



MARKOBENZ VENTURES LIMITED



CIN: L46692MH1985PLC037652

Regd. Off.: Office No. 144, 14th Floor, Atlanta Building Plot No 209, Jamnalal Bajaj Road, Nariman Point, Mumbai-400021

Tel No.: + 91-22-22040816; **Email:** info@evergreentextiles.in | **Website:** <https://www.evergreentextiles.in/>

Date: 19/12/2023

To,
BSE Limited
Corporate Relationship Dept.
1st Floor, New Trading Ring
Rotunda Building, Phiroze Jeejeebhoy Towers
Dalal Street, Fort, Mumbai-400001

Sub: Notice of Postal Ballot - – Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sirs/Madam,

We invite your attention to our letter dated 27th November, 2023 and 30th November, 2023 wherein it was informed that the Company has received request for reclassification of the Promoter/Promoter Group members into Public Members subject to approval of the shareholders of the Company.

In this regard, please find enclosed the Notice dated 19th December, 2023 along with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, seeking approval of the Members of the Company on the Ordinary Resolution forming part of the Notice.

Sr. no.	Description of resolution
1.	Reclassification of Promoters and Promoter Group into Public Category of Shareholders
2.	To Approve the Change in Designation of Mr. Chirag Kanaiyalal Shah and Ms. Nirupama Charuhas Khandke from Public Category into Promoter Category of Shareholder
3.	To consider change in designation of Mr. Chirag Kanaiyalal Shah (DIN: 09654969) from Director To Managing Director (MD).
4.	To appoint Mr. Drumil Ashok Gandhi (DIN: 09766106) as an Independent Director of the Company.
5.	To appoint Mr. Dinesh Chander Notiyal (DIN: 10289995) as an Independent Director of the Company
6.	To appoint Ms. Avani Savjibhai Godhaniya (DIN: 10387729) as an Independent Director of the Company.
7.	To appoint statutory auditors and fix their remuneration.

In compliance with the provisions of the General Circular Nos. General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs from time to time, this Notice is being sent only through electronic mode to all the members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on 15th day, December, 2023 ('Cut-off date'). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

Members whose email addresses are not registered with the Company / Depository Participants, can register their email address with the RTA on or before 5:00 p.m. (IST) till 19th day, January, 2024 basis which, Notice of Postal Ballot will be sent to them. The process for registration of email address is also provided in the enclosed Notice.

The Company has engaged the services of Link Intime India Private Limited to provide remote e-voting facility to the Members. The remote e-voting period commences on 20th, December, 2023 from 9.00 a.m. (IST) and ends on 19th, January, 2024 at 5.00 p.m. (IST). The remote e-voting module shall be disabled by 19th, January, 2024 at 5.00 p.m thereafter. The results declared, along with the Scrutinizer's Report, shall be announced by the Chairman or such authorised person within the stipulated timelines.

The Notice is also being made available on the website of the Company at www.evergreentextiles.in and on the website of the Link Intime India Private Limited i.e www.linkintime.co.in

This is for your information and record.

Thanking you,

Markobenz Ventures Limited
(Formerly Known as Evergreen Textiles Limited)

Chirag Kanaiyalal Shah
Managing Director
DIN: 09654969



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POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

Dear Members,

NOTICE is hereby given, pursuant to Section 110 of the Companies Act, 2013, as amended (hereinafter referred to as the “Act”) read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred as “MCA Circulars”) and any other applicable laws and regulations, to transact the below mentioned proposed special businesses by the Members of Markobenz Ventures Limited (“the Company”) through Postal Ballot (“Postal Ballot”) only through remote electronic voting (E-voting).

1. Reclassification of Promoters and Promoter Group into Public Category of Shareholders:

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Regulation 31A and other relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and applicable provisions, if any of the Companies Act, 2013 and in accordance with applicable rules, regulations or laws and/or any approval, consent, permission of Securities and Exchange Board of India, stock exchange or any other appropriate authorities under any other applicable laws, rules and regulations in force for the time being and from time to time (“Concerned Authorities”) in this regard and further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of the Concerned Authorities while granting such approvals, permissions or consent as may be necessary or which may be agreed to, by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any committee constituted by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, approval of the Members of Company be and is hereby accorded to the Board to re-classify the following persons (hereinafter referred to as “Outgoing Promoter and Promoter Group”) from promoter and promoter group category in terms of regulation 31A of SEBI LODR Regulations.

Name of the Person /Entities	Category (Pre-Classification)	Number of shares held	% of shareholding	Category (Post-Classification *)
Rajiv Kantikumar Podar	Promoter	2,905	0.06	Public
Pallawi R Podar	Promoter	8,185	0.17	Public
Kantikumar R Podar	Promoter	8,935	0.19	Public



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HUF				
Podar Rajiv HUF	Promoter	14,885	0.31	Public
N I J Trust	Promoter	30,000	0.63	Public
Vedica Rajiv Podar	Promoter	-	-	Public
Vedant Rajiv Podar	Promoter	-	-	Public
Nawal Textiles Limited	Promoter Group	-	-	Public
Podar Textiles Daman Private Limited	Promoter Group	-	-	Public
Podar Advisory & Consulting Enterprise Private Limited	Promoter Group	-	-	Public
Nawal Finance Private Limited	Promoter Group	-	-	Public
Podar Infotech and Entertainment Limited	Promoter Group	-	-	Public
Premier Consultant and Traders Limited	Promoter Group	-	-	Public

The Board also took note that the remaining member of the Promoter Group i.e. Mrs. Snehalata Kantikumar Podar has expired in the year 2022 and the procedure for transmission of her shares to her legal heir is in process. The Board also noted that her legal heirs are party to the applicants who have made the request for reclassification and subsequently her shares may also become part of the public shareholding.

RESOLVED FURTHER THAT the Outgoing Promoter and Promoter Group undertake and confirm that they are in compliance with Regulation 31A of the SEBI LODR Regulations, and also confirm that, they:

- do not hold more than 10% of the fully paid-up equity share capital and voting capital/rights of the Company;
- do not have any special rights through formal or informal agreements and shareholding agreements, if any, granting special rights to them shall be terminated;
- are not acting as key managerial persons or are represented on the Board of the Company;
- do not directly or indirectly exercise control over the affairs of the Company;
- are not a 'wilful defaulter' as per the Reserve Bank of India Guidelines; and
- are not a fugitive economic offender.
- No regulatory action is pending against the Outgoing Promoter and Promoter Group.

RESOLVED FURTHER THAT the Outgoing Promoter and Promoter Group undertake and confirm that they shall neither act as Key Managerial Persons nor will they be represented on the Board of Directors for a period of more than 3 years from the date of reclassification.

RESOLVED FURTHER THAT post re-classification, the Company shall be compliant with the requirement for minimum public shareholding as required under Regulation 38 of SEBI LODR Regulations.



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RESOLVED FURTHER THAT pursuant to the fulfilment of the above conditions as per Regulations 31A of the SEBI LODR Regulations, the Outgoing Promoter and Promoter Group shall cease to be the promoter and promoter group of the Company.

RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicant, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI LODR, 2015 and in compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to submit the applications to the Stock Exchanges where the securities of the Company are listed and any other Concerned Authorities in this regard and do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitations effecting any modifications or changes to the foregoing, entering into contract, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the resolution), in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubt that may arise in this regard, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decision of the Board shall be final, binding and conclusive in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by above resolutions to any Director(s) or to any committee of Directors or any other officer(s) of the Company or any other person as the Board may at its absolute discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings etc as may be necessary to give effects to the aforesaid resolution.”

2. To Approve the Change in Designation of Mr. Chirag Kanaiyalal Shah and Ms. Nirupama Charuhas Khandke from Public Category into Promoter Category of Shareholder: Special Resolution

“RESOLVED THAT pursuant to Regulation 31A and other relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and applicable provisions, if any of the Companies Act, 2013 and in accordance with applicable rules, regulations or laws and/or any approval, consent, permission of Securities and Exchange Board of India, stock exchange or any other appropriate authorities under any other applicable laws, rules and regulations in force for the time being and from time to time (“Concerned Authorities”) in this regard and further pursuant to the Open Offer through which 74.01% of shares were acquired by Mr. Chirag Kanaiyalal Shah and Mrs. Nirupama Charuhas Khandke, approval of the Members of Company be and is hereby accorded to the Board to re-classify the following persons (hereinafter referred to as “Promoter(s)”) from public category into the Promoter category in terms of regulation 31A of SEBI LODR Regulations.



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Name of the Person /Entities	Category (Pre-Classification)	Number of shares held	% of shareholding	Category (Post-Classification)*
Mr. Chirag Kanaiyalal Shah	Public	35,16,940	73.27%	Promoter
Ms. Nirupama Charuhas Khandke	Public	35,525	0.74%	Promoter

RESOLVED FURTHER THAT the Promoters had provided their proposal to be appointed as promoters of the Company in their Open Offer dated July 03, 2023 and thus by virtue of the provisions of Regulation 31A(5) of Listing Regulations, they be designated as the Promoters of the Company.

RESOLVED FURTHER THAT post re-classification, the Company shall be compliant with the requirement for minimum public shareholding as required under Regulation 38 of SEBI LODR Regulations.

RESOLVED FURTHER THAT on approval of the requisite authorities, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI LODR, 2015 and in compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to submit the applications to the Stock Exchanges where the securities of the Company are listed and any other Concerned Authorities in this regard and do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitations effecting any modifications or changes to the foregoing, entering into contract, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the resolution), in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubt that may arise in this regard, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decision of the Board shall be final, binding and conclusive in all respect.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by above resolutions to any Director(s) or to any committee of Directors or any other officer(s) of the Company or any other person as the Board may at its absolute discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings etc as may be necessary to give effects to the aforesaid resolution.”



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3. To consider change in designation of Mr. Chirag Kanaiyalal Shah (DIN: 09654969) from Director To Managing Director (MD)

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (including statutory modification or re-enactment thereof for the time being in force) and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of the Central Government or other Government authorities/agencies, if any, and in terms of the Special Resolution passed by members in the Extra Ordinary General Meeting with respect to the appointment of Mr. Chirag Kanaiyalal Shah (DIN: 09654969) as Additional Director, consent of Shareholders be and is hereby accorded to change the designation of Mr. Chirag Kanaiyalal Shah (DIN: 09654969) from Additional Director to Managing Director of the Company with effect from 04th November, 2023 for a period of his tenure of five years, subject to review of his tenure by Board of Directors from time to time.”

“RESOLVED FURTHER THAT any Director or Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things which are necessary to carry out the aforesaid resolution and to seek such approval/ consent from the government departments, if required, in this regard and make necessary filings relating to the change in designation of Mr. Chirag Kanaiyalal Shah (DIN: 09654969) from Additional Director to Managing Director with the Registrar of Companies and submission of any other necessary documents with the appropriate regulatory authorities, as may be required from time to time.”

4. To appoint Mr. Drumil Ashok Gandhi (DIN: 09766106) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to provision of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per applicable Regulations and Schedules of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, **Mr. Drumil Ashok Gandhi** (DIN: **09766106**) who was on the recommendation of Nomination and Remuneration Committee appointed as the Additional Director (Independent Category) by the Board of Directors in their Meeting held on 04th November, 2023 to hold office till the date of the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under the provisions of section 160 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company.”



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5. To appoint Mr. Dinesh Chander Notiyal (DIN: 10289995) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to provision of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per applicable Regulations and Schedules of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, Mr. Dinesh Chander Notiyal (DIN: 10289995) who was on the recommendation of Nomination and Remuneration Committee appointed as the Additional Director (Independent Category) by the Board of Directors in their Meeting held on 04th November, 2023 to hold office till the date of the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under the provisions of section 160 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company.”

6. To appoint Ms. Avani Savjibhai Godhaniya (DIN: 10387729) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to provision of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per applicable Regulations and Schedules of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, **Ms. Avani Savjibhai Godhaniya (DIN: 10387729)** who was on the recommendation of Nomination and Remuneration Committee appointed as the Additional Director (Independent Category) by the Board of Directors in their Meeting held on 09th November, 2023 to hold office till the date of the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under the provisions of section 160 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company.”

7. To appoint statutory auditors and fix their remuneration.

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. S Ramanad Aiyer & Co., Chartered Accountants (Firm Registration No. 000990N), be appointed as statutory



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auditors of the Company, in place of Resigning auditors M/s. S.K. Bhageria & Associates., Chartered Accountants (Firm Registration No. 112882W), to hold office from the conclusion of this 36th Annual General Meeting until the conclusion of the 40th Annual General Meeting, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.”

Markobenz Ventures Limited
(Formerly Known as Evergreen Textiles Limited)

Sd/-

Chirag Kanaiyalal Shah
Managing Director
DIN: 09654969

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) read with the Rules, which sets out the material facts relating to the aforesaid Special Resolution and the reasons thereof is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, the Company is sending this Notice to the Members in electronic form only by email to those Members whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) and Registrar and Share Transfer Agent of the Company i.e. Link Intime India Private Limited (“RTA”/“LIPL”) as on Friday, December 15, 2023 (“Cut-Off Date”). The communication of assent or dissent of the Members would take place through remote e-voting system only. Please note that there will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted.
3. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing remote e-voting facility to its Members to cast their votes electronically. The Company has engaged the services of Link Intime India Private Limited to provide remote e-voting facility to enable the Members to cast their votes electronically. Instructions for the process to be followed for remote e-voting are given in this Notice.
4. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on the Cut-Off date. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the



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Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Special Resolution in accordance with the process specified in this Notice.

5. Members are advised to register/update their e-mail address with their Depository Participants in case of shares held in electronic form and to the Company and/or its RTA in case of shares held in physical form.
6. Members may also note that the Notice will also be available on the Company's website www.imagicaaworld.com and on the website of the stock exchanges i.e. the BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com and the e-voting website of Link Intime India Private Limited i.e. <https://instavote.linkintime.co.in>.
7. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection at www.imagicaaworld.com under Investor Relations Section from the date of circulation of this Notice up to the date of declaration of Postal Ballot results except for certain documents which may be inspected at the Registered Office / Corporate Office of the Company during business hours. Members may inspect the same by writing an e-mail to the Company at info@evergreentextiles.in.
8. The remote e-voting period commences on Wednesday, December 20 2023 at 9:00 A.M. (IST) and ends on Friday, January 19, 2024 at 5:00 P.M. (IST). The remote e-voting module shall be disabled for remote e-voting thereafter. During this period, the Members of the Company holding shares in physical or electronic form, as on the Cut-Off Date may cast their vote by electronic means in the manner and process as mentioned in this Notice. Once the vote is cast by the Member, the Member shall not be allowed to change it or cast the vote again.
9. In case the Members have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or may contact Mr. Ashish Upadhyay, Associate – Technology Group at enotices@linkintime.co.in or Call:- Tel : 022 - 49186000.
10. The Board of Directors of the Company has appointed M/s. Singh Soni & Associates LLP, Mr. Abhishek Singh, Partner, Practicing Company Secretary (Membership No.: F12546 & COP No.: 12509) as the Scrutinizer for conducting Postal Ballot process in fair and transparent matter.
11. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after completion of scrutiny of the remote e-voting. The results of the Postal Ballot (through remote e-voting process) along with the Scrutinizer's report will be announced by the Chairman or person so authorized by him, on or before Monday, January 22, 2024.
12. The results of the Postal Ballot will be uploaded on the Company's website at www.imagicaaworld.com on the website of Link Intime Private Limited at <https://instavote.linkintime.co.in> and the same shall also be communicated to BSE Limited



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and the National Stock Exchange of India Limited, where the shares of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

13. The Special Resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting, i.e. Friday, January 19, 2024.



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Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp> “
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsd.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.



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Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasinew/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

- a) To register, visit URL: <https://web.cdslindia.com/myeasinew/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.



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-
- Login to DP website
 - After Successful login, members shall navigate through “e-voting” tab under Stocks option.
 - Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
 - After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

- Visit URL: <https://instavote.linkintime.co.in>
- Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details:

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click “confirm” (Your password is now generated).
- Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.



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-
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. 'Investor's Name - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.



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- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company’s Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from ‘Download Sample Vote File’ option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under ‘Upload Vote File’ option.
- f) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.



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Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>



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o Click on **‘Login’** under **‘Corporate Body/ Custodian/Mutual Fund’** tab and further Click **‘forgot password?’**

o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

Item No. 1:

The letter of offer dated July 03, 2023 (for Open Offer under SEBI SAST Regulations, 2011) stated that pursuant to the acquisition of shares under the Share Purchase Agreement and the shares tendered in the open offer, the Outgoing Promoter and Promoter Group will cease to have control over the Company.

Members may note that the Company has received the request for re-classification from the abovementioned Outgoing Promoter and Promoter Group details of which are reproduced below in terms of regulation 31A of SEBI LODR Regulations on October 29, 2020 and intimated the same to BSE Limited on 27th November, 2023 and 30th November, 2023.

Name of the Person /Entities	Category (Pre-Classification)	Number of shares held	% of shareholding	Category (Post-Classification)*
Rajiv Kantikumar Podar	Promoter	2,905	0.06	Public
Pallawi R Podar	Promoter	8,185	0.17	Public
Kantikumar R Podar HUF	Promoter	8,935	0.19	Public
Podar Rajiv HUF	Promoter	14,885	0.31	Public
N I J Trust	Promoter	30,000	0.63	Public
Vedica Rajiv Podar	Promoter	-	-	Public
Vedant Rajiv Podar	Promoter	-	-	Public
Nawal Textiles Limited	Promoter Group	-	-	Public
Podar Textiles Daman Private Limited	Promoter Group	-	-	Public
Podar Advisory & Consulting Enterprise Private Limited	Promoter Group	-	-	Public
Nawal Finance Private Limited	Promoter Group	-	-	Public
Podar Infotech and Entertainment Limited	Promoter Group	-	-	Public
Premier Consultant and Traders Limited	Promoter Group	-	-	Public

The Outgoing Promoter and Promoter Group have requested for reclassification since they are not involved in the management of the Company. Further the Outgoing Promoter and Promoter Group hold less than 10% shareholding in the paid-up capital of the Company.

The shareholding of the Outgoing Promoter and Promoter Group is provided as under:

Sr. No.	Name of the Person /Entities	Number of shares held	% of shareholding
1.	Rajiv Kantikumar Podar	2,905	0.06



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2.	Pallawi R Podar	8,185	0.17
3.	Kantikumar R Podar HUF	8,935	0.19
4.	Podar Rajiv HUF	14,885	0.31
5.	N I J Trust	30,000	0.63
6.	Vedica Rajiv Podar	-	-
7.	Vedant Rajiv Podar	-	-
8.	Nawal Textiles Limited	-	-
9.	Podar Textiles Daman Private Limited	-	-
10.	Podar Advisory & Consulting Enterprise Private Limited	-	-
11.	Nawal Finance Private Limited	-	-
12.	Podar Infotech and Entertainment Limited	-	-
13.	Premier Consultant and Traders Limited	-	-

Undertaking given by the Outgoing Promoter and Promoter Group: In terms of SEBI LODR Regulations, the Outgoing Promoter and Promoter Group undertake and confirm that they are in compliance with Regulation 31A of the SEBI LODR Regulations, and also confirm that, they:

- do not hold more than 10% of the fully paid-up equity share capital and voting capital/rights of the Company;
- do not have any special rights through formal or informal agreements and shareholding agreements, if any, granting special
- rights to them shall be terminated;
- are not acting as key managerial persons or are represented on the Board of the Company;
- do not directly or indirectly exercise control over the affairs of the Company;
- are not a 'wilful defaulter' as per the Reserve Bank of India Guidelines; and
- are not a fugitive economic offender.
- no regulatory action is pending against the Outgoing Promoter and Promoter Group.

The Outgoing Promoter and Promoter Group also undertake and confirm that they shall neither act as Key Managerial Persons nor will they be represented on the Board of Directors for a period of more than 3 years from the date of reclassification.

Post re-classification, the Company shall be compliant with the requirement for minimum public shareholding as required under Regulation 38 of SEBI LODR Regulations.

The Company shall disclose the event of re-classification to the stock exchange as a material event in accordance with the provisions of SEBI LODR Regulations.

Pursuant to the regulation 31A of SEBI LODR Regulations, the above re-classification requires approval of members.

The Board recommends the said resolution to be passed as an Ordinary Resolution.



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The Outgoing Promoter and Promoter Group are concerned and interested in the resolution to the extent of their shareholding in the Company, if any. None of the others Directors, key managerial persons of the Company or any relatives of such directors/promoters or key managerial persons are in any way concerned or interested in the proposed resolution except to the extent of their respective shareholding if any in the Company.

ITEM NO. 2:

The letter of offer dated July 03, 2023 (for Open Offer under SEBI SAST Regulations, 2011) stated that pursuant to the acquisition of shares under the Share Purchase Agreement and the shares tendered in the open offer, the Outgoing Promoter and Promoter Group will cease to have control over the Company.

This resolution is being proposed pursuant to the open offer made pursuant to the execution of the share purchase agreement dated June 16, 2023 (“SPA”) between the Promoters and the Outgoing Promoters and Promoter Group wherein the Promoters agreed to acquire 35,52,465 (Thirty-Five Lakh Fifty-Two Thousand Four Hundred Sixty-Five) Equity Shares representing 74.01% of Paid-up Equity Share Capital of the Target Company, at a price of ₹ 1.45/- (Rupee One and Forty-Five Paise only) per Equity Share of the Target Company aggregating to ₹ 51.51 Lakh. Pursuant to the SPA the shareholding of the Promoters has increased to more than 25% of Paid-up Equity Share Capital of the Company and the Promoters have acquired control over the Company and therefore the Promoters propose to become the promoters of the Company pursuant to the provisions under Regulation 31A(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the said resolution to be passed as an Ordinary Resolution.

The Promoters are concerned and interested in the resolution to the extent of their shareholding in the Company, if any. None of the others Directors, key managerial persons of the Company or any relatives of such directors/promoters or key managerial persons are in any way concerned or interested in the proposed resolution except to the extent of their respective shareholding if any in the Company.

ITEM NO. 3:

Mr. Chirag Kanaiyalal Shah (DIN: 09654969) was appointed as Additional Director of the Company by way of Board resolution dated 04th November 2023 and based on the recommendation of Nomination & Remuneration Committee of the Company, had redesignated him as Managing Director of the Company, subject to the confirmation of shareholders and other regulatory approvals, if required. Board of Directors recommends to the Shareholders the change in designation of Mr. Chirag Kanaiyalal Shah (DIN: 09654969) as Managing Director w.e.f. 04th November 2023 for a period of his tenure of five years, subject to review of his tenure by Board of Directors from time to time.”

RESOLVED FURTHER THAT the following terms and conditions to be approved considering the limit specified under sec 197 and Schedule V of the Companies Act, 2013:



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-
1. **Remuneration:** The remuneration of the Managing Director shall be determined by the Board of Directors and shall be subject to the approval of the shareholders at the General Meeting.
 2. **Powers and Responsibilities:** The Managing Director shall have the powers and responsibilities as outlined in the Companies Act, 2013, and the Articles of Association of the Company.
 3. **Term of Office:** The term of office of the Managing Director shall be 5 years and may be extended or renewed, subject to the approval of the Board of Directors and the shareholders.
 4. **Termination:** The Managing Director may be removed from the office before the expiry of the term by the Board of Directors, subject to the provisions of the Companies Act, 2013, and the Articles of Association of the Company.
 5. **Bonus:** if any;
 6. **Benefits, Perquisites and Allowances:** Provision of a Car with driver for official purposes and such driver's remuneration/expenses as fixed/approved by the Board shall be reimbursed to him, if he is not provided with Company's driver;
 7. Free use of Company's mobile phone and telephone at his residence;
 8. Reimbursement of medical expenses incurred for himself and family subject to ceiling of as decided by board of directors;

The Board recommends the resolution(s) set out at Item No. 3 of the Notice to the Members for their consideration and approval, by way of an Special Resolution(s).

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution

ITEM NO. 4:

Members are requested to note that the Board of Directors of the Company, on recommendation of the Nomination & Remuneration Committee ("NRC"), at their meeting held on 04th November, 2023 approved the appointment of Mr. Drumil Ashok Gandhi (DIN: 09766106) as Additional Director (Independent Category) on the Board of the Company and accordingly, in terms of the provisions of Section 161 of the Companies Act, 2013 ("Act"), holds office up to the date of the forthcoming Annual General Meeting of the Company.

The brief profile(s) of Mr. Drumil Ashok Gandhi (DIN: 09766106) are given in the annexure to the Notice.



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Members are requested to note that the Company has received a declaration from Mr. Drumil Ashok Gandhi (DIN: 09766106) stating that he meet the criteria of independence as specified in Section 149(6) of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) and that he is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Act.

Members are further requested to note that the Company has received notice(s) in writing in terms of the provisions of Section 160 of the Act from Member proposing the candidature of Mr. Drumil Ashok Gandhi (DIN: 09766106) as Director on the Board of the Company.

In the opinion of the Board, the proposed appointment of Mr. Drumil Ashok Gandhi (DIN: 09766106) as Independent Director fulfills the conditions specified in the Act and the LODR Regulations and is independent of the management.

The Board of Directors are of the opinion that the proposed Independent Director possesses requisite skills, experience and knowledge relevant to the Company’s business and it would be in the interest of the Company to have his association with the Company as an Independent Director.

Members are requested to note that in terms of Section 150 and Schedule IV of the Act, the appointment of Independent Directors is subject to the approval by the Members of the Company.

Except Mr. Drumil Ashok Gandhi (DIN: 09766106) none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution(s).

The Board recommends the resolution(s) set out at Item No. 4 of the Notice to the Members for their consideration and approval, by way of an Special Resolution(s).

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution

ITEM NO. 5:

Members are requested to note that the Board of Directors of the Company, on recommendation of the Nomination & Remuneration Committee (“NRC”), at their meeting held on 04th November, 2023 approved the appointment of Mr. Dinesh Chander Notiyal (DIN: 10289995) as Additional Director (Independent Category) on the Board of the Company and accordingly, in terms of the provisions of Section 161 of the Companies Act, 2013 (“Act”), holds office up to the date of the forthcoming Annual General Meeting of the Company.

The brief profile(s) of Mr. Dinesh Chander Notiyal (DIN: 10289995) are given in the annexure to the Notice.

Members are requested to note that the Company has received a declaration from Mr. Dinesh Chander Notiyal (DIN: 10289995) stating that he meet the criteria of independence as specified in Section 149(6) of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure



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Requirements) Regulations, 2015 (“LODR Regulations”) and that he is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Act.

Members are further requested to note that the Company has received notice(s) in writing in terms of the provisions of Section 160 of the Act from Member proposing the candidature of Mr. Dinesh Chander Notiyal (DIN: 10289995) as Director on the Board of the Company.

In the opinion of the Board, the proposed appointment of Mr. Dinesh Chander Notiyal (DIN: 10289995) as Independent Director fulfills the conditions specified in the Act and the LODR Regulations and is independent of the management.

The Board of Directors are of the opinion that the proposed Independent Director possesses requisite skills, experience and knowledge relevant to the Company’s business and it would be in the interest of the Company to have his association with the Company as an Independent Director.

Members are requested to note that in terms of Section 150 and Schedule IV of the Act, the appointment of Independent Directors is subject to the approval by the Members of the Company.

Except Mr. Dinesh Chander Notiyal (DIN: 10289995) none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution(s).

The Board recommends the resolution(s) set out at Item No. 5 of the Notice to the Members for their consideration and approval, by way of an Special Resolution(s).

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

ITEM NO. 6:

Members are requested to note that the Board of Directors of the Company, on recommendation of the Nomination & Remuneration Committee (“NRC”), at their meeting held on 09th November, 2023 approved the appointment of **Ms. Avani Savjibhai Godhaniya (DIN: 10387729)** as Additional Director (Independent Category) on the Board of the Company and accordingly, in terms of the provisions of Section 161 of the Companies Act, 2013 (“Act”), holds office up to the date of the forthcoming Annual General Meeting of the Company.

The brief profile(s) of **Ms. Avani Savjibhai Godhaniya (DIN: 10387729)** are given in the annexure to the Notice.

Members are requested to note that the Company has received a declaration from **Ms. Avani Savjibhai Godhaniya (DIN: 10387729)** stating that he meet the criteria of independence as specified in Section 149(6) of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) and that he is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Act.



 **MARKOBENZ VENTURES LIMITED** 

CIN: L46692MH1985PLC037652

Regd. Off.: Office No. 144, 14th Floor, Atlanta Building Plot No 209, Jamnalal Bajaj Road, Nariman Point, Mumbai-400021

Tel No.: + 91-22-22040816; **Email:** info@evergreentextiles.in | **Website:** <https://www.evergreentextiles.in/>

Members are further requested to note that the Company has received notice(s) in writing in terms of the provisions of Section 160 of the Act from Member proposing the candidature of **Ms. Avani Savjibhai Godhaniya (DIN: 10387729)** as Director on the Board of the Company.

In the opinion of the Board, the proposed appointment of **Ms. Avani Savjibhai Godhaniya (DIN: 10387729)** as Independent Director fulfills the conditions specified in the Act and the LODR Regulations and is independent of the management.

The Board of Directors are of the opinion that the proposed Independent Director possesses requisite skills, experience and knowledge relevant to the Company's business and it would be in the interest of the Company to have his association with the Company as an Independent Director.

Members are requested to note that in terms of Section 150 and Schedule IV of the Act, the appointment of Independent Directors is subject to the approval by the Members of the Company.

Except **Ms. Avani Savjibhai Godhaniya (DIN: 10387729)** none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution(s).

The Board recommends the resolution(s) set out at Item No. 6 of the Notice to the Members for their consideration and approval, by way of an Special Resolution(s).

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution

ITEM No. 7

Item No. 3: To re-appoint M/s. S.K. Bhageria & Associates., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.

M/s. S.K. Bhageria & Associates., Chartered Accountants (Firm Registration No. 112882W) were appointed as statutory auditors of the company. In terms of their appointment made at the 35th Annual General Meeting held on September 20, 2022.

Accordingly, as per the said requirements of the Act, M/s. S. Ramand Aiyer & Co., Chartered Accountants (Firm Registration No. 000990N) is proposed to be appointed as statutory auditors of the company, for a period of 5 years, commencing from the conclusion of 36th Annual General Meeting till the conclusion of the 40th Annual General Meeting.

M/s. S. Ramand Aiyer & Co., Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.



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None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 3 of the notice.

The Board recommends the resolution set out at Item No. 7 of the Notice for approval by the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution

Markobenz Ventures Limited
(Formerly Known as Evergreen Textiles Limited)

Sd/-

Chirag Kanaiyalal Shah
Managing Director
DIN: 09654969



MARKOBENZ VENTURES LIMITED



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DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT PURSUANT TO REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2:

Name of Director	Mr. Chirag Kanaiyalal Shah	Mr. Drumil Ashok Gandhi	Mr. Dinesh Chander Notiyal	Ms. Avani Savjibhai Godhaniya
Directors Identification Number (DIN)	09654969	09766106	10289995	10387729
Date of Birth	05/10/1979	04/07/1993	26/06/1983	21/05/2001
Age	44 years	30 years	40 years	24 years
Brief resume & Nature of expertise in specific functional areas	Mr. Chirag Kanaiyalal Shah holds a Master's Degree in Commerce and he has over 10 years of experience in the accounts, finance and taxation areas. Subsequently, considering his wide knowledge and skill in the pharma industry and commodity market while being associated with various other company to achieve accelerated growth in commodities and pharma processing. In recognition of his strong dedication and involvement and with a view to accord	Mr. Drumil Ashok Gandhi is a Chartered Accountant and he has over 10 years of experience in the accounts, finance and taxation areas. Subsequently, He is presently in charge of finance, macro management, and strategic matters. He is young and dynamic person, having a corporate environment with having 10 year's experience in the fertilizer as well as textile Sector. In recognition of his strong dedication and involvement and with a view	Mr. Dinesh Chander Notiyal is a graduate in science and is a businessman having wide experience in marketing. His continuing guidance is very valuable to your company. It will be in the interest of the company that Mr. Dinesh Chander Notiyal appointed as a Additional Director (Independent Category) of the Company.	Ms. Avani Savjibhai Godhaniya holds a Master's Degree in Commerce and she has over 8 years of experience in the accounts, finance and taxation areas. Subsequently, considering her wide knowledge and skill in the commodities industry to achieve accelerated growth in the company. In recognition of his strong dedication and involvement and with a view to accord representation to the employees at



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	representation at Board level, the Management has inducted him as a Managing Director of the Company.	to accord representation at Board level, the Management has inducted him as a Non-Executive Non Independent of the Company.		Board level, the Management has inducted him as a Director of the Company.
Disclosure of relationship between Directors inter-se	N.A.	N.A.	N.A.	N.A.
Names of listed entities in which the person also holds the Directorship	NIL	NIL	NIL	NIL
No. of Shares held in the Company	NIL	NIL	NIL	NIL
Membership & Chairmanships of Committees of the Board	NA	1. Audit Committee 2. Stakeholder Relationship Committee	1. Audit Committee 2. Stakeholder Relationship Committee	1. Audit Committee 2. Stakeholder Relationship Committee

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Sd/-

Chirag Kanaiyalal Shah
Managing Director
DIN: 09654969