Promoter   | 18,000                            | Nil                            |
| 31.   | Nishit R Shah HUF                | Non-Promoter   | 18,000                            | Nil                            |
| 32.   | Ajay Vijay Dhanuka               | Non-Promoter   | Nil                               | 51,000                         |
| 33.   | Poonam Ajay Dhanuka              | Non-Promoter   | Nil                               | 51,000                         |
| 34.   | Sarla Vijay Dhanuka              | Non-Promoter   | Nil                               | 51,000                         |



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|     |                                 |              |     |          |
|-----|---------------------------------|--------------|-----|----------|
| 35. | Arjun Bijlani                   | Non-Promoter | Nil | 51,000   |
| 36. | Rajesh Sumerchand Agrawal       | Non-Promoter | Nil | 75,000   |
| 37. | Atul Agrawal (HUF)              | Non-Promoter | Nil | 1,00,500 |
| 38. | Rishit Atul Agrawal             | Non-Promoter | Nil | 1,00,500 |
| 39. | Sunil Jagdishprasad Agrawal HUF | Non-Promoter | Nil | 2,01,000 |
| 40. | Parag Agrawal                   | Non-Promoter | Nil | 2,01,000 |
| 41. | Sharda Anil Gupta               | Non-Promoter | Nil | 51,000   |
| 42. | Chetan Shyamsundar Agrawal      | Non-Promoter | Nil | 51,000   |
| 43. | Anuradha Rajesh Gupta           | Non-Promoter | Nil | 25,500   |
| 44. | Ashish Saraogi                  | Non-Promoter | Nil | 25,500   |
| 45. | Shubham Agrawal                 | Non-Promoter | Nil | 25,500   |
| 46. | Pravin Ratanlalji Jain          | Non-Promoter | Nil | 2,01,000 |
| 47. | Rishabh Pravin Jain             | Non-Promoter | Nil | 2,01,000 |
| 48. | Kedar Kothari                   | Non-Promoter | Nil | 92,000   |
| 49. | Kashmira Kothari                | Non-Promoter | Nil | 93,500   |
| 50. | Rajesh Kanji Shah               | Non-Promoter | Nil | 3,99,000 |
| 51. | Mangal Keshav Capital Limited   | Non-Promoter | Nil | 1,50,000 |
| 52. | Swaraj Suiting Limited          | Non-Promoter | Nil | 3,00,000 |
| 53. | Simran Vishal Talreja           | Non-Promoter | Nil | 1,00,500 |
| 54. | Rahul Mahajan                   | Non-Promoter | Nil | 1,00,500 |
| 55. | Rohit Bajaj HUF                 | Non-Promoter | Nil | 51,000   |
| 56. | Deepak Suresh Lala              | Non-Promoter | Nil | 51,000   |
| 57. | Sally Cabral                    | Non-Promoter | Nil | 2,00,000 |

In terms of Section 62 (read with section 42 of the Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of Chapter V "Preferential Issue" of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the Preferential Issue requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members for the resolutions as set out in the notice, by way of a special resolution.

The issue and allotment of Equity Shares shall be on the terms and conditions, as mentioned below:

1. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals.
2. 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, be subject to the requirements of all applicable laws and shall be



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subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

3. The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
4. The Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof.
5. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
6. The Equity Shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

The following disclosures for the issue of equity shares and convertible warrants on preferential basis are made in accordance with the provisions of Section 62 and The Companies (Prospectus and Allotment of Securities) Rules, 2014 and SEBI (ICDR) Regulations:

**i. The objects of the preferential issue:**

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objects:

- 1. Working Capital Including construction and renovation** - To meet the Company's working capital requirements for its day-to-day business operations and to support business growth and for construction and renovation of the Company's Properties as determined by the Board in accordance with applicable laws.
- 2. Acquisition of real estate/land and/or corporate entities holding real estate / land:** To acquire real estate and/or land, directly or indirectly, including through the acquisition of corporate entities holding real estate and/or land assets, as may be approved by the Board in accordance with applicable laws.



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**3. Strategic Investments:** To undertake organic and inorganic growth opportunities and strategic acquisitions and/or investments by the Company, including but not limited to investments in equity, quasi-equity, or debt instruments, through merger and acquisition activities, strategic investments in identified companies, acquisition of business undertakings on a going concern basis, or acquisition through share purchase agreements, as may be approved by the Board from time to time, in accordance with applicable laws.

**4. General Corporate Purpose** - An amount of up to 25% (twenty-five percent) of the issue proceeds shall be utilized towards general corporate purposes and expenses related to this issue. This includes, but is not limited to, meeting general corporate exigencies, contingencies, administrative and operational costs, and other purposes as permitted under applicable laws, as may be determined by the Board from time to time.

The proceeds raised through the Preferential Issue (“Issue Proceeds”) shall be used as follows:

| <b>Purpose</b>  | <b>Total estimated amount to be utilised for each of the Objects*</b> | <b>Tentative Timeline for utilization</b>          | <b>Till funds are utilized, disclose the mode in which funds will be kept</b>  |
|---|---|--|--|
| Working Capital Including construction and renovation | 24,00,00,000  | Within 12 months from the date of receipt of funds | Deposited in Schedule Commercial Bank, in Cash credit / Fixed Deposit accounts |
| Land Purchase   | 8,50,00,000   |  |  |
| Strategic Investments                                 | 15,50,00,000  |  |  |
| General Corporate Purpose                             | 6,76,14,540   |  |  |

\*Considering 100% subscription of equity shares and equity warrants including conversion of warrants into equity shares within the stipulated time.

Given that the Preferential Issue is also for convertible warrants, the Issue Proceeds of warrants shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue



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Proceeds would be utilized for the all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 12 months from the date of receipt of funds (as set out herein).

The above stated fund requirements are based on internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business. The Company may have to revise its estimates from time to time on account of various factors beyond its control, such as financial, market and sectoral conditions, competitive environment, business performance and strategy and interest or exchange rate fluctuations. Consequently, the funding requirements of our Company and deployment schedules are subject to revision in the future at the discretion of the management, however the same will be done in compliance with applicable laws.

**ii. The total number of shares or other securities to be issued:**

The Board, pursuant to its resolution passed on Thursday, February 19, 2026 subject to necessary approval(s), have approved the proposal for raising of funds by way of issue of up to 48,00,500 Equity Shares having a face value of Rs. 10/- each at a price of Rs. 45/- per Equity Share (Including a premium of Rs. 35/- per Equity Share) aggregating up to Rs. 21,60,22,500/- and up to 73,68,712 convertible warrants ("Warrants") at a price of Rs. 45/- per warrant ("Warrant Issue Price") aggregating up to Rs. 33,15,92,040/-.

**iii. amount which the company intends to raise by way of such securities**

Amount to be raised by issue of Equity Shares is up to Rs. 21,60,22,500/- and Warrants is up to Rs. 33,15,92,040/- and by aggregating up to Rs. 54,76,14,540/-

**iv. The price or price band at which the allotment is proposed:**

Issue Price is fixed at Rs. 45/- per Equity Share and same Rs. 45 Per Convertible Warrant.

**v. Basis on which the price has been arrived at:**

The equity shares of Company are listed on BSE Limited (Stock Exchange) and are infrequently traded in accordance with the SEBI ICDR Regulations.

In terms of the provisions of Regulation 165 of the SEBI ICDR Regulations, if the shares are infrequently traded, the price is needed to be determined by independent valuer taking into account including book value, comparable trading multiple and



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such other parameters and a report from independent valuer has been obtained and the issue price has been determined as Rs. 45/- per equity share.

For good Corporate Governance and in accordance with Regulation 166A and other applicable provisions of the SEBI ICDR Regulations, if any the Valuation Report is obtained from CS Abhishek Chhajer, Registered Valuer having IBBI Registration No. IBBI/RV/03/2020/13674 having office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad , Gujarat - 380001 and the value of Equity Shares for the proposed preferential issue of the Company has been determined in accordance with the requirements of the SEBI (ICDR) Regulations.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

If the Company is required to re-compute the price then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the equity shares and warrants proposed to be issued pursuant to this resolution would continue to be locked in till the time such amount would have paid by the Proposed Allottees.

**vi. The relevant date on the basis of which price has been arrived at:**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares and Convertible Warrants is February 19, 2026, being the 30 days prior to the date of Extraordinary General Meeting i.e. March 21, 2026.

**vii. The class or classes of persons to whom the allotment is proposed to be made:**

The Preferential Issue of equity shares and convertible warrants is proposed to be made to the Proposed Allottees belonging to Promoter, Promoter Group and Non-Promoter persons/entities (Public) category.

**viii. Intent of the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer:**

The preferential issue of equity shares and convertible warrants is being made to certain identified promoters, members of promoter group and non-promoter persons/entities as mentioned in Resolution No. 2 and 3.



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Apart from the Proposed Allottee(s) mentioned in the Resolution No. 2 and 3, none of the other promoters, members of promoter group, directors, key managerial personnel or senior management of the Company intend to subscribe to the offer of equity shares and convertible warrants.

**ix. The proposed time within which the allotment shall be completed:**

Under Regulation 170 of the SEBI (ICDR) Regulations, Preferential Allotment of the Equity Shares and Convertible Warrants is required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the shareholders of the Company or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority or the Central Government for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

**x. The percentage (%) of Post Preferential Issue Capital that may be held by allottees and Change in Control, if any, consequent to the Preferential Issue:**

| Sr No | Name of Proposed Allottee (s)    | Category       | Pre-Preferential Issue as on February 19, 2026 |        | No. of Equity Shares and/or warrants to be Allotted | Post Allotment of Equity Shares pursuant to the Preferential allotment (Assuming conversion of warrants proposed to be issued) |                |
|-------|----------------------------------|----------------|--|--------|---|--|----------------|
|       |                                  |                | No. of Equity Shares Held                      | % Held |   | No. of Equity Shares   | Percentage (%) |
| 1.    | Edwin Eustaquio Do Rosario Cotta | Promoter       | 1,40,000                                       | 2.49   | 200000  | 3,40,000   | 1.91           |
| 2.    | Edgar Maximiano Do Rosario Cotta | Promoter       | 1,40,000                                       | 2.49   | 200000  | 3,40,000   | 1.91           |
| 3.    | Hotel Miramar Comfort Pvt Ltd    | Promoter Group | 24,18,358                                      | 42.95  | 5640142   | 80,58,500  | 45.27          |
| 4.    | Skoda Tadeudorosario Cotta       | Promoter Group | 2,40,000                                       | 4.26   | 100000  | 3,40,000   | 1.91           |
| 5.    | Alfredo Menon Noel Cotta         | Promoter Group | 1,75,715                                       | 3.12   | 164285  | 3,40,000   | 1.91           |
| 6.    | Jose Schubert De Lourdes Cotta   | Promoter Group | 1,75,715                                       | 3.12   | 164285  | 3,40,000   | 1.91           |
| 7.    | Deanna Maria Servula Cotta Desa  | Promoter Group | 78,000   | 1.39   | 100000  | 1,78,000   | 1.00           |
| 8.    | Liesl Maria Desouza              | Promoter       | 78,000   | 1.39   | 100000  | 1,78,000   | 1.00           |



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|     |                                  | Group        |       |      |          |          |      |
|-----|----------------------------------|--------------|-------|------|----------|----------|------|
| 9.  | Kimi Kaushik Sheth               | Non-Promoter | -     | -    | 70,500   | 70,500   | 0.40 |
| 10. | Bhanumati Premji Mirani          | Non-Promoter | -     | -    | 4,99,500 | 4,99,500 | 2.81 |
| 11. | Tejas Kishorkumar shah           | Non-Promoter | -     | -    | 1,00,500 | 1,00,500 | 0.56 |
| 12. | Nishit Jasani                    | Non-Promoter | -     | -    | 1,00,500 | 1,00,500 | 0.56 |
| 13. | Vinit Mehta                      | Non-Promoter | -     | -    | 51,000   | 51,000   | 0.29 |
| 14. | Varun Haresh Joisher             | Non-Promoter | 17000 | 0.30 | 36,000   | 53,000   | 0.30 |
| 15. | Malti Kamal Joisher              | Non-Promoter | -     | -    | 31,500   | 31,500   | 0.18 |
| 16. | Usha Amitkumar Lodha             | Non-Promoter | -     | -    | 10,500   | 10,500   | 0.06 |
| 17. | Kumar Lakhamshi Nandu            | Non-Promoter | 22500 | 0.40 | 6,000    | 28,500   | 0.16 |
| 18. | Pari Kaushik Busa                | Non-Promoter | -     | -    | 30,000   | 30,000   | 0.17 |
| 19. | Umashankar Lath                  | Non-Promoter | -     | -    | 5,01,000 | 5,01,000 | 2.81 |
| 20. | Ujin Pharma Limited              | Non-Promoter | -     | -    | 3,99,000 | 3,99,000 | 2.24 |
| 21. | Sweta Lath                       | Non-Promoter | -     | -    | 5,01,000 | 5,01,000 | 2.81 |
| 22. | Parasrampurua Infrastructure LLP | Non-Promoter | -     | -    | 10,500   | 10,500   | 0.06 |
| 23. | Dcak Private Limited             | Non-Promoter | -     | -    | 10,500   | 10,500   | 0.06 |
| 24. | Aniket Shankar Mali              | Non-Promoter | -     | -    | 10,500   | 10,500   | 0.06 |
| 25. | Khandelwal Piyush Kailash        | Non-Promoter | -     | -    | 10,500   | 10,500   | 0.06 |
| 26. | Bhushan Ravindrasing Pardeshi    | Non-Promoter | -     | -    | 10,500   | 10,500   | 0.06 |
| 27. | Ishan Ullash Shah                | Non-Promoter | -     | -    | 30,000   | 30,000   | 0.17 |
| 28. | Jyotsana Vinodbhai Panchal       | Non-Promoter | -     | -    | 25,500   | 25,500   | 0.14 |
| 29. | Kiran Galani                     | Non-Promoter | -     | -    | 19,500   | 19,500   | 0.11 |
| 30. | Shah Bhavesh Babulal HUF         | Non-Promoter | -     | -    | 18,000   | 18,000   | 0.10 |
| 31. | Nishit R Shah HUF                | Non-Promoter | -     | -    | 18,000   | 18,000   | 0.10 |



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|     |                                 |              |   |   |          |          |      |
|-----|---------------------------------|--------------|---|---|----------|----------|------|
| 32. | Ajay Vijay Dhanuka              | Non-Promoter | - | - | 51,000   | 51,000   | 0.29 |
| 33. | Poonam Ajay Dhanuka             | Non-Promoter | - | - | 51,000   | 51,000   | 0.29 |
| 34. | Sarla Vijay Dhanuka             | Non-Promoter | - | - | 51,000   | 51,000   | 0.29 |
| 35. | Arjun Bijlani                   | Non-Promoter | - | - | 51,000   | 51,000   | 0.29 |
| 36. | Rajesh Sumerchand Agrawal       | Non-Promoter | - | - | 75,000   | 75,000   | 0.42 |
| 37. | Atul Agrawal (HUF)              | Non-Promoter | - | - | 1,00,500 | 1,00,500 | 0.56 |
| 38. | Rishit Atul Agrawal             | Non-Promoter | - | - | 1,00,500 | 1,00,500 | 0.56 |
| 39. | Sunil Jagdishprasad Agrawal HUF | Non-Promoter | - | - | 2,01,000 | 2,01,000 | 1.13 |
| 40. | Parag Agrawal                   | Non-Promoter | - | - | 2,01,000 | 2,01,000 | 1.13 |
| 41. | Sharda Anil Gupta               | Non-Promoter | - | - | 51,000   | 51,000   | 0.29 |
| 42. | Chetan Shyamsundar Agrawal      | Non-Promoter | - | - | 51,000   | 51,000   | 0.29 |
| 43. | Anuradha Rajesh Gupta           | Non-Promoter | - | - | 25,500   | 25,500   | 0.14 |
| 44. | Ashish Saraogi                  | Non-Promoter | - | - | 25,500   | 25,500   | 0.14 |
| 45. | Shubham Agrawal                 | Non-Promoter | - | - | 25,500   | 25,500   | 0.14 |
| 46. | Pravin Ratanlalji Jain          | Non-Promoter | - | - | 2,01,000 | 2,01,000 | 1.13 |
| 47. | Rishabh Pravin Jain             | Non-Promoter | - | - | 2,01,000 | 2,01,000 | 1.13 |
| 48. | Kedar Kothari                   | Non-Promoter | - | - | 92,000   | 92,000   | 0.52 |
| 49. | Kashmira Kothari                | Non-Promoter | - | - | 93,500   | 93,500   | 0.53 |
| 50. | Rajesh Kanji Shah               | Non-Promoter | - | - | 3,99,000 | 3,99,000 | 2.24 |
| 51. | Mangal Keshav Capital Limited   | Non-Promoter | - | - | 1,50,000 | 1,50,000 | 0.84 |
| 52. | Swaraj Suiting Limited          | Non-Promoter | - | - | 3,00,000 | 3,00,000 | 1.69 |
| 53. | Simran Vishal Talreja           | Non-Promoter | - | - | 1,00,500 | 1,00,500 | 0.56 |
| 54. | Rahul Mahajan                   | Non-Promoter | - | - | 1,00,500 | 1,00,500 | 0.56 |
| 55. | Rohit Bajaj HUF                 | Non-         | - | - | 51,000   | 51,000   | 0.29 |



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|     |                    |              |   |   |          |          |      |
|-----|--------------------|--------------|---|---|----------|----------|------|
|     |                    | Promoter     |   |   |          |          |      |
| 56. | Deepak Suresh Lala | Non-Promoter | - | - | 51,000   | 51,000   | 0.29 |
| 57. | Sally Cabral       | Non-Promoter | - | - | 2,00,000 | 2,00,000 | 1.12 |

There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of Equity Shares and Convertible Warrants of the Company.

**xi. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

The Company has not made any other issue or allotment of securities on preferential basis during the financial year 2025-26.

**xii. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

As the proposed preferential allotment is to be made for cash, the said provision will not be applicable.

**xiii. The Shareholding pattern of the Company before and after the allotment of securities under the preferential issue:**

| Sr. No                           | Category                 | Pre-Issue Shareholding |              | Post Allotment of Equity Shares and Convertible Warrants pursuant to the Preferential allotment (Assuming conversion of all warrants i.e. warrants issued and proposed to be issued) |              |
|----------------------------------|--------------------------|------------------------|--------------|--|--------------|
|                                  |                          | No. of shares          | %            | No. of shares  | %            |
| <b>A. Promoter Holding</b>       |                          |                        |              |  |              |
| <b>1</b>                         | <b>Indian</b>            |                        |              |  |              |
|                                  | Individual               | 10,27,430              | 18.25        | 20,56,000  | 11.55        |
|                                  | Bodies Corporate         | 24,18,358              | 42.95        | 80,58,500  | 45.27        |
|                                  | <b>Sub Total</b>         | <b>34,45,788</b>       | <b>61.19</b> | <b>1,01,14,500</b>   | <b>56.82</b> |
| <b>2</b>                         | <b>Foreign Promoters</b> | -                      | -            | -  |              |
|                                  | <b>Sub Total (A)</b>     | <b>34,45,788</b>       | <b>61.19</b> | <b>1,01,14,500</b>   | <b>56.82</b> |
| <b>B. Non-promoters' holding</b> |                          |                        |              |  |              |
| <b>1</b>                         | Institutional Investors  | -                      | -            | -  | -            |
|                                  | Mutual Funds             | -                      | -            | -  | -            |



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|          |                           |                  |               |                    |        |
|----------|---------------------------|------------------|---------------|--------------------|--------|
| <b>2</b> | Non-Institution           | -                | -             | -                  | -      |
|          | Non-Resident Indians      | 1,500            | 0.03          | 1,500              | 0.01   |
|          | Bodies Corporate          | 19,500           | 0.35          | 8,89,500           | 5.00   |
|          | Public (Including Others) | 21,64,500        | 38.44         | 67,95,000          | 38.17  |
|          | <b>Sub Total (B)</b>      | <b>21,85,500</b> | <b>38.81</b>  | <b>76,86,000</b>   | 43.18  |
|          | <b>Grand Total</b>        | <b>56,31,288</b> | <b>100.00</b> | <b>1,78,00,500</b> | 100.00 |

**xiv. the current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter.**

| <b>Sr No</b> | <b>Name of Proposed Allottee (s)</b> | <b>Current status of proposed allottee</b> | <b>Proposed status of allottee post the preferential issue</b> |
|--------------|--------------------------------------|--|--|
| 1.           | Edwin Eustaquio Do Rosario Cotta     | Promoter                                   | Promoter   |
| 2.           | Edgar Maximiano Do Rosario Cotta     | Promoter                                   | Promoter   |
| 3.           | Hotel Miramar Comfort Pvt Ltd        | Promoter Group                             | Promoter Group   |
| 4.           | Skoda Tadeudorosario Cotta           | Promoter Group                             | Promoter Group   |
| 5.           | Alfredo Menon Noel Cotta             | Promoter Group                             | Promoter Group   |
| 6.           | Jose Schubert De Lourdes Cotta       | Promoter Group                             | Promoter Group   |
| 7.           | Deanna Maria Servula Cotta Desa      | Promoter Group                             | Promoter Group   |
| 8.           | Liesl Maria Desouza                  | Promoter Group                             | Promoter Group   |
| 9.           | Kimi Kaushik Sheth                   | Non-Promoter                               | Non-Promoter   |
| 10.          | Bhanumati Premji Mirani              | Non-Promoter                               | Non-Promoter   |
| 11.          | Tejas Kishorkumar shah               | Non-Promoter                               | Non-Promoter   |
| 12.          | Nishit Jasani                        | Non-Promoter                               | Non-Promoter   |
| 13.          | Vinit Mehta                          | Non-Promoter                               | Non-Promoter   |
| 14.          | Varun Haresh Joisher                 | Non-Promoter                               | Non-Promoter   |
| 15.          | Malti Kamal Joisher                  | Non-Promoter                               | Non-Promoter   |
| 16.          | Usha Amitkumar Lodha                 | Non-Promoter                               | Non-Promoter   |
| 17.          | Kumar Lakhamshi Nandu                | Non-Promoter                               | Non-Promoter   |
| 18.          | Pari Kaushik Busa                    | Non-Promoter                               | Non-Promoter   |
| 19.          | Umashankar Lath                      | Non-Promoter                               | Non-Promoter   |
| 20.          | Ujin Pharma Limited                  | Non-Promoter                               | Non-Promoter   |
| 21.          | Sweta Lath                           | Non-Promoter                               | Non-Promoter   |
| 22.          | Parasrampur Infrastructure LLP       | Non-Promoter                               | Non-Promoter   |
| 23.          | Dcak Private Limited                 | Non-Promoter                               | Non-Promoter   |
| 24.          | Aniket Shankar Mali                  | Non-Promoter                               | Non-Promoter   |
| 25.          | Khandelwal Piyush Kailash            | Non-Promoter                               | Non-Promoter   |
| 26.          | Bhushan Ravindrasing Pardeshi        | Non-Promoter                               | Non-Promoter   |
| 27.          | Ishan Ullash Shah                    | Non-Promoter                               | Non-Promoter   |
| 28.          | Jyotsana Vinodbhai Panchal           | Non-Promoter                               | Non-Promoter   |
| 29.          | Kiran Galani                         | Non-Promoter                               | Non-Promoter   |
| 30.          | Shah Bhavesh Babulal HUF             | Non-Promoter                               | Non-Promoter   |
| 31.          | Nishit R Shah HUF                    | Non-Promoter                               | Non-Promoter   |



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|     |                                 |              |              |
|-----|---------------------------------|--------------|--------------|
| 32. | Ajay Vijay Dhanuka              | Non-Promoter | Non-Promoter |
| 33. | Poonam Ajay Dhanuka             | Non-Promoter | Non-Promoter |
| 34. | Sarla Vijay Dhanuka             | Non-Promoter | Non-Promoter |
| 35. | Arjun Bijlani                   | Non-Promoter | Non-Promoter |
| 36. | Rajesh Sumerchand Agrawal       | Non-Promoter | Non-Promoter |
| 37. | Atul Agrawal (HUF)              | Non-Promoter | Non-Promoter |
| 38. | Rishit Atul Agrawal             | Non-Promoter | Non-Promoter |
| 39. | Sunil Jagdishprasad Agrawal HUF | Non-Promoter | Non-Promoter |
| 40. | Parag Agrawal                   | Non-Promoter | Non-Promoter |
| 41. | Sharda Anil Gupta               | Non-Promoter | Non-Promoter |
| 42. | Chetan Shyamsundar Agrawal      | Non-Promoter | Non-Promoter |
| 43. | Anuradha Rajesh Gupta           | Non-Promoter | Non-Promoter |
| 44. | Ashish Saraogi                  | Non-Promoter | Non-Promoter |
| 45. | Shubham Agrawal                 | Non-Promoter | Non-Promoter |
| 46. | Pravin Ratanlalji Jain          | Non-Promoter | Non-Promoter |
| 47. | Rishabh Pravin Jain             | Non-Promoter | Non-Promoter |
| 48. | Kedar Kothari                   | Non-Promoter | Non-Promoter |
| 49. | Kashmira Kothari                | Non-Promoter | Non-Promoter |
| 50. | Rajesh Kanji Shah               | Non-Promoter | Non-Promoter |
| 51. | Mangal Keshav Capital Limited   | Non-Promoter | Non-Promoter |
| 52. | Swaraj Suiting Limited          | Non-Promoter | Non-Promoter |
| 53. | Simran Vishal Talreja           | Non-Promoter | Non-Promoter |
| 54. | Rahul Mahajan                   | Non-Promoter | Non-Promoter |
| 55. | Rohit Bajaj HUF                 | Non-Promoter | Non-Promoter |
| 56. | Deepak Suresh Lala              | Non-Promoter | Non-Promoter |
| 57. | Sally Cabral                    | Non-Promoter | Non-Promoter |

**xv. Lock-In Period:**

The Equity Shares and warrants to be allotted shall be subject to lock-in for such period as specified under the provisions of relevant Regulation(s) of SEBI (ICDR) Regulations.

The pre preferential holding of the proposed allottees, if any, shall be locked in, under Regulation 167(6) of the SEBI (ICDR) Regulations.

**xvi. The 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 issue capital that may be held by them:**



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| Sr. No | Name of Proposed Allottee        | Identity of Natural Person who are the Ultimate Beneficial Owner of the Shares proposed to be issued                                 | Pre- Preferential Issue as on February 19, 2026 |        | No. of Equity Shares and/or Warrants to be Allotted | Post Allotment of Equity Shares/ Warrants pursuant to the Preferential allotment |                |
|--------|----------------------------------|--|---|--------|---|--|----------------|
|        |                                  |  | No. of Equity Shares/ Warrants Held             | % Held |   | No. of Equity Shares   | Percentage (%) |
| 1.     | Hotel Miramar Comfort Pvt Ltd    | Edgar M R Cotta, Edwin Eustaquio Do Rosario Cotta, Skoda Tadeu do rosario Cotta, Alfredo Menon Cotta, Jose Schubert De Lourdes Cotta | 24,18,358                                       | 42.95  | 5640142   | 8058500  | 45.27          |
| 2.     | Ujin Pharma Limited              | Umang Ketan Mehta, Jinesh Rasiklal Sheth   | -   | -      | 3,99,000  | 3,99,000   | 2.24           |
| 3.     | Parasrampurua Infrastructure LLP | Ramakant Parasrampurua   | -   | -      | 10,500  | 10,500   | 0.06           |
| 4.     | Dcak Private Limited             | Ankit Girishbhai Kanakia   | -   | -      | 10,500  | 10,500   | 0.06           |
| 5.     | Shah Bhavesh Babulal HUF         | Bhavesh Babulal Shah   | -   | -      | 18,000  | 18,000   | 0.10           |
| 6.     | Nishit R Shah HUF                | Nishit Rajesh Shah   | -   | -      | 18,000  | 18,000   | 0.10           |
| 7.     | Atul Agrawal (HUF)               | Atul Pyarelal Agrawal  | -   | -      | 1,00,500  | 1,00,500   | 0.56           |
| 8.     | Sunil Jagdishprasad Agrawal HUF  | Sunil Jagdishprasad Agrawal  | -   | -      | 2,01,000  | 2,01,000   | 1.13           |
| 9.     | Mangal Keshav Capital Limited    | Paresh Navnitlal Bhagat  | -   | -      | 1,50,000  | 1,50,000   | 0.84           |
| 10     | Swaraj Suiting Limited           | Mohammed Sabir Khan  | -   | -      | 3,00,000  | 3,00,000   | 1.69           |
| 11     | Rohit Bajaj HUF                  | Rohit Bajaj  | -   | -      | 51,000  | 51,000   | 0.29           |

#### **xvii. Requirements as to re-computation of price:**

Since the Equity Shares of the Company are listed on recognized stock exchange for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI



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(ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.

However, the Company undertakes to re-compute the price of the Equity Shares and warrants in terms of the preferential allotment under this resolution as per the provision of the SEBI (ICDR) Regulations, 2018 where it is required to do so. The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the specified Equity Shares and warrants shall continue to be locked-in till the time such amount is paid by the allottees.

**xviii. Disclosure specified in Schedule VI of SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower.**

Neither the Company nor its Promoters or Directors have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Promoters or Directors are a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

**xix. Listing:**

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the Equity Shares, and the Equity Shares so allotted shall rank pari passu with the existing equity shares of the Company in all respects, including dividend.

**xx. Valuation report from a Registered valuer:**

CS Abhishek Chhajed, Registered Valuer having IBBI Registration No. IBBI/RV/03/2020/13674 having office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad , Gujarat - 380001.

The copy of the report has been uploaded on the Company's website which is [www.machotels.net](http://www.machotels.net).

**xxi. Practicing Company Secretary's Certificate:**

The certificate from M/s Prachi Bansal and Associates, Practicing Company Secretary, 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



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made available on the Company's website and will be accessible at link:  
<https://www.machotels.net/investors.html>

**xxii. Principal terms of assets charged as securities:**

Not applicable

**xxiii. Monitoring of Utilization of Funds:**

As the issue size is less than ₹100 Crore, the Company is not required to appoint a credit rating agency as a monitoring agency in terms of regulation 162A of the SEBI ICDR Regulations.

**xxiv. Other Disclosures/Undertaking:**

- a. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- b. Neither the Company nor its directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.
- c. The proposed allottees have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date
- d. The Company is in compliance with the conditions for continuous listing;
- e. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its members and therefore recommends the Special Resolutions as set out Item No. 2 & 3 in the accompanying notice for your approval.



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None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders and proposed allottees of the Company.

**Item No. 4:**

Your company proposes to append object clause in the Memorandum of Association of the Company as part of Diversification Plans. For this purpose, the object Clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

The addition in the Object Clause of the Memorandum of Association as set out in the Resolution is to facilitate diversification. This will enable the company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company.

Therefore, it is proposed to amend the Main Object under the Objects Clause 3 (A) of the Memorandum of Association of the Company, by inserting the sub clauses (4) to existing sub clause (3).

The approval of the members of the company is required for the above item, by way of special resolution pursuant to section 13 of the Companies Act, 2013.

Accordingly, the Board recommended the relevant resolution for the approval of members.

The above amendments would be subject to the approval of the Registrar of Companies and any other Statutory or Regulatory Authority, as may be necessary.

A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours upto the date of the Meeting.

The board recommends the said resolution to be passed as a special resolution.

None of the other Directors of the Company or the Key Managerial Persons of the Company or their respective relatives, are concerned or interested in the



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passing of the above Resolution.

**Item No. 5:**

**Particulars of material related party transaction between Company and Hotel Miramar Comfort Pvt Ltd**

The Company is proposing to enter into certain transactions with related parties as described in this explanatory statement during Financial Year 2026-2027. 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.

Members may importantly note that the Company has been undertaking transactions with the said related parties in the past financial years, in the ordinary course of business and on arms' length after obtaining requisite approvals, if required.

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 and therefore it is consider as material related party transactions. Accordingly, it requires approval of the Company by way of passing of a Special Resolution.

**Details of Proposed Related Party Transaction**

| <b>Name of Relative Party</b> | <b>Description of Relationship</b>                       | <b>Nature of Transactions</b> | <b>Amount of Transaction proposed</b> |
|-------------------------------|--|-------------------------------|---------------------------------------|
| Hotel Miramar Comfort Pvt Ltd | Entity controlled by Mr. Edgar Cotta and Mr. Edwin Cotta | Acquisition of Land           | Rs. 8.5 Cr.                           |

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:



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| <b>Sr. No.</b> | <b>Particulars</b>  | <b>Details</b>   |
|----------------|---|--|
| 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              | Whether any financial indebtedness is incurred to make or give loans intercorporate deposits, advances or investments, nature of indebtedness, cost of funds, tenure etc  | Not Applicable   |
| 5              | Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and  | Not Applicable   |
| 6              | The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT  | Not Applicable   |
| 7              | A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders | <p>We confirm the same.</p> <p>The Related Party Transactions would be carried out on an arm's length terms and shall be in the ordinary course of business.</p> <p>Valuation report obtained from Govt. Registered Valuer (IBBI), Mr. Vaibhav Jadav, Ahmedabad, Licence number: IBBI/RV/02/2019/12420 dated</p> |



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|                                |   | 16.02.2026.  |             |         |         |         |                                |       |        |        |                            |      |      |      |                  |        |      |      |
|--------------------------------|---|--|-------------|---------|---------|---------|--------------------------------|-------|--------|--------|----------------------------|------|------|------|------------------|--------|------|------|
| 8                              | Percentage of the Companies annual turnover; for the immediately preceding financial year, that is represented by the value of proposed RPT | Approximately 215% of annual turnover of the Company for FY 2024-25.   |             |         |         |         |                                |       |        |        |                            |      |      |      |                  |        |      |      |
| 9                              | Details of transactions entered into by the Company with the Related Parties during the last three Financial Years: (In Lakhs)              | <table border="1"> <thead> <tr> <th>Particulars</th> <th>2024-25</th> <th>2023-24</th> <th>2022-23</th> </tr> </thead> <tbody> <tr> <td>Purchase of goods and services</td> <td>45.00</td> <td>150.26</td> <td>105.87</td> </tr> <tr> <td>Sale of goods and services</td> <td>8.27</td> <td>6.73</td> <td>0.00</td> </tr> <tr> <td>Security deposit</td> <td>281.00</td> <td>0.00</td> <td>0.00</td> </tr> </tbody> </table> | Particulars | 2024-25 | 2023-24 | 2022-23 | Purchase of goods and services | 45.00 | 150.26 | 105.87 | Sale of goods and services | 8.27 | 6.73 | 0.00 | Security deposit | 281.00 | 0.00 | 0.00 |
| Particulars                    | 2024-25   | 2023-24  | 2022-23     |         |         |         |                                |       |        |        |                            |      |      |      |                  |        |      |      |
| Purchase of goods and services | 45.00   | 150.26   | 105.87      |         |         |         |                                |       |        |        |                            |      |      |      |                  |        |      |      |
| Sale of goods and services     | 8.27  | 6.73   | 0.00        |         |         |         |                                |       |        |        |                            |      |      |      |                  |        |      |      |
| Security deposit               | 281.00  | 0.00   | 0.00        |         |         |         |                                |       |        |        |                            |      |      |      |                  |        |      |      |
| 10                             | Type, tenure, material terms and particulars  | <p>Purchase/Acquisition of Land situated at survey no. 446/6 &amp; 443/2, Village: Calangute, Taluka: Bardez, Dist: Goa admeasuring area about 850.00 (Sq. mt.)</p> <p>Material terms and conditions are based on the agreement which inter alia include the rates based on prevailing / market condition and commercial terms as on the date of entering into the contract.</p>   |             |         |         |         |                                |       |        |        |                            |      |      |      |                  |        |      |      |
| 11                             | 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 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



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in the passing of this resolution 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.

By order of the Board of Directors  
**For MAC Hotels Limited**

**Sd/-**  
**Edgar Maximiano Do Rosario Cotta**  
**Managing Director**  
**DIN: 00124357**  
**Date:** February 19, 2026  
**Place:** Goa

**Registered Office:**  
First Floor Beach Plaza (Annexee)  
Nomxin Caranzalem, Ilhas Goa,  
Panaji, Goa, India, 403001  
**CIN: L55101GA1990PLC001100**

## ATTENDANCE SLIP

Date \_\_\_\_\_

### To Be Completed and Handed Over at The Entrance of The Meeting

|                            |  |
|----------------------------|--|
| <b>Name of Shareholder</b> |  |
| <b>Address</b>             |  |
| <b>DP ID*</b>              |  |
| <b>Client ID*</b>          |  |
| <b>Folio No.</b>           |  |
| <b>No. of shares held</b>  |  |

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 on Saturday, March 21, 2026 at 03:30 PM at First Floor Beach Plaza (Annexee) Nomxin Caranzalem, Ilhas Goa, Panaji, Goa, India, 403001

\* Applicable for investors holding shares in electronic form.

\_\_\_\_\_

Signature of the Shareholder or Proxy

Email Address:

**Note:** Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

**PROXY FORM**  
**(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>Email ID:</b>              |  |
| <b>Folio No. / Client ID</b>  |  |
| <b>DP ID:</b>                 |  |

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

Name: \_\_\_\_\_

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

Email-id: \_\_\_\_\_

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

Name: \_\_\_\_\_

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

Email-id: \_\_\_\_\_

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

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 Extra-Ordinary General Meeting of the Company on Saturday, March 21, 2026 at 03:30 PM 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:

| Resolution No.    | Particulars of Resolutions  | Optional* |         |
|-------------------|---|-----------|---------|
|                   |   | For       | Against |
| Special Business: |   |           |         |
| 1                 | To consider and approve increase in the Authorised Share Capital of the Company and amendment of Clause V of the Memorandum of Association.                           |           |         |
| 2                 | To consider and approve issue of Equity Shares of the Company to promoters, members of promoter group and non-promoter persons/entities on Preferential Basis         |           |         |
| 3                 | To consider and approve issue of Convertible Warrants of the company to promoters, members of promoter group and non-promoter persons/entities on Preferential Basis: |           |         |
| 4                 | To consider and approve the amendment to the main object clause of the Memorandum of Association of the Company. (Special Resolution).                                |           |         |
| 5                 | To consider and approve the material related party transaction(s) proposed to be entered into by the Company (Special Resolution).                                    |           |         |

Signed this.....day of ..... 2026

Signature of shareholder .....

Signature of Proxy holder(s) .....

|                           |
|---------------------------|
| Affix<br>Revenue<br>Stamp |
|---------------------------|

**Note:**

- (i) 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.
- (ii) For the resolutions, explanatory statements and notes please refer to the notice of Extra-Ordinary General Meeting.

(iii) It is Optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate

(iv) Please complete all details including details of member(s) in the above box before submission.

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

## ROUTE MAP OF THE EGM VENUE

First Floor Beach Plaza (Annexee) Nomxin Caranzalem, Ilhas Goa, Panaji, Goa, India, 403001

