



MARKOBENZ VENTURES LIMITED
(Formerly Known as Evergreen Textiles Limited)



CIN: L46692MH1985PLC037652

Regd. Off.: Office No. 144, 14th Floor, Atlanta Building Plot No 209, Jamnalal Bajaj Road, Nariman Point, Mumbai-400021
Tel No.: + 91-88828 64121; **Email:** info@evergreentextiles.in | **Website:** https://www.markobenzventures.com

To
Dept. of Corp. Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001
Through: BSE Listing Centre
Security Code: 514060

Dear Sir/Madam,

Sub: Submission of Annual Secretarial Compliance Report for FY 2023-24.

Please find enclosed the Annual Secretarial Compliance Report pursuant to Regulation 24A(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the year ended March 31, 2024, issued by Mr. Ramesh Chandra Bagdi, Practicing Company Secretary and Secretarial Auditors of the Company.

This is for your kind information and records.

Thanking You.

For Markobenz Ventures Limited
(Formerly known as Evergreen Textiles Limited)

Chirag
Kanaiylal Shah

Digitally signed by
Chirag Kanaiylal Shah
Date: 2024.05.26
16:20:43 +05'30'

CHIRAG KANAIYALAL SHAH
MANAGING DIRECTOR
DIN: 09654969

Date: 26-05-2024

Place: Mumbai

RAMESH CHANDRA BAGDI & ASSOCIATES
COMPANY SECRETARIES

31, SHRADDHANAND MARG, CHHAWANI, INDORE(MP)-452001
Email : rcbagdipcs@yahoo.in Mobile – 9827244043

To,
The Board of Directors,
MARKOBENZ VENTURES LIMITED
(Formerly known as EVERGREEN TEXTILES LTD.)

CIN: L46692MH1985PLC037652

Registered Office:

Office No. 144, 14th Floor, Atlanta Building,
Plot no. 209, Jamnalal Bajaj Road, Nariman Point,
Mumbai(MS)-400021

Subject: Annual Secretarial Compliance Report for the Financial Year 2023-24 under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

I have been engaged by **MARKOBENZ VENTURES LIMITED** (hereinafter referred to as the 'Company') [CIN: L46692MH1985PLC037652] whose equity shares are listed on BSE Limited, to conduct an audit in terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

Please find enclosed the Annual Secretarial Compliance Report duly signed by me for your doing further needful.

Place: Indore

Date: 25th May, 2024



For Ramesh Chandra Bagdi & Associates
Company Secretaries

R.C. Bagdi

Ramesh Chandra Bagdi
Proprietor

FCS: 8276, C.P. No 2871

PR No.: 1560/2021

Unique Code Number: S2021MP835800

RAMESH CHANDRA BAGDI & ASSOCIATES
COMPANY SECRETARIES

31, SHRADDHANAND MARG, CHHAWANI, INDORE(MP)-452001
Email : rcbagdipcs@yahoo.in Mobile – 9827244043

ANNUAL SECRETARIAL COMPLIANCE REPORT OF
MARKOBENZ VENTURES LTD FOR THE YEAR ENDED 31.03.2024

I, Ramesh Chandra Bagdi, prop. Of Ramesh Chandra Bagdi & Associates, Practicing Company Secretaries have examined :

1. all the relevant documents and records made available to us and explanation provided by M/s. Markobenz Ventures Limited (Formerly Known as Evergreen Textiles Limited) (“the listed entity”),
2. the filings/ submissions made by the listed entity to the stock exchanges,
3. website of the listed entity i.e. www.evergreentextiles.in,
4. any other document/ filing, as may be relevant, which has been relied upon to make this certification

For the year ended 31.03.2024 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 –**Not applicable** as the Company has not bought back/ propose to buyback any of its securities during the financial year under review;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 –**Not applicable** during the financial year under review;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 –



Not applicable as the Company has not issued any debt securities during the financial year under review;

- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 –**Not applicable** as the Company has not issued any preference shares during the financial year under review;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999- **Not applicable** as the Company has not issued any ESOP during the financial year under review;
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client- **Not applicable** as the Company is not registered as Registrar to Issue and Share Transfer Agents during the financial year under review;
- (k) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **Not applicable** as the Company has not delisted or propose to delist its equity shares from any stock exchange during the financial year under review and clause 6(A) and 6(B) of circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019 issued by Securities and Exchange Board of India on “Resignation of Statutory Auditors from listed entities and their Material Subsidiaries” – **Not applicable**

And based on the above examination, I hereby report that, during the Review Period:

(a) **The company has executed Share Purchase Agreement on 16th June, 2023 between Acquirer 1. Mr. Chirag Kanaiyalal Shah ; Acquirer 2. Ms. Nirupama Charuhas Khandke and the Target Company Evergreen Textiles Limited through Open Offer.**

(b) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below where clarifications were asked by Stock exchanges:

Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/ remarks of the Practicing Company Secretary, if any	M R
		NA				NA		



(c) The listed entity has taken the following actions to comply with the observations made in previous reports: **NOT APPLICABLE**

ADDITIONAL AFFIRMATION:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation Remarks by PCS
1.	<u>Secretarial Standard:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	YES	Not Applicable
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	YES	Not Applicable
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	YES	Not Applicable
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	YES	Not Applicable



5.	<u>To examine details related to Subsidiaries of listed entities:</u> <ul style="list-style-type: none"> • Identification of material subsidiary companies • Requirements with respect to disclosure of material as well as other subsidiaries 	YES	Not Applicable
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	YES	Not Applicable
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	YES	Not Applicable
8.	<u>Related Party Transactions:</u> <ul style="list-style-type: none"> • The listed entity has obtained prior approval of Audit Committee for all Related party transactions • In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee 	YES	Not Applicable
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	Not Applicable
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	YES	Not Applicable
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u>	NA	During the year under reviewed no action taken by the listed entity/ its promoters/ director



	No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder		either by SEBI or by Stock Exchanges (in the Standard Operating Procedures issued through various circulars) under SEBI Regulations/ guidelines issued thereunder from Whereas few clarifications sought by the Stock Exchanges viz. NSE & BSE and the Company have been given adequate reply to the exchanges within the stipulated timelines.
12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	The Listed entity have complied all the provisions of SEBI regulation/circular/guidance note issued by SEBI from time to time. There is no Non-compliance observed/happened during the financial year under review.

***Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'**

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Indore

Date: 25th May, 2024

UDIN: F008276F000446923

For Ramesh Chandra Bagdi & Associates
Company Secretaries



R. Chandra Bagdi

Ramesh Chandra Bagdi
Proprietor

FCS: 8276, C.P. No 2871

PR No.: 1560/2021

Unique Code Number: S2021MP835800