

ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER**FOR THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY ONLY**

This is an Abridged Letter of Offer containing salient features of the Letter of Offer dated May 22, 2025 ("Letter of Offer") which is available on the websites of the Registrar, our Company, and the Stock Exchanges where the Equity Shares of our Company are listed, i.e., BSE Limited ("BSE") (together, the "Stock Exchanges"). You are encouraged to read greater details available in the Letter of Offer. Capitalised terms not specifically defined herein shall have the same meaning ascribed to them in the Letter of Offer.

THIS ABRIDGED LETTER OF OFFER CONTAINS 15 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES

Our Company has made available on the Registrar's website at www.purvashare.com and the Company's website at <https://markobenzventures.com/> in the Letter of Offer, Abridged Letter of Offer, Rights Entitlements Letter and the Application Form for the Eligible Equity Shareholders. You may also download the Letter of Offer from the websites of the Securities and Exchange Board of India ("SEBI") at <https://www.sebi.gov.in/>.

MARKOBENZ VENTURES LIMITED

(Formerly known as Evergreen Textiles Limited)

Corporate Identification Number: L46692MH1985PLC037652

Registered Office: Office G-2, Samarpan Complex, Link, Opp Satam Wadi, Chakala, Sahar, Sahar P & T Colony, Mumbai, Mumbai, Maharashtra, India, 400099

Tel.: + 91-8882864121; E-mail: markobenzventures@gmail.com; Website: www.markobenzventures.com; Contact Person: Harish Sharma, CFO

PROMOTERS OF THE COMPANY

CHIRAG KANAIALAL SHAH; NIRUPAMA KHANDKE

**FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF MARKOBENZ VENTURES LIMITED
(FORMERLY KNOWN AS EVERGREEN TEXTILES LIMITED) (OUR "COMPANY") ONLY**

ISSUE DETAILS, LISTING AND PROCEDURE

ISSUE OF UPTO 4,80,00,000 EQUITY SHARES OF FACE VALUE ₹ 10 EACH ("RIGHTS EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 10.20 /- PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 0.20 /- PER EQUITY SHARE) (THE "ISSUE PRICE"), AGGREGATING UPTO ₹ 48,96,00,000 LAKHS ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 5:2 (5(Five) RIGHTS EQUITY SHARE(S) FOR EVERY 2(TWO)) FULLY PAID-UP EQUITY SHARE(S) HELD BY THE EXISTING EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON WEDNESDAY 28TH MAY, 2025 (THE "ISSUE"). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS 1.02 TIMES OF THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE REFER TO THE CHAPTER TITLED "TERMS OF THE ISSUE" ON PAGE 172 OF THIS LETTER OF OFFER.

#Assuming full subscription

PAYMENT SCHEDULE FOR THE RIGHTS EQUITY SHARES

AMOUNT PAYABLE PER RIGHTS EQUITY SHARE	FACE VALUE (₹)	PREMIUM (₹)	TOTAL (₹)
On Application	₹10.00	₹0.20	₹10.20
Total	₹10.00	₹0.20	₹10.20

* For further details on Payment Schedule, see "Terms of the Issue" on page 172 of the Letter of Offer.

LISTING

The existing Equity Shares are listed on BSE Limited ("BSE") (together, the "Stock Exchanges"). Our Company has received the 'in-principle' approval from BSE for listing the Rights Equity Shares to be allotted pursuant to the Issue vide letters dated March 06, 2025 respectively. Our Company will also make applications to the BSE to obtain trading approval for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purposes of this Issue, the Designated Stock Exchange is BSE Limited.

Procedure: If you wish to know about processes and procedures applicable to Rights Issues, you may refer section titled "Terms of the Issue" on page 172 of the Letter of Offer. You may also download the Letter of Offer from the websites of the Company, SEBI, BSE, Registrar, to Issue as stated above. You can also request the Company or BSE to provide a hard copy of Letter of Offer. Please note that in terms of Regulation 72(5) of the SEBI ICDR Regulations, the Company and/or the Stock Exchanges may charge a reasonable amount for providing hard copy of the Letter of Offer.

ELIGIBILITY FOR THE ISSUE

Our Company is a listed Company, incorporated under the Companies Act, 1956. The Equity Shares of our Company are presently listed on BSE. We are eligible to undertake the Issue in terms of Chapter III and other applicable provisions of the SEBI ICDR Regulations. Further, our Company is undertaking this Issue in compliance with Part B-1 of Schedule VI to the SEBI ICDR Regulations.

Applicability of the SEBI ICDR Regulations: The present Issue being of less than ₹5,000 Lakhs, our Company is in compliance with first proviso to Regulation 3 of the SEBI ICDR Regulations and our Company shall file the copy of the Letter of Offer prepared in accordance with the SEBI ICDR Regulations with SEBI for information and dissemination on the website of SEBI, i.e. www.sebi.gov.in.

Compliance with Clause (1) of Part B-1 of Schedule VI of the SEBI ICDR Regulations: We are eligible to undertake the Issue in terms of Chapter III and other applicable provisions of the SEBI ICDR Regulations. Pursuant to Clause (2) of Part B-1 of Schedule VI to the SEBI ICDR Regulations, our Company is undertaking the Issue in compliance with Part B-1 of Schedule VI of the SEBI ICDR Regulations.

MINIMUM SUBSCRIPTION

- We have been informed by our Promoter and Promoter Group that they would not subscribe, either jointly or severally, to the Rights Entitlement of Markobenz Ventures Limited (Formerly Known as Evergreen Textiles Limited) in the forthcoming rights issue.
- Furthermore, the promoters confirm that the promoters will not subscribe to the extent of our Rights Entitlement in this Issue, even if it is renounced in the promoters favor by any other Promoters or Member(s) of the Promoter Group of our Company, in accordance with Regulation 10(4)(b) and other applicable provisions of the SEBI Takeover Regulations.
- Additionally, the promoters acknowledge that we may renounce the promoters rights entitlement in the rights issue.

In accordance with Regulation 86 of the SEBI ICDR Regulations, if our Company does not receive the minimum subscription of at least 90% of the Issue of the Equity Shares being offered under this Issue, on an aggregate basis, our Company shall refund the entire subscription amount received within 4 (four) days from the Issue Closing Date in accordance with the SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021. If there is a delay in making refunds beyond such period as prescribed by applicable laws, our Company will pay interest for the delayed period at rates as prescribed under the applicable laws. Our Company is in compliance with Regulation 38 of the SEBI (LODR) Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

INDICATIVE TIMETABLE

Particulars	Day, Date	Particulars	Day, Date
Last Date for credit of Rights Entitlements	Tuesday 03rd June, 2025	Finalization of Basis of Allotment (on or about)	Monday, 30 June, 2025
Issue Opening Date	Tuesday 10th June, 2025	Date of Allotment (on or about)	Monday, 30 June, 2025
Last Date for On Market Renunciation of Rights Entitlements[#]	Thursday 19th June, 2025	Date of credit/Initiation of Refund (on or about)*	Wednesday, 2 July, 2025
Issue Closing Date^o	Wednesday 25th June, 2025	Date of listing (on or about)	Tuesday, 01 July, 2025

[#]Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

^oOur Board or the Finance Committee will have the right to extend the Issue Period as it may determine from time to time, provided that the Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

NOTICE TO INVESTORS

The distribution of the Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter any other material relating to the Issue (collectively **“Issue Materials”**) and the issue of Rights Entitlement and Rights Equity Shares to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession these Issue Material may come are required to inform themselves about and observe such restrictions. For details, refer to *“Restrictions on Foreign Ownership of Indian Securities”* on page 198 of the Letter of Offer.

Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and, in accordance with the SEBI ICDR Regulations, the Company will dispatch Issue Materials only to the Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company. In case such Eligible Equity Shareholders have provided their valid e-mail address, the relevant Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then Issue Materials will be physically dispatched, on a reasonable effort basis, to the Indian address provided by them. Those overseas Shareholders, who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to e-mail or send a physical copy of the Issue Materials, shall not be sent the Issue Materials. Investors can also access the Issue Materials from the websites of the Registrar, our Company and the Stock Exchanges.

NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE RIGHTS EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES OF AMERICA OR THE TERRITORIES OR POSSESSIONS THEREOF (“UNITED STATES”). THE OFFERING TO WHICH THE LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENT FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENT. THERE IS NO INTENTION TO REGISTER ANY PORTION OF THE ISSUE OR ANY OF THE SECURITIES DESCRIBED HEREIN IN THE UNITED STATES OR TO CONDUCT A PUBLIC OFFERING OF SECURITIES IN THE UNITED STATES. ACCORDINGLY, THE ISSUE MATERIALS SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES AT ANY TIME.

We reserve the right to treat as invalid any Application Form which:

(i) does not include the certification set out in the Application Form to the effect that the subscriber does not have a registered address (and is not otherwise located) in the United States and is authorised to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations; (ii) appears to us or its agents to have been executed in, electronically transmitted from or dispatched from the United States; (iii) where a registered Indian address is not provided; or (iv) where we believe that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and we shall not be bound to allot or issue any Rights Equity Shares in respect of any such Application Form.

The Rights Entitlements may not be transferred or sold to any person in the United States.

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk with such investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors shall rely on their own examination of our Company and the Issue including the risks involved. The securities being offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”) nor does SEBI guarantee the accuracy or adequacy of the letter of offer. Specific attention of the investors is invited to “Risk Factors” beginning on page **19** of the Letter of Offer before making an investment in this Issue.

Name of Registrar to the Issue and contact details	Purva Sharegistry (India) Private Limited 9 Shiv Shakti Industrial Estate, J R Boricha Marg, Lower Parel (E), Mumbai, Maharashtra, 400011. Telephone: 022-4961 4132 / 4970 0138 Email: support@purvashare.com / Investor grievance e-mail: newissue@purvashare.com Website: https://www.purvashare.com Contact Person: Deepali Dhuri SEBI Registration No.: INR000001112
Name of Statutory Auditor	NKSC & Co., Chartered Accountants
Self-Certified Syndicate Banks (“SCSBs”)	The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 as updated from time to time or at such other website as may be prescribed from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.
Banker(s) to the Issue/ Refund Bank	Axis Bank Limited

ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER**SUMMARY OF OUR BUSINESS**

Markobenz Ventures Limited (Formerly Known as Evergreen Textiles Limited), based in Mumbai, excels in B2B trading of organic agro commodities. Specializing in loose packaging, it offers Organic Fennel Seed, Jeera, Cotton, and Turmeric. With a focus on the Mumbai spices market, the company, led by a seasoned management team, prioritizes localized operations and emphasizes reliability and transparency. Leveraging industry connections, it executes transactions with precision, ensuring compliance with organic certification standards. Markobenz Ventures Limited's strategy revolves around practicality, responsiveness to market demands, and utilizing Promoters' expertise to maintain a strong position in the competitive agro commodities trading sector. For further details, please refer to the Chapter titled "Our Business" at page 51 of this Letter of Offer.

OBJECTS OF THE ISSUE AND MEANS OF FINANCE

The details of the Issue Proceeds are set forth in the following table:

(₹ in lakhs)	
Particulars	Estimated (Amount)
Gross Proceeds to be raised through this Issue	Up To 4,896*
Less: Issue Related Expenses	80.00
Net Proceeds from the Issue	4816.00

*Assuming full subscription in the Issue and subject to finalization of Basis of allotment

Requirement of Funds and Proposed Utilisation of the Net Proceeds

The intended use of the Net Proceeds of the Issue by our Company is set forth in the following table:

(₹ in lakhs)	
Particulars	Estimated (Amount)
Working Capital Requirement	3620.00
#General Corporate Purposes	1196.00
Net Proceeds from the Issue	4816.00

#The amount utilized for General Corporate Purpose shall not exceed 25% of the Gross Proceeds from the Issue

Means of Finance

The fund requirements of the Objects detailed above are intended to be funded from the proceeds of the Rights Issue. Hence, no amount is required to be raised through means other than the Issue Proceeds. Accordingly, the requirements under Regulation 62(1)(c) of the SEBI ICDR Regulations (which requires firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the Issue Proceeds and existing identifiable internal accruals) are not applicable.

Monitoring Agency – Since the Issue size does not exceed ₹10,000.00 lakhs, there is no requirement to appoint a monitoring agency in relation to the Issue under SEBI ICDR Regulations.

For further details, see "Objects of the Issue" on page 35 of the Letter of Offer.

SHAREHOLDING PATTERN

Shareholding Pattern of our Company as per the last quarterly filing with the Stock Exchange, in compliance with the SEBI Listing Regulations:

- The shareholding pattern of our Company, as on March 31, 2025, may be accessed on the website of the BSE at <https://www.bseindia.com/stock-share-price/markobenz-ventures-ltd/markobenz/514060/shareholding-pattern/>, respectively.
- A statement as on March 31, 2025 showing holding of Equity Shares of persons belonging to the category of "Promoter and Promoter Group", including details of lock-in, pledge and encumbrance thereon, may be accessed on the website of the BSE at <https://www.bseindia.com/stock-share-price/markobenz-ventures-ltd/markobenz/514060/shareholding-pattern/>, respectively.
- A statement as on March 31, 2025, showing holding of securities (including Equity Shares, warrants, convertible securities) of persons belonging to the category "Public", including equity shareholders holding more than 1% of the total number of Equity Shares, as well as details of shares which remain unclaimed may be accessed on the website of the BSE at <https://www.bseindia.com/stock-share-price/markobenz-ventures-ltd/markobenz/514060/shareholding-pattern/> respectively.

BOARD OF DIRECTORS

Sr. No.	Name	Designation	Other Directorships
1.	BHAVIN YOGESH SHUKLA	Managing Director	NIL
2.	DRUMIL ASHOK GANDHI	Independent Director	Pratiti Spices Private Limited
3.	DINESH CHANDER NOTIYAL	Independent Director	Saketh Seven Star Industries Limited GB Logistics Commerce Limited
4.	JETHARAM KARWASRA	Independent Director	Ramluck India Private Limited
5.	MAHENDRA KUMAR JAGDEESH PATEL	Additional Executive Director	NIL
6.	RAKESH KUMAR PANDEY	Additional Independent Director	NIL
7.	SARLA MANOJ KAKAIYA		NIL

For further details, see "Our Management" on page 59 of the Letter of Offer.

ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER**WILFUL DEFAULTER(S) OR FRAUDULENT BORROWER(S)**

NEITHER OUR COMPANY NOR OUR PROMOTERS OR ANY OF OUR DIRECTORS HAVE BEEN DECLARED AS A WILFUL DEFAULTER BY THE RBI OR ANY OTHER GOVERNMENT AUTHORITY.

FINANCIAL INFORMATION

Following are the details as per the Restated Financial Information for FY ended March 31, 2024, March 31, 2023 and March 31, 2022:

(₹ in lakhs)

Sr. No.	Particulars	March 31, 2024	March 31, 2023	March 31, 2022
1.	Authorised Share Capital	2000	500	500
	Equity Share Capital	1920	480	480
	Preference Share Capital	0.00	0.00	0.00
2.	Paid-up Capital	1920	480	480
3.	Net Worth attributable to Equity Shareholders	(501.49)	(720.97)	(704.07)
4.	Total Revenue (Including Other Income)	2429.84	0.00	0.00
5.	Profit/(Loss) after tax	219.47	(16.89)	(11.26)
6.	Earnings per Share Basic Earnings Per Share diluted (in ₹)	4.57	(0.35)	(0.23)
7.	Net Asset Value per Equity Share (in ₹) on Basic weighted No. of Shares	0	0	0
8.	Total Borrowings	0	0	0

Following are the details as per the Audited Financial Information for period ended on December 31, 2025:

Sr. No.	Particulars	December 31, 2025 (₹)
1.	Authorised Share Capital:	5500
	Equity Share Capital	1920
	Preference Share Capital	0.00
2.	Paid-up Capital	1920
3.	Net Worth attributable to Equity Shareholders	1,085.94
4.	Total Revenue (Including Other Income)	1020.58
5.	Profit/(Loss) after tax	15.22
6.	Earnings per Share Basic Earnings Per Share diluted (in ₹)	0.08

For further details, please refer the section titled "Financial Information" on page 66 of the Letter of Offer.

INTERNAL RISK FACTORS

The below mentioned are top risk factors as per the Letter of Offer:

1. We have limited operating history.

The Company has a limited track record in the trading of agricultural commodities, and this lack of extensive operating history poses uncertainties regarding its ability to successfully navigate and thrive in this market. The absence of a proven track record may make it challenging for the Company to anticipate and address industry-specific challenges and market dynamics, potentially impacting its overall performance and success.

2. We do not own our registered office and we partly own the land occupied by our manufacturing facility from which we operate.

Our Registered Office is located at Office G-2, Samarpan Complex, Link, Opp. Satam Wadi, Chakala, Sahar, Sahar P & T Colony, Mumbai, Mumbai, Maharashtra, India, 400099. The registered office is not owned by us. Our company has taken premises on monthly rental basis for a period of 11 months.

3. All our Promoters are not the original promoters of the Company.

Our current Promoters have taken over control from our previous management and there may be unanticipated legacy issues in the future concerning the past of the company. While the current management has taken a comprehensive review of the company's history, there can be no absolute assurance that such issues may not arise, which may have a significantly adverse effect on our business operations and financial health.

4. Our insurance coverage may not adequately protect us against certain operating risks and this may have an adverse effect on the results of our business.

We are insured for a risks associated with our business, through various policies. We believe that we have got our assets and stock adequately insured, however our policy of covering these risks through insurance may not always be effective or adequate, there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, to cover all material losses. To the extent that we suffer any loss or damage that is not covered by insurance or exceeds our insurance coverage, our business and results of operations could be adversely affected.

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5. If we are unable to source business opportunities effectively, we may not achieve our financial objectives.

Our ability to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business, we will need to hire, train, supervise and manage new employees, expand our sales channel and to implement systems capable of effectively accommodating our growth. However, we cannot assure that any such employees or marketing agents will contribute to the success of our business or that we will implement such systems effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It is also possible that the strategies used by us in the future may be different from those presently in use. No assurance can be given that our analysis of market conditions and other data or the strategies that we may use in future to use will be successful under various market conditions.

6. The purposes for which the proceeds of the Issue are to be utilized have not been appraised by any bank or financial institution. In the event of any upward revision in the estimates, our proposed expenditure would increase which could adversely affect our results of operations, profitability and our ability to effectively implement our business plans.

We intend to use the proceeds that we receive from the Issue for the purposes described in section "Use of Proceeds" beginning on page 17 of the Letter of Offer. The estimated project cost has not been appraised by any bank or financial institution. The fund requirements are based on management estimates and on current market conditions. In view of the competitive nature of our industry, we may have to revise our management estimates from time to time and consequently our funding requirements may also change. This may result in the rescheduling of our expenditure programmes or increase in our proposed expenditure for our objects and which may adversely affect our results of operations profitability and our ability to effectively implement our business plans. Further, the utilization of the proceeds from the Issue will be monitored by our Board and is not subject to any monitoring by any independent agency.

7. Our sales are geographically concentrated.

Our sales are particularly concentrated in Maharashtra, the financial hub of Maharashtra. Any adverse developments or challenges in selling our products in Maharashtra, or a decline in demand from this key market, could disproportionately affect our overall revenue and financial stability. We recognize the importance of diversifying our sales channels to reduce dependency on specific regions and mitigate the risks associated with geographical concentration.

8. We have high working capital requirements. If we experience insufficient cash flows to meet required payments on our debt and working capital requirements, there may be an adverse effect on our results of operations.

Our business requires a significant amount of working capital and financing. Presently the company is not availing any working capital facilities from any banks and the same is being met by internal accruals and arrangements. Moreover, we may need to incur additional indebtedness in the future to satisfy our working capital needs. The inability of our Company to obtain such financing, in a timely manner, on commercially favourable terms to us, or at all may impair our business, results of operations, financial condition and prospects. Presently company does not avail any credit facilities from any Banks or Financial Institutions.

9. Our Company had negative cash flows as per the Standalone Financial Statements.

Our Company had negative cash flows from operating activities, investing activities in some of the previous year(s) as per the Audited Standalone Financial Statements and the same are summarized as under:

Particulars	March 31, 2024	March 31, 2023	March 31,2022
Net Cash (used) in operating activities	279.36	(13.88)	0.11
Net Cash (used) in investing activities	(1.86)	-	-
Net Cash (used) in financing activities	1.29	13.64	11.10

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If we are not able to generate sufficient cash flow in future, it may adversely affect our business and financial operations.

10. We have certain contingent liabilities, which have not been provided for. Crystallization of any of these contingent liabilities may adversely affect our financial condition.

The Contingent Liabilities of our Company not provided for as certified by our Board of Directors is as under:

- Excise duty of ₹ 1,64,24,282/- (Previous Year ₹ 1,64,24,282/-) penalty of Rs 1,00,000/- (previous year ₹ 1,00,000/-) and relevant amount of non-quantified interest thereon for the period from 1987 - 2000.

11. Legal proceedings have been initiated against our Company and Promoters any adverse developments in any or all of such litigations could adversely affect our business, reputation, financial condition and results of operations.

We are involved in various tax proceedings in the ordinary course of our business. These legal proceedings are pending at different levels of adjudication before various courts, tribunals, statutory and regulatory authorities/ other judicial authorities. These legal proceedings may not be decided in our favor and we may incur significant expenses and management time in such proceedings and may have to make provisions in our financial statements, which could increase our expenses and liabilities. If any new developments arise, for example, rulings against us by the appellate courts or tribunals, we may face losses and may have to make provisions in our financial

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statements, which could increase our expenses and our liabilities. If such claims are determined against us, there could be a material adverse effect on our reputation, liquidity, business, financial condition and results of operations, which could adversely affect the trading price of our Equity Shares.

For further details of the legal proceedings which materially affect our financial condition and results of operations, please refer to “Outstanding Litigation and Material Developments” on page 160.

12. Our success depends largely on our senior management and our ability to attract and retain our key personnel.

Our success depends on the continued services and performance of our senior management. Competition for senior employees in the industry is intense and we may not be able to retain our existing team members or attract and retain new team members in the future. The loss of any member of our key team may adversely affect our business, results of operations and financial condition. We do not maintain key man’s life insurance for our Promoters, senior members of our management team or other key personnel.

13. In addition to normal remuneration or benefits and reimbursement of expenses, our Promoters, our Directors and Key Managerial Personnel are interested in our Company to the extent of their shareholding, and dividend entitlements etc.

Our Promoters, Directors and Key Management Personnel are deemed to be interested to the extent of the Equity Shares held by them, or their relatives, dividend entitlements, and benefits deriving from the directorship in our Company.

14. We are exposed to the risk of delays or non-payment by our clients and other counterparties, which may also result in cash flow mismatches.

We are exposed to counterparty credit risk in the usual course of our business dealings with our clients or other counterparties who may delay or fail to make payments or perform their other contractual obligations. The financial condition of our clients, business partners, suppliers and other counterparties may be affected by the performance of their business which may be impacted by several factors including general economic conditions. We cannot assure you of the continued viability of our counterparties or that we will accurately assess their creditworthiness. We also cannot assure you that we will be able to collect the whole or any part of any overdue payments. Any material non-payment or non-performance by our clients, business partners, suppliers or other counterparties could affect our financial condition, results of operations and cash flows.

15. Third party industry and statistical data in this Letter of Offer may be incomplete, incorrect or unreliable.

We have not independently verified data from industry and other publications contained herein and although we believe these sources to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regard to other countries. Therefore, discussions of matters relating to India and its economy are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete or unreliable.

*For further details, please refer “Risk Factor” on page **19** of the Letter of Offer.*

ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER**SUMMARY OF OUTSTANDING LITIGATIONS AND DEFAULT**

A summary of outstanding litigation proceedings involving our Company and our Subsidiary as on the date of the Letter of Offer is provided below:

I. LITIGATIONS INVOLVING THE COMPANY: NIL

- 1) Litigation involving Criminal Laws: NIL
- 2) Litigation Involving Actions by Statutory/Regulatory Authorities: NIL
- 3) Disciplinary Actions by Authorities: NIL
- 4) Litigation involving Tax Liability

Sr. no.	Name of the Statute	Nature of Dues	Amount (Rs in Lakhs)	Period to which the amount relates	Forum where dispute is pending
1.	Central Excise	Excise Duty, Interest & Penalty	428.26	Aug 1996 to July 1998	Appellate Tribunal (CESTAT)
2.	Sales Tax	Sales Tax & Interest	1.76	1994-95	Sales Tax Tribunal
3.	Sales Tax	Sales Tax & Interest	13.43	1995-96	Sales Tax Tribunal
4.	Sales Tax	Sales Tax & Interest	0.10	1997-98	Sales Tax Tribunal
5.	Sales Tax	Sales Tax & Interest	0.30	1998-99	Sales Tax Tribunal
6.	Sales Tax	Sales Tax & Interest	2.06	1999-2000	Sales Tax Tribunal
7.	Sales Tax	Sales Tax & Interest	0.20	2000-01	Sales Tax Tribunal
8.	Sales Tax	Sales Tax & Interest	0.50	1994-95	Sales Tax Tribunal
9.	Sales Tax	Sales Tax & Interest	0.10	1995-96	Sales Tax Tribunal

- 5) Other Pending Litigation based on Materiality Policy of our Company: NIL

II. LITIGATIONS INVOLVING THE PROMOTERS OF THE COMPANY: NIL

- 1) Litigation involving Criminal Laws: NIL
- 2) Litigation Involving Actions by Statutory/Regulatory Authorities: NIL
- 3) Disciplinary Actions by Authorities: NIL
- 4) Litigation involving Tax Liability: NIL
- 5) Other Pending Litigation based on Materiality Policy of our Company: NIL

III. LITIGATIONS INVOLVING THE DIRECTORS OF THE COMPANY OTHER THAN PROMOTERS OF THE COMPANY

- 1) Litigation involving Criminal Laws: NIL
- 2) Litigation Involving Actions by Statutory/Regulatory Authorities: NIL
- 3) Disciplinary Actions by Authorities: NIL
- 4) Litigation involving Tax Liability: NIL
- 5) Other Pending Litigation based on Materiality Policy of our Company: NIL

IV. LITIGATIONS RELATING TO THE HOLDING COMPANY- NA

- 1) Litigation involving Criminal Laws: NIL
- 2) Litigation Involving Actions by Statutory/Regulatory Authorities: NIL
- 3) Disciplinary Actions by Authorities: NIL

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4) Litigation involving Tax Liability: NIL

5) Other Pending Litigation based on Materiality Policy of our Company: NIL

The Company has no holding company as of the date of this Letter of Offer.

V. LITIGATIONS RELATING TO THE DIRECTORS OF SUBSIDIARY COMPANY- NA

1) Litigation involving Criminal Laws: NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities: NIL

3) Disciplinary Actions by Authorities: NIL

4) Litigation involving Tax Liability: NIL

5) Other Pending Litigation based on Materiality Policy of our Company: NIL

For details, please refer to chapter titled “Outstanding Litigations and Material Developments” on page 163 of the Letter of Offer.

TERMS OF THE ISSUE

Process of making an Application in this Issue

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, please refer to paragraph titled “Procedure for Application through the ASBA process” beginning on page 173 of the Letter of Offer.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN, or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details see “Terms of the Issue – Grounds for Technical Rejection” on page 188 of the Letter of Offer. Our Company, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application. If an Eligible Equity Shareholder makes an Application both in an Application Form as well as on plain paper, both applications are liable to be rejected. Please note that in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently. For details, see “Terms of the Issue – Applications by Eligible Equity Shareholders on Plain Paper under ASBA process” on page 173 of the Letter of Offer.

Procedure for Application through the ASBA process

An investor, wishing to participate in this Issue, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Investors desiring to make an Application in this Issue, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

Self-Certified Syndicate Banks

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. For details on Designated Branches of SCSBs collecting the Application Form, please refer to the above-mentioned link. Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, ASBA Applications may be submitted at the Designated Branches of the SCSBs.

Our Company, its Directors, its employees, affiliates, associates and their respective Directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

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Applications on Plain Paper under ASBA process

An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the websites of the Registrar, Stock Exchange(s). An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorizing such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application. If an Eligible Equity Shareholder makes an Application both in an Application Form as well as on plain paper, both applications are liable to be rejected.

Please note that in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being Markobenz Ventures Limited;
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Registered Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/ DP and Client ID;
- Number of Equity Shares held as on Record Date;
- Allotment option preferred - only Demat form;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for within the Rights Entitlements;
- Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
- Total number of Rights Equity Shares applied for;
- Total amount paid at the rate of ₹10.20/- per Rights Equity Share at time of application;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the Applicants;
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
- An approval obtained from any regulatory authority, if required, shall be obtained by the Eligible Equity Shareholders and a copy of such approval from any regulatory authority, as may be required, shall be sent to the Registrar at support@purvashare.com; and
- Additionally, all such Applicants are deemed to have accepted the following:

"I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended" ("US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereto ("United States") or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act" ("Regulation S"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirement of the Regulation S. I/ we understand the Rights Equity Shares referred to in this application are being offered and sold only in offshore transaction outside the United States in compliance with Regulation S to existing shareholders who are located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under the laws of such jurisdictions. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the United States at any time. I/ we confirm that I/ we are not (a) in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither us, nor the Registrar, or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, or any other person acting on behalf of us have reason to believe is a resident of the United States "U.S. Person" (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction"

"I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which I/ we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdictions of residence."

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I/we hereby make the representations, warranties, acknowledgments and agreements set forth in “Restrictions on Foreign Ownership of Indian Securities” on page 198 of the Letter of Offer.

I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act to a person outside the United States.

I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/ are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.

I/We acknowledge that the Company, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.”

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at www.purvashare.com. Our Company, and the Registrar shall not be responsible if the Applications are not uploaded by SCSB, or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in the Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two clear Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in the Issue:

- (a) The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self- attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two clear Working Days prior to the Issue Closing Date;
- (b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;
- (c) The remaining procedure for Application shall be same as set out in “- Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process” on page 173 of the letter of offer.

In accordance with the SEBI Rights Issue Circulars, Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed to renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for Additional Rights Equity Shares while submitting the Application through ASBA process.

PLEASE NOTE THAT THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.

Rights Entitlement Ratio

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of 5 (Five) Equity Share(s) for every 2 (Two) fully paid-up Equity Share(s) held on the Record Date i.e. Wednesday 28th May, 2025.

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of 5 (Five) Equity Share(s) for every 2 (Two) fully Paid Equity Shares held on the Record Date. For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than 2 (Two) Equity Shares or not in the multiple of 2 (Two), the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the allotment of one additional Equity Share each if they apply for additional Equity Shares over and above their rights entitlement, if any.

Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only.

Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, “**MARKOBENZ VENTURES LIMITED. - RE ACCOUNT - OPERATED BY -PURVA SHAREGISTRY (INDIA) PVT. LTD.**” opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI LODR Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or

(e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date, i.e., Wednesday 25th June , 2025 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, i.e., by Wednesday 25th June , 2025 to enable such Eligible Equity Shareholders to make an application in the Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard.

Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar is active to facilitate the aforementioned transfer.

PLEASE NOTE THAT CREDIT OF THE RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNT DOES NOT, PER SE, ENTITLE THE INVESTORS TO THE RIGHTS EQUITY SHARES AND THE INVESTORS HAVE TO SUBMIT APPLICATION FOR THE RIGHTS EQUITY SHARES ON OR BEFORE THE ISSUE CLOSING DATE AND MAKE PAYMENT OF THE APPLICATION MONEY. FOR DETAILS, SEE "TERMS OF THE ISSUE" ON PAGE 172 OF THE LETTER OF OFFER.

Renunciation of Rights Entitlement

The Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part. The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

Procedure for Renunciation of Rights Entitlements

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchange (the “On Market Renunciation”); or (b) through an off market transfer (the “Off Market Renunciation”), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited / lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

In accordance with the SEBI Rights Issue Circulars, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of REs not later than two Working Days prior to Issue Closing Date, such that credit of REs in their demat account takes place at least one day before Issue Closing Date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

On Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock-broker in the same manner as the existing Equity Shares of our Company. In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under **ISIN: INE229N20028** subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from BSE for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by BSE from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1 (one) Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from 10th June, 2025 to 19th June 2025 (both days inclusive). The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the **INE229N20028** and indicating the details of the Rights Entitlements they intend to trade. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on the secondary market platform of BSE under automatic order matching mechanism and on T+1 rolling settlement basis where 'T' refers to the date of trading. The transactions will be settled on a trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the BSE and the SEBI.

Off Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only. Eligible Equity Shareholders are requested to ensure that renunciation through off market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date to enable Renouncees to subscribe to the Rights Equity Shares in the Issue.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the **ISIN: INE229N20028**, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off market transfer shall be as specified by the NSDL and CDSL from time to time.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

Options available to the Eligible Equity Shareholders

The Rights Entitlement Letter will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to. If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

1. apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or
2. apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
3. apply for Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
4. apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for additional Rights Equity Shares; or
5. Renounce its Rights Entitlements in full.

Application for Additional Rights Equity Shares

Investors are eligible to apply for Additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of Additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for Additional Rights Equity Shares shall be considered, and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in "Basis of Allotment" on page **191** of the letter of offer.

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Eligible Equity Shareholders who renounce their Rights Entitlements in full or part, cannot apply for Additional Rights Equity Shares. Non-resident Renounees who are not Eligible Equity Shareholders cannot apply for Additional Rights Equity Shares.

Investors to kindly note that after purchasing the Rights Entitlements through on market renunciation / off market renunciation, an application has to be made for subscribing to the rights equity shares. If no such application is made by the renounee on or before issue closing date, then such rights entitlements will get lapsed and shall be extinguished after the issue closing date and no rights equity shares for such lapsed Rights Entitlements will be credited. For procedure of application by shareholders who have purchased the right entitlement through on market renunciation / off market renunciation, please refer to the heading titled "Process of making an application in the issue" on page 173 of the Letter of Offer.

Withdrawal of Application

An Investor who has applied in this Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor, applying through ASBA facility, may withdraw their Application post 5.00 p.m. (Indian Standard Time) on the Issue Closing Date.

Intention and extent of participation by our Promoters in the Issue

The Promoter and Promoter Group may or may not fully subscribe to their entitlements arising out of the proposed Rights Issue and may renounce a part of their right entitlement in favour of third parties. Accordingly, in terms of Regulation 86(1) of the SEBI ICDR Regulations, the requirements of minimum subscription are applicable to the issue. Further, in accordance with regulation 86(2) of the SEBI ICDR Regulations in case of non-receipt of minimum subscription of atleast 90% of the Issue, on an aggregate basis, the Company shall refund the entire subscription amount received not later than 4 (four) days from the Issue Closing Date.

Important

Please read this Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of the Letter of Offer and must be carefully followed; otherwise, the Application is liable to be rejected. It is to be specifically noted that this Issue of Rights Equity Shares is subject to the risk factors mentioned in "Risk Factors" on page 19 of the Letter of Offer.

All enquiries in connection with the Letter of Offer, the Abridged Letter of Offer or Application Form and the Rights Entitlement Letter must be addressed (quoting the Registered Folio Number or the DP and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed "Markobenz Ventures Limited – Rights Issue" on the envelope and postmarked in India) to the Registrar at the following address:

Purva Sharegistry (India) Private Limited

9 Shiv Shakti Industrial Estate, J R Boricha Marg, Lower Parel (E),
Mumbai, Maharashtra, 400011

Telephone: 022-3199 8810 / 4961 4132 / 4970 0138

E-Mail ID: support@purvashare.com

Website: www.purvashare.com/

Investor Grievance E-Mail ID: newissue@purvashare.com

Contact Person: Deepali Dhuri

SEBI Registration No.: INR000001112

In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar (www.purvashare.com). Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties is 022-3199 8810 / 4961 4132 / 4970 0138 .

The Investors can visit following links for the below-mentioned purposes:

- a) Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: www.purvashare.com
- b) Updation of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company: www.purvashare.com
- c) Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: www.purvashare.com
- d) Submission of self-attested PAN, client master sheet and demat account details by non- resident Eligible Equity Shareholders: www.purvashare.com

This Issue will remain open for a minimum 9 (Nine) days. However, our Board or Finance Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Closing Date).

ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER**DECLARATION BY THE COMPANY**

We hereby declare that no statement made in the Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with. We further certify that all disclosures made in the Abridged Letter of Offer and the Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Signed by the Directors of our Company				
Sr. No.	Name of Director	Category	Designation	Signature
1.	Bhavin Yogesh Shukla	Executive	Managing Director	Sd/-
2.	Mahendra Patel	Executive	Director	Sd/-
3.	Drumil Ashok Gandhi	Additional	Independent Director	Sd/-
4.	Dinesh Chander Notiyal	Additional	Independent Director	Sd/-
5.	Jetharam Karwasra	Non-Executive	Director	Sd/-
6.	Sarla Manoj Kakaiya	Non-Executive	Independent Director	Sd/-
7.	Rakesh Kumar Pandey	Additional	Independent Director	Sd/-

Signed by the Key Managerial Personnel of our Company				
Sr. No.	Name of Director	Category	Designation	Signature
1.	Harish Sharma	KMP	Chief Financial Officer	Sd/-
2.	Mr. Vishal Kelkar	KMP	Professional Chief Executive Officer	Sd/-

Place: Mumbai

Date: May 22, 2025