



**Marshall** Machines Limited

**Regd. Office & Works :**

C-86, Phase-V, Focal Point, LUDHIANA-141 010 (India)  
Ph.: +91-161-5012406, 5012407, 5019648, 4600237, 4600238  
Email: headoffice@marshallcnc.com Web: www.marshallcnc.com

**Automated Solutions Division :**

D-116A, Phase-V, Focal Point, LUDHIANA-141 010 (India)

**MARSHALL IoTQ CENTRE**

75-B, Sector-5, IMT Manesar, Gurgaon. Ph.: 0124-4241813/14/15  
Helpline No. 1800-102-4288, 1800-103-4288, 1800-103-3288

**MARSHALL AUTOMATION AMERICA, INC.**

Suite #23, 2885 North Berkeley Lake Road, NW,  
Duluth, GEORGIA-30096 (USA)  
Email: sales@marshallautomationamerica.com  
Web: www.marshallautomationamerica.com

**MARSHALL/2023-24**

**06.10.2023**

To  
National Stock Exchange of India Ltd.,  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E)  
Mumbai – 400 051

**Ref: Symbol-MARSHALL, ISIN-INE00SZ01018, Series-EQ**

**Sub: Newspaper publication for Rights Issue.**

Dear Sir / Madam,

Pursuant to Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith copy of newspaper publication for Rights Issue published in "Nawan Zamana", "Jan Satta" and "Financial Express" on 06th October, 2023.

This is for your information and record.  
Thanking You,

Sincerely Yours  
**For MARSHALL MACHINES LIMITED**

**(SIDDHANT SARUP)**  
(Wholetime Director)  
(DIN: 07779416)



This is only an advertisement for information purpose and not an offer document announcement. Not for publication, distribution or release directly or indirectly into the United States or otherwise outside India. All capitalized terms used and not defined herein shall have the meaning assigned to them in the letter of offer dated September 22, 2023 (the "Letter of Offer" or "LOF") filed with the stock exchange, namely National Stock Exchange of India Limited ("NSE") and the Securities and Exchange Board of India ("SEBI") for information and dissemination on the SEBI's website pursuant to proviso to Regulation 3 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").



# MARSHALL MACHINES LIMITED

Corporate Identification Number: L29299PB1994PLC014605

**Registered Office:** C-86, Phase - V, Focal Point, Ludhiana 141010, Punjab, India | **Contact No:** +91-161-5012406, 5012407, 5019648  
**Contact Person:** Ms. Gauri Agarwal, Company Secretary and Compliance Officer;  
**Email-ID:** csmarshall@marshallcnc.com | **Website:** www.marshallcnc.com

Our Company was originally incorporated as a private limited company under the Companies Act, 1956 as V.B. Spinning Mills Private Limited vide certificate of incorporation dated May 23, 1994 issued by the Registrar of Companies, Punjab, H.P. & Chandigarh. Subsequently, a fresh certificate of incorporation dated January 02, 2002 was issued by Registrar of Companies, Punjab, H.P. & Chandigarh, pursuant to change of name of our Company from V.B. Spinning Mills Private Limited to Marshall Machines Private Limited. Thereafter the control & management of the Company was completely taken over by Mr. Gaurav Sarup and Mr. Prashant Sarup in February 2002 along with their father Late Shri Gautam Sarup. Subsequently, the name of the company was changed to Marshall Machines Limited pursuant to conversion into a public company vide shareholder's approval dated April 24, 2018 and vide fresh certificate of incorporation dated May 17, 2018 issued by Registrar of Companies, Chandigarh. Our Company successfully launched its IPO and got listed in NSE Emerge (SME Platform) w.e.f. September 07, 2018. The Company through its postal ballot resolution passed dated September 10, 2021 with the requisite majority of the shareholders, migrated from NSE Emerge to Main Board of NSE w.e.f. November 11, 2021. The equity shares of our Company were listed on NSE, bearing Scrip symbol 'MARSHALL' and ISIN 'INE00S201018'.  
 For details of the change in the address of the registered office of our Company, see "General Information" on page 55 of this Letter of Offer.

## PROMOTERS OF OUR COMPANY: MR. PRASHANT SARUP AND MR. GAURAV SARUP

### THE ISSUE

**FOR PRIVATE CIRCULATION TO THE EQUITY SHAREHOLDERS OF MARSHALL MACHINES LIMITED ("OUR COMPANY")**  
**RIGHTS ISSUE OF 1,01,85,000\* FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10/- ("RIGHTS EQUITY SHARES") EACH AT A PRICE OF ₹ 44.80/- PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 34.80/- PER EQUITY SHARES) ('ISSUE PRICE') ('RIGHT SHARES') FOR AN AMOUNT UP TO ₹ 4562.88 LAKHS ON A RIGHTS ISSUE BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF MARSHALL MACHINES LIMITED ('COMPANY' OR 'ISSUER') IN THE RATIO OF 7 (SEVEN) RIGHT SHARES FOR EVERY 10 (TEN) EQUITY SHARES HELD BY SUCH ELIGIBLE EQUITY SHAREHOLDERS AS ON THE RECORD DATE, THAT IS ON FRIDAY, SEPTEMBER 29, 2023 ('ISSUE'). THE ISSUE PRICE IS 4.48 TIMES THE FACE VALUE OF THE EQUITY SHARE. FOR FURTHER DETAILS, KINDLY REFER TO THE SECTION TITLED 'TERMS OF THE ISSUE' ON PAGE 270 OF THE LETTER OF OFFER.**  
 \* Assuming full subscription. Subject to finalisation of the Basis of Allotment.

## NOTICE TO ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY ISSUE PROGRAMME\*

ISSUE OPENING DATE	LAST DATE FOR MARKET RENUNCIATION*	ISSUE CLOSING DATE**
Wednesday, October 11, 2023	Monday, October 16, 2023	Thursday, October 19, 2023

\*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.  
 \*\*Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

## ASBA\*

**\*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details, check section on ASBA below.**

### FACILITIES FOR 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 either the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Terms of the Issue - Procedure for Application through the ASBA Process" on page no. 287 of the Letter of Offer, respectively.

### APPLICATION THROUGH ASBA FACILITY

Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches 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. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.

Investors should ensure that they have correctly submitted the Application Form or have otherwise provided an authorization 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

Please note that subject to SCSBs complying with the requirements of SEBI Circular 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.

Further, in terms of the SEBI Circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

ASBA: 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 the above-mentioned link.

**ELIGIBLE EQUITY SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE.**

### APPLICATION ON PLAIN PAPER

An Eligible Equity Shareholder in India 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. An Eligible Equity Shareholder is required to submit the plain paper Application to the Designated Branch of the SCSB to 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.

Please note that the Eligible 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 bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

(i) Name of our Company, being 'MARSHALL MACHINES LIMITED'; (ii) 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); (iii) Registered Folio No./DP and Client ID No.; (iv) Number of Equity Shares held as on Record Date; (v) Allotment option - only dematerialized form; (vi) Number of Right Shares entitled to; (vii) Total number of Right Shares applied for; (viii) Number of additional Right Shares applied for, if any; (ix) Total number of Right Shares applied for; (x) Total amount paid at the rate of ₹ 44.80/- for Right Shares issued in one Rights Entitlement; (xi) Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB; (xii) In case of non-resident Eligible Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address, branch of the SCSB with which the account is maintained and a copy of the RBI approval obtained pursuant to Rule 7 of the FEMA Rules. (xiii) Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the 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 Right Shares applied for pursuant to this Issue; (xiv) Authorization to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account; (v) 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); and (vii) In addition, all such Eligible Shareholders are deemed to have accepted the following "I/ We understand that neither the Rights Entitlement nor the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the "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 thereof (the "United States") except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act. 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 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 Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand that this application should not be forwarded to or transmitted in or to the United States at any time. I/ we understand that none of the Company, the Registrar, the Lead Manager, or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Manager or any other person acting on behalf of the Company has reason to believe is in the United States, or if such person is outside India and the United States, such person is not a corporate shareholder, 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 we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

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 we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

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

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, and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S.

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

I/ We acknowledge that Our Company, the Lead Manager 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."

**Please note that, if the shareholder makes an application using the application form as well as plain paper or multiple plain paper Applications, such Applications shall be treated as multiple applications and are liable to be rejected.**

### NOTICE TO INVESTORS

The distribution of this Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter 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 the Letter of Offer the Abridged Letter of Offer, Rights Entitlement Letter or CAFs may come are required to inform themselves about and observe such restrictions.

Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will electronically dispatch through email and physical dispatch through speed post/courier the Letter of Offer / Abridged Letter of Offer and Application Form and Rights Entitlement Letter only to 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 Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material 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 the Abridged Letter of Offer, the Application Form (CAF), the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Letter of Offer will be provided, through email and speed post/courier, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard. Investors can also access this, Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company, the Lead Manager, SEBI, and the Stock Exchanges.

### NOTICE TO OVERSEAS SHAREHOLDERS

The Rights Entitlement and the Right Shares of our Company have not been and will not be registered under the Securities Act, or any U.S. state securities laws and may not be offered, sold, resold, or otherwise transferred within the United States of America or the territories or possessions thereof, except in a transaction exempt from the registration requirements of the Securities Act. The rights referred to in the Letter of Offer are being offered in India, but not in the 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 Equity Shares or rights for sale in the United States or as a solicitation therein of an offer to buy any of the said Equity Shares or rights. Accordingly, the Issue Materials should not be forwarded to or transmitted in or into the United States at any time.

Neither our Company nor any person acting on behalf of our Company will accept subscriptions or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on behalf of our Company has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letter should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Equity Shares and wishing to hold such Equity Shares in registered form must provide an address for registration of the Equity Shares in India. Our Company is making the Right Shares to Eligible Shareholders of our Company on the Record Date and issue materials will be dispatched only to Equity Shareholders who have an Indian address. Any person who acquires rights and the Right Shares will be deemed to have declared, represented, warranted, and agreed, that: (i) It is not and that at the time of subscribing for the Right Shares or the Rights Entitlements, it will not be, in the United States when the buy order is made (ii) It does not have a registered address (and is not otherwise located) in the United States, and (iii) It is authorized to acquire the rights and the Equity Shares in compliance with all applicable laws and regulations. (iv) Our Company believes that Application Form is incomplete, or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and (v) Our Company shall not be bound to allot or issue any Rights Shares or Rights Entitlement in respect of any such Application Form.

Our Company, in consultation with the Lead Managers, reserves the right to treat as invalid any Application Form which: (i) Appears to our Company or its agents to have been executed in or dispatched from the United States; (ii) Where a registered Indian address is not provided; or (iii) Where our Company believes that Application Form is incomplete, or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot or issue any Equity Shares or Rights Entitlement in respect of any such Application Form.

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

**LAST DATE FOR APPLICATION:** The last date for submission of the duly filled in the Application Form or a plain paper Application is Thursday, October 19, 2023, i.e., Issue Closing Date. The Board of Directors may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the NSE and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by the Board of Directors, the invitation to offer contained in this Letter of Offer shall be deemed to have been declined and the Board of Directors shall be at liberty to dispose of the Right Shares hereby offered, as provided under the section, Terms of the Issue - Basis of Allotment" on page 270 of the Letter of Offer.

Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

**ALLOTMENT ONLY IN DEMATERIALIZED FORM:** The Allotment of Equity Shares pursuant to the Issue will only be made in dematerialised form. In accordance with the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Further, The Rights Entitlements of those resident 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. The Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least 2 (Two) 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.

The Rights Entitlements of those resident 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. For further details, see "Terms of the Issue - Procedure for application by eligible equity shareholders holding equity shares in physical form" and "Terms of the Issue - Allotment Advice or Refund/ Unblocking Of ASBA Accounts" on pages 291 and 299 of the Letter of Offer, respectively.

**DISPATCH OF THE ABRIDGED LETTER OF OFFER (ALOF) AND APPLICATION:** The dispatch of the ALOF and the application form was completed on or before October 05, 2023 by the Registrar to the Issue.

**INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.**

**LISTING AND TRADING OF THE RIGHTS EQUITY SHARES TO BE ISSUED PURSUANT TO THE ISSUE:** The existing Equity shares are listed and traded on NSE (Symbol: MARSHALL) under the ISIN: INE00S201018. The Rights Equity Shares shall be credited to a temporary ISIN i.e. INE00S20018, which will be frozen until the receipt of the final listing/trading approvals from the Stock Exchange. Upon receipt of such listing and trading approvals, the Rights Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Rights Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

**DISCLAIMER CLAUSE OF SEBI:** The Letter of Offer has not been filed with in terms of SEBI ICDR Regulations as the size of the issue is up to ₹ 4562.88 Lakhs which is less than Rs. 5000.00 Lakhs. Only the Letter of Offer will be filed with the SEBI for information and dissemination on the SEBI's website. The Investors are advised to refer to the full text of the "Disclaimer Clause of SEBI" on page 263 of the Letter of Offer.

### DISCLAIMER CLAUSE OF NSE:

It is to be distinctly understood that the permission given by NSE should not, in anyway, be deemed or construed that the Letter of Offer has been cleared or approved by NSE; nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to the full text of the Disclaimer provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of NSE" on page 264 of the Letter of Offer.

**BANKER TO THE ISSUE:** KOTAK MAHINDRA BANK LIMITED

**MONITORING AGENCY:** Not Applicable

**FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER TO THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER.**

**DISPATCH AND AVAILABILITY OF ISSUE MATERIALS:** In accordance with the SEBI ICDR Regulations and the ASBA Circular, our Company will send/dispatch through email or registered post or Registered Post/courier, the Letter of Offer/ Abridged Letter of Offer, the Entitlement Letter, Application Form and other issue material to the email addresses or registered address of all the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Right Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering in such jurisdictions. The Letter of Offer will be provided, only through email, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard. In accordance with the above, the dispatch of the abridged letter of offer, the Rights Entitlement Letter along with the Application form has been completed in electronic form through email on October 04, 2023 and by Registered Post on October 05, 2023. The shareholders may obtain duplicate copies of the application form in case they do not receive the application form within a reasonable time after opening of the rights issue from the office of the Registrar.

Further, the Letter of Offer will be sent/ dispatched, by the Registrar to the Issue on behalf of our Company to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer 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 the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them or who are located in jurisdictions where the offer and sale of the Right Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard.

Eligible Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue's website at [www.bigshareonline.com](http://www.bigshareonline.com) by entering their DP-ID and Client-ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form), and PAN. The link for the same shall also be available on the website of our Company at [www.marshallcnc.com](http://www.marshallcnc.com).

Our Company along with the Lead Manager will undertake all adequate steps to reach out to the Eligible Equity Shareholders who have provided their Indian address through means as may be considered feasible by our Company will not be liable for considering or choosing or not considering or choosing any specific means to reach out to the Eligible Equity Shareholders.

Investors can access the Letter of Offer, the Abridged Letter of Offer, and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Right Shares under applicable securities laws) on the websites of: (i) our Company at [www.marshallcnc.com](http://www.marshallcnc.com); (ii) the Registrar at [www.bigshareonline.com](http://www.bigshareonline.com); and (iii) the Lead Manager at [www.kunvarji.com](http://www.kunvarji.com); (iii) NSE's website at [www.nseindia.com](http://www.nseindia.com).

For accessing frequently asked questions (FAQs) and online/electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors please refer link at [www.bigshareonline.com](http://www.bigshareonline.com).

For updation of Indian address/e-mail address/ phone/mobile number in the records maintained by the Registrar or our Company please send an email to [rightsissue@bigshareonline.com](mailto:rightsissue@bigshareonline.com). For updation of demat account details by Eligible Equity Shareholders holding shares in physical form please send an e-mail to [rightsissue@bigshareonline.com](mailto:rightsissue@bigshareonline.com).

For submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders: [rightsissue@bigshareonline.com](mailto:rightsissue@bigshareonline.com).

The Letter of Offer is available on Our Company's website at [www.marshallcnc.com](http://www.marshallcnc.com); the Registrar at [www.bigshareonline.com](http://www.bigshareonline.com); the Lead Manager at [www.kunvarji.com](http://www.kunvarji.com) and the Stock Exchanges at [www.nseindia.com](http://www.nseindia.com).

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	COMPANY SECRETARY & COMPLIANCE OFFICER
<p><b>KUNVARJI</b> Let's Grow Together™</p> <p><b>KUNVARJI FINSTOCK PRIVATE LIMITED</b>  <b>Registered Office:</b> Block B, First Floor, Siddhi Vinayak Towers, Off S.G. Highway Road, Mouje Makarba, Ahmedabad- 380051  <b>Corporate Office:</b> 1208-20, 12th Floor, Summit Business Bay, Opp. PVR Cinema, Near Western Express Highway - Metro Station, Andheri(E), Mumbai - 400093  <b>CIN:</b> U65910GJ1986PTC008979  <b>Contact Person:</b> Mr. Niraj Thakkar/ Mr. Jiten Patel  <b>Tel No.:</b> +91 79 6666 9000   +91 022 6985 0000  <b>Email ID/Investor Grievance Email:</b> <a href="mailto:MB.investorgrievances@kunvarji.com">MB.investorgrievances@kunvarji.com</a>  <b>Website:</b> <a href="https://kunvarji.com/merchant-banking/">https://kunvarji.com/merchant-banking/</a>  <b>SEBI Registration No.:</b> INM000012564</p>	<p><b>BIGSHARE SERVICES PRIVATE LIMITED</b>  <b>Address:</b> Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093.  <b>Contact Person:</b> Mr. Jibu John  <b>Tel No.:</b> +91 022-62638200/22  <b>Facsimile:</b> 022-62638280  <b>Email:</b> <a href="mailto:rightsissue@bigshareonline.com">rightsissue@bigshareonline.com</a>  <b>Investor grievance e-mail:</b> <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a>  <b>Website:</b> <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>  <b>SEBI Registration No:</b> INR000001385</p>	<p><b>MARSHALL MACHINES LIMITED</b>  <b>Registered Office:</b> C-86, Phase - V, Focal Point, Ludhiana 141010, Punjab, India  <b>Contact No:</b> +91-161-5012406, 5012407, 5019648  <b>Contact Person:</b> Ms. Gauri Agarwal, Company Secretary and Compliance Officer;  <b>Email-ID:</b> <a href="mailto:csmarshall@marshallcnc.com">csmarshall@marshallcnc.com</a>  <b>Website:</b> <a href="http://www.marshallcnc.com">www.marshallcnc.com</a></p>

Investors may contact the Registrar or the Company Secretary and Compliance Officer for any pre issue or post issue related matter. All grievances relating the ASBA process may be addressed to the Registrar, with a copy to the SCSBs in case of ASBA process), giving full details such as name, address of the Applicant contact number(s), e-mail address of the sole first holder, folio number or demat account number, number of Rights Equity Shares applied for, amount blocked (in case of ASBA process), ASBA Account number, and the Designated Branch of the SCSBs where the Application Form or the plain paper applications as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process).

For MARSHALL MACHINES LIMITED  
On behalf of the Board of Directors

Sd/-  
Mr. Siddhant Sarup  
Whole Time Director  
DIN: 0779416

Disclaimer: Our Company is proposing, subject receipt of requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed a Letter of Offer dated September 22, 2023 with the NSE and is submitted to Securities and Exchange Board of India for information and dissemination. The Letter of Offer is available on the website of SEBI at [www.sabi.gov.in](http://www.sabi.gov.in), Stock Exchange where the Equity Shares are listed i.e. NSE at [www.nseindia.com](http://www.nseindia.com), Our Company at [www.marshallcnc.com](http://www.marshallcnc.com) and the Registrar to the Issue at [www.bigshareonline.com](http://www.bigshareonline.com). Investors should note that investment in equity shares involves a high degree of risk and are requested to refer the Letter of Offer including the section "Risk Factors" beginning a page 27 of the Letter of Offer. This announcement has been prepared for publication in India and may not be released in the United States. This announcement does not constitute an offer of Rights Equity Shares for sale in any jurisdiction, including the United States, and any Rights Equity Shares described in this announcement may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended, or an exemption from registration. There will be no public offering of Rights Equity Shares in the United States.



This is only an advertisement for information purpose and not an offer document announcement. Not for publication, distribution or release directly or indirectly into the United States or otherwise outside India. All capitalized terms used and not defined herein shall have the meaning assigned to them in the letter of offer dated September 22, 2023 (the "Letter of Offer" or "LOF") filed with the stock exchange, namely National Stock Exchange of India Limited ("NSE") and the Securities and the Exchange Board of India ("SEBI") for information and dissemination on the SEBI's website pursuant to proviso to Regulation 3 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").



# MARSHALL MACHINES LIMITED

Corporate Identification Number: L29299PB1994PLC014605

Registered Office: C-86, Phase - V, Focal Point, Ludhiana 141010, Punjab, India | Contact No: +91-161-5012406, 5012407, 5019648

Contact Person: Ms. Gauri Agarwal, Company Secretary and Compliance Officer;

Email-ID: csmarshall@marshallcnc.com | Website: www.marshallcnc.com

Our Company was originally incorporated as a private limited company under the Companies Act, 1956 as V.B. Spinning Mills Private Limited vide certificate of incorporation dated May 23, 1994 issued by the Registrar of Companies, Punjab, H.P. & Chandigarh. Subsequently, a fresh certificate of incorporation dated January 02, 2002 was issued by Registrar of Companies, Punjab, H.P. & Chandigarh, pursuant to change of name of our Company from V.B. Spinning Mills Private Limited to Marshall Machines Private Limited. Thereafter the control & management of the Company was completely taken over by Mr. Gaurav Sarup and Mr. Prashant Sarup in February 2002 along with their father Late Shri Gautam Sarup. Subsequently, the name of the company was changed to Marshall Machines Limited pursuant to conversion into a public company vide shareholder's approval dated April 24, 2018 and vide fresh certificate of incorporation dated May 17, 2018 issued by Registrar of Companies, Chandigarh. Our Company successfully launched its IPO and got listed in NSE Emerge (SME Platform) w.e.f. September 07, 2018. The Company through its postal ballot resolution passed dated September 10, 2021 with the requisite majority of the shareholders, migrated from NSE Emerge to Main Board of NSE w.e.f. November 11, 2021. The equity shares of our Company were listed on NSE, bearing Scrip symbol 'MARSHALL' and ISIN 'INE00S201018'.

For details of the change in the address of the registered office of our Company, see "General Information" on page 55 of this Letter of Offer.

## PROMOTERS OF OUR COMPANY: MR. PRASHANT SARUP AND MR. GAURAV SARUP

### THE ISSUE

FOR PRIVATE CIRCULATION TO THE EQUITY SHAREHOLDERS OF MARSHALL MACHINES LIMITED ("OUR COMPANY")

RIGHTS ISSUE OF 1,01,85,000\* FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10/- ('RIGHTS EQUITY SHARES') EACH AT A PRICE OF ₹ 44.80/- PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 34.80/- PER EQUITY SHARES) ('ISSUE PRICE') ('RIGHT SHARES') FOR AN AMOUNT UP TO ₹ 4562.88 LAKHS ON A RIGHTS ISSUE BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF MARSHALL MACHINES LIMITED ('COMPANY' OR 'ISSUER') IN THE RATIO OF 7 (SEVEN) RIGHT SHARES FOR EVERY 10 (TEN) EQUITY SHARES HELD BY SUCH ELIGIBLE EQUITY SHAREHOLDERS AS ON THE RECORD DATE, THAT IS ON FRIDAY, SEPTEMBER 29, 2023 ('ISSUE'). THE ISSUE PRICE IS 4.48 TIMES THE FACE VALUE OF THE EQUITY SHARE. FOR FURTHER DETAILS, KINDLY REFER TO THE SECTION TITLED 'TERMS OF THE ISSUE' ON PAGE 270 OF THE LETTER OF OFFER.

\* Assuming full subscription. Subject to finalisation of the Basis of Allotment.

## NOTICE TO ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY

### ISSUE PROGRAMME\*

ISSUE OPENING DATE	LAST DATE FOR MARKET RENUNCIATION*	ISSUE CLOSING DATE**
Wednesday, October 11, 2023	Monday, October 16, 2023	Thursday, October 19, 2023

\*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 Renounees on or prior to the Issue Closing Date.

\*\*Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

## ASBA\*

Simple, Safe, Smart way of Application - Make use of it!!!  
\*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details, check section on ASBA below.

### FACILITIES FOR 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 either the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Terms of the Issue - Procedure for Application through the ASBA Process" on page no. 287 of the Letter of Offer, respectively.

### APPLICATION THROUGH ASBA FACILITY

Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches 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. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.

Investors should ensure that they have correctly submitted the Application Form or have otherwise provided an authorization 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

Please note that subject to SCSBs complying with the requirements of SEBI Circular 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.

Further, in terms of the SEBI Circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

ASBA: 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&intId=34>. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

ELIGIBLE EQUITY SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE.

### APPLICATION ON PLAIN PAPER

An Eligible Equity Shareholder in India 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. An Eligible Equity Shareholder is required to submit the plain paper Application to the Designated Branch of the SCSB to 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.

Please note that the Eligible 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 bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

(i) Name of our Company, being 'MARSHALL MACHINES LIMITED'; (ii) 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); (iii) Registered Folio No./DP and Client ID No.; (iv) Number of Equity Shares held as on Record Date; (v) Allotment option - only dematerialized form; (vi) Number of Right Shares entitled to; (vii) Total number of Right Shares applied for; (viii) Number of additional Right Shares applied for, if any; (ix) Total number of Right Shares applied for; (x) Total amount paid at the rate of ₹ 44.80/- for Right Shares issued in one Rights Entitlement; (xi) Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB; (xii) In case of non-resident Eligible Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address, branch of the SCSB with which the account is maintained and a copy of the RBI approval obtained pursuant to Rule 7 of the FEMA Rules. (xiii) Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the 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 Right Shares applied for pursuant to this Issue; (xiv) Authorization to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account; (xv) 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); and (xvi) In addition, all such Eligible Shareholders are deemed to have accepted the following "I/ We understand that neither the Rights Entitlement nor the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the "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 thereof (the "United States") except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act. 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 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 Equity Shares or Rights Entitlement in the United States. Accordingly, I/ We understand that this application should not be forwarded to or transmitted in or to the United States at any time. I/ We understand that none of the Company, the Registrar, the Lead Manager, or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Manager or any other person acting on behalf of the Company has reason to believe is in the United States, or if such person is outside India and the United States, such person is not a corporate shareholder, 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 we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

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 we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

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

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, and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S.

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

I/ We acknowledge that Our Company, the Lead Manager 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.

Please note that, if the shareholders makes an application using the application form as well as plain paper or multiple plain paper Applications, such Applications shall be treated as multiple applications and are liable to be rejected.

### NOTICE TO INVESTORS

The distribution of this Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter 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 the Letter of Offer the Abridged Letter of Offer, Rights Entitlement Letter or CAFs may come are required to inform themselves about and observe such restrictions.

Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will electronically dispatch through email and physical dispatch through speed post/courier the Letter of Offer / Abridged Letter of Offer and Application Form and Rights Entitlement Letter only to 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 Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material 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 the Abridged Letter of Offer, the Application Form (CAF's), the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Letter of Offer will be provided, through email and speed post/courier, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard. Investors can also access this, Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company, the Lead Manager, SEBI, and the Stock Exchanges.

### NOTICE TO OVERSEAS SHAREHOLDERS

The Rights Entitlement and the Right Shares of our Company have not been and will not be registered under the Securities Act, or any U.S. state securities laws and may not be offered, sold, resold, or otherwise transferred within the United States of America or the territories or possessions thereof, except in a transaction exempt from the registration requirements of the Securities Act. The rights referred to in the Letter of Offer are being offered in India, but not in the 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 Equity Shares or rights for sale in the United States or as a solicitation therein of an offer to buy any of the said Equity Shares or rights. Accordingly, the Issue Materials should not be forwarded to or transmitted in or into the United States at any time.

Neither our Company nor any person acting on behalf of our Company will accept subscriptions or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on behalf of our Company has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letter should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Equity Shares and wishing to hold such Equity Shares in registered form must provide an address for registration of the Equity Shares in India. Our Company is making the Right Shares to Eligible Shareholders of our Company on the Record Date and issue materials will be dispatched only to Equity Shareholders who have an Indian address. Any person who acquires rights and the Right Shares will be deemed to have declared, represented, warranted, and agreed, that: (i) It is not and that at the time of subscribing for the Right Shares or the Rights Entitlements, it will not be, in the United States when the buy order is made (ii) It does not have a registered address (and is not otherwise located) in the United States, and (iii) It is authorized to acquire the rights and the Equity Shares in compliance with all applicable laws and regulations. (iv) Our Company believes that Application Form is incomplete, or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and (v) Our Company shall not be bound to allot or issue any Rights Shares or Rights Entitlement in respect of any such Application Form.

Our Company, in consultation with the Lead Managers, reserves the right to treat as invalid any Application Form which: (i) Appears to our Company or its agents to have been executed in or dispatched from the United States; (ii) Where a registered Indian address is not provided; or (iii) Where our Company believes that Application Form is incomplete, or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot or issue any Equity Shares or Rights Entitlement in respect of any such Application Form.

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

LAST DATE FOR APPLICATION: The last date for submission of the duly filled in the Application Form or a plain paper Application is Thursday, October 19, 2023, i.e., Issue Closing Date. The Board of Directors may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the NSE and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by the Board of Directors, the invitation to offer contained in this Letter of Offer shall be deemed to have been declined and the Board of Directors shall be at liberty to dispose of the Right Shares hereby offered, as provided under the section, Terms of the Issue - 'Basis of Allotment' on page 270 of the Letter of Offer.

Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

ALLOTMENT ONLY IN DEMATERIALIZED FORM: The Allotment of Equity Shares pursuant to the Issue will only be made in dematerialised form. In accordance with the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Further, The Rights Entitlements of those resident 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. The Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least 2 (Two) 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.

The Rights Entitlements of those resident 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. For further details, see "Terms of the Issue - Procedure for application by eligible equity shareholders holding equity shares in physical form" and "Terms of the Issue - Allotment Advice or Refund/ Unblocking Of ASBA Accounts" on pages 291 and 299 of the Letter of Offer, respectively.

DISPATCH OF THE ABRIDGED LETTER OF OFFER (ALOF) AND APPLICATION: The dispatch of the ALOF and the application form was completed on or before October 05, 2023 by the Registrar to the Issue.

INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.

LISTING AND TRADING OF THE RIGHTS EQUITY SHARES TO BE ISSUED PURSUANT TO THE ISSUE: The existing Equity shares are listed and traded on NSE (Symbol: MARSHALL) under the ISIN: INE00S201018. The Rights Equity Shares shall be credited to a temporary ISIN i.e. INE00S220018, which will be frozen until the receipt of the final listing trading approvals from the Stock Exchange. Upon receipt of such listing and trading approvals, the Rights Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Rights Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL, and NSDL.

DISCLAIMER CLAUSE OF SEBI: The Letter of Offer has not been filed with in terms of SEBI ICDR Regulations as the size of the issue is up to ₹ 4562.88 Lakhs which is less than Rs. 5000.00 Lakhs. Only the Letter of Offer will be filed with the SEBI for information and dissemination on the SEBI's website. The Investors are advised to refer to the full text of the "Disclaimer Clause of SEBI" on page 263 of the Letter of Offer.

### DISCLAIMER CLAUSE OF NSE:

It is to be distinctly understood that the permission given by NSE should not, in anyway, be deemed or construed that the Letter of Offer has been cleared or approved by NSE; nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to the full text of the Disclaimer provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of NSE" on page 264 of the Letter of Offer.

BANKER TO THE ISSUE: KOTAK MAHINDRA BANK LIMITED

MONITORING AGENCY: Not Applicable

FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER TO THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER.

DISPATCH AND AVAILABILITY OF ISSUE MATERIALS: In accordance with the SEBI ICDR Regulations and the ASBA Circular, our Company will send/dispatch through email or registered post or Registered Post/courier, the Letter of Offer/ Abridged Letter of Offer, the Entitlement Letter, Application Form and other issue material to the email addresses or registered address of all the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Right Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering in such jurisdictions. The Letter of Offer will be provided, only through email, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who makes a request in this regard. In accordance with the above, the dispatch of the abridged letter of offer, the Rights Entitlement Letter along with the Application form has been completed in electronic form through email on October 04, 2023 and by Registered Post on October 05, 2023. The shareholders may obtain duplicate copies of the application form in case they do not receive the application form within a reasonable time after opening of the rights issue from the office of the Registrar.

Further, the Letter of Offer will be sent/ dispatched, by the Registrar to the Issue on behalf of our Company to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer 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 the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them or who are located in jurisdictions where the offer and sale of the Right Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard.

Eligible Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue's website at [www.bigshareonline.com](http://www.bigshareonline.com) by entering their DP-ID and Client-ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form), and PAN. The link for the same shall also be available on the website of our Company at [www.marshallcnc.com](http://www.marshallcnc.com).

Our Company along with the Lead Manager will undertake all adequate steps to reach out to the Eligible Equity Shareholders who have provided their Indian address through means as may be considered feasible by our Company will not be liable for considering or choosing or not considering or choosing any specific means to reach out to the Eligible Equity Shareholders.

Investors can access the Letter of Offer, the Abridged Letter of Offer, and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Right Shares under applicable securities laws) on the websites of: (i) our Company at [www.marshallcnc.com](http://www.marshallcnc.com); (ii) the Registrar at [www.bigshareonline.com](http://www.bigshareonline.com); and (iii) the Lead Manager at [www.kunvarji.com](http://www.kunvarji.com); (iii) NSE's website at [www.nseindia.com](http://www.nseindia.com).

For accessing frequently asked questions (FAQs) and online/electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors please refer link at [www.bigshareonline.com](http://www.bigshareonline.com).

For Updation of Indian address/ e-mail address/ phone/mobile number in the records maintained by the Registrar or our Company please send an email to [rightsissue@bigshareonline.com](mailto:rightsissue@bigshareonline.com). For Updation of demat account details by Eligible Equity Shareholders holding shares in physical form please send an e-mail to [rightsissue@bigshareonline.com](mailto:rightsissue@bigshareonline.com).

For submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders: [rightsissue@bigshareonline.com](mailto:rightsissue@bigshareonline.com).

The Letter of Offer is available on our Company's website at [www.marshallcnc.com](http://www.marshallcnc.com); the Registrar at [www.bigshareonline.com](http://www.bigshareonline.com); the Lead Manager at [www.kunvarji.com](http://www.kunvarji.com) and the Stock Exchanges at [www.nseindia.com](http://www.nseindia.com).

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	COMPANY SECRETARY & COMPLIANCE OFFICER
<p><b>KUNVARJI</b> Let's Grow Together</p> <p><b>KUNVARJI FINSTOCK PRIVATE LIMITED</b> Registered Office: Block B, First Floor, Siddhi Vinayak Towers, Off S.G. Highway Road, Mouje Makarba, Ahmedabad-380051 Corporate Office: 1208-20, 12th Floor, Summit Business Bay, Opp. PVR Cinema, Near Western Express Highway - Metro Station, Andheri(E), Mumbai - 400093 CIN: U65910GJ1986PTC008979 Contact Person: Mr. Niraj Thakkar/ Mr. Jiten Patel Tel No.: +91 79 6666 9000   +91 022 6985 0000 Email ID/Investor Grievance Email: <a href="mailto:NB.investorgrievances@kunvarji.com">NB.investorgrievances@kunvarji.com</a> Website: <a href="https://kunvarji.com/merchant-banking/">https://kunvarji.com/merchant-banking/</a> SEBI Registration No.: INM000012564</p>	<p><b>BIGSHARE SERVICES PRIVATE LIMITED</b> Address: Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093. Contact Person: Mr. Jibu John Tel No.: +91 022-62638200/22 Facsimile: 022-62638280 Email: <a href="mailto:rightsissue@bigshareonline.com">rightsissue@bigshareonline.com</a> Investor grievance e-mail: <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> Website: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> SEBI Registration No: INR000001385</p>	<p><b>MARSHALL MACHINES LIMITED</b> Registered Office: C-86, Phase - V, Focal Point, Ludhiana 141010, Punjab, India Contact No: +91-161-5012406, 5012407, 5019648 Contact Person: Ms. Gauri Agarwal, Company Secretary and Compliance Officer; Email-ID: <a href="mailto:csmarshall@marshallcnc.com">csmarshall@marshallcnc.com</a> Website: <a href="http://www.marshallcnc.com">www.marshallcnc.com</a></p>

Investors may contact the Registrar or the Company Secretary and Compliance Officer for any pre issue or post issue related matter. All grievances relating the ASBA process may be addressed to the Registrar, with a copy to the SCSBs in case of ASBA process, giving full details such as name, address of the Applicant contact number(s), e-mail address of the sole first holder, folio number or demat account number, number of Rights Equity Shares applied for, amount blocked (in case of ASBA process), ASBA Account number, and the Designated Branch of the SCSBs where the Application Form or the plain paper applications as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process).

Date: October 05, 2023  
Place: Ludhiana

Disclaimer: Our Company is proposing, subject receipt of requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed a Letter of Offer dated September 22, 2023 with the NSE and is submitted to Securities and Exchange Board of India for information and dissemination. The Letter of Offer is available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), Stock Exchange where the Equity Shares are listed i.e. NSE at [www.nseindia.com](http://www.nseindia.com), our Company at [www.marshallcnc.com](http://www.marshallcnc.com) and the Registrar to the Issue at [www.bigshareonline.com](http://www.bigshareonline.com). Investors should note that investment in equity shares involves a high degree of risk and are requested to refer the Letter of Offer including the section "Risk Factors" beginning a page 27 of the Letter of Offer. This announcement has been prepared for publication in India and may not be released in the United States. This announcement does not constitute an offer of Rights Equity Shares for sale in any jurisdiction, including the United States, and any Rights Equity Shares described in this announcement may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended, or an exemption from registration. There will be no public offering of Rights Equity Shares in the United States.

For MARSHALL MACHINES LIMITED  
On behalf of the Board of Directors  
Sd/-  
Mr. Siddhant Sarup  
Whole Time Director  
DIN: 07779416



This is only an advertisement for information purpose and not an offer document announcement. Not for publication, distribution or release directly or indirectly into the United States or otherwise outside India. All capitalized terms used and not defined herein shall have the meaning assigned to them in the letter of offer dated September 22, 2023 (the "Letter of Offer" or "LOF") filed with the stock exchange, namely National Stock Exchange of India Limited ("NSE") and the Securities and the Exchange Board of India ("SEBI") for information and dissemination on the SEBI's website pursuant to proviso to Regulation 3 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").



# MARSHALL MACHINES LIMITED

Corporate Identification Number: L29299PB1994PLC014605

Registered Office: C-86, Phase - V, Focal Point, Ludhiana 141010, Punjab, India | Contact No: +91-161-5012406, 5012407, 5019648

Contact Person: Ms. Gauri Agarwal, Company Secretary and Compliance Officer;

Email-ID: csmarshall@marshallcnc.com | Website: www.marshallcnc.com

Our Company was originally incorporated as a private limited company under the Companies Act, 1956 as V.B. Spinning Mills Private Limited vide certificate of incorporation dated May 23, 1994 issued by the Registrar of Companies, Punjab, H.P. & Chandigarh. Subsequently, a fresh certificate of incorporation dated January 02, 2002 was issued by Registrar of Companies, Punjab, H.P. & Chandigarh, pursuant to change of name of our Company from V.B. Spinning Mills Private Limited to Marshall Machines Private Limited. Thereafter the control & management of the Company was completely taken over by Mr. Gaurav Sarup and Mr. Prashant Sarup in February 2002 along with their father Late Shri Gautam Sarup. Subsequently, the name of the company was changed to Marshall Machines Limited pursuant to conversion into a public company vide shareholder's approval dated April 24, 2018 and vide fresh certificate of incorporation dated May 17, 2018 issued by Registrar of Companies, Chandigarh. Our Company successfully launched its IPO and got listed in NSE Emerge (SME Platform) w.e.f. September 07, 2018. The Company through its postal ballot resolution passed dated September 10, 2021 with the requisite majority of the shareholders, migrated from NSE Emerge to Main Board of NSE w.e.f. November 11, 2021. The equity shares of our Company were listed on NSE, bearing Scrip symbol 'MARSHALL' and ISIN 'INE00S201018'. For details of the change in the address of the registered office of our Company, see "General Information" on page 55 of this Letter of Offer.

## PROMOTERS OF OUR COMPANY: MR. PRASHANT SARUP AND MR. GAURAV SARUP

### THE ISSUE

FOR PRIVATE CIRCULATION TO THE EQUITY SHAREHOLDERS OF MARSHALL MACHINES LIMITED ("OUR COMPANY")

RIGHTS ISSUE OF 1,01,85,000\* FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10/- ('RIGHTS EQUITY SHARES') EACH AT A PRICE OF ₹ 44.80/- PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 34.80/- PER EQUITY SHARES) ('ISSUE PRICE') ('RIGHT SHARES') FOR AN AMOUNT UP TO ₹ 4562.88 LAKHS ON A RIGHTS ISSUE BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF MARSHALL MACHINES LIMITED ('COMPANY' OR 'ISSUER') IN THE RATIO OF 7 (SEVEN) RIGHT SHARES FOR EVERY 10 (TEN) EQUITY SHARES HELD BY SUCH ELIGIBLE EQUITY SHAREHOLDERS AS ON THE RECORD DATE, THAT IS ON FRIDAY, SEPTEMBER 29, 2023 ('ISSUE'). THE ISSUE PRICE IS 4.48 TIMES THE FACE VALUE OF THE EQUITY SHARE. FOR FURTHER DETAILS, KINDLY REFER TO THE SECTION TITLED 'TERMS OF THE ISSUE' ON PAGE 270 OF THE LETTER OF OFFER.

\* Assuming full subscription. Subject to finalisation of the Basis of Allotment.

## NOTICE TO ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY

### ISSUE PROGRAMME\*

ISSUE OPENING DATE	LAST DATE FOR MARKET RENUNCIATION*	ISSUE CLOSING DATE**
Wednesday, October 11, 2023	Monday, October 16, 2023	Thursday, October 19, 2023

\*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 Renouncers on or prior to the Issue Closing Date. \*\*Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

## ASBA\*

Simple, Safe, Smart way of Application - Make use of it!!!  
\*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details, check section on ASBA below.

**FACILITIES FOR 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 either the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Terms of the Issue - Procedure for Application through the ASBA Process" on page no. 287 of the Letter of Offer, respectively.

**APPLICATION THROUGH ASBA FACILITY**  
Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches 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. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.

Investors should ensure that they have correctly submitted the Application Form or have otherwise provided an authorization 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**  
Please note that subject to SCSBs complying with the requirements of SEBI Circular 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.

Further, in terms of the SEBI Circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

**ASBA:** 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 the above-mentioned link.

**ELIGIBLE EQUITY SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE.**

**APPLICATION ON PLAIN PAPER**  
An Eligible Equity Shareholder in India 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. An Eligible Equity Shareholder is required to submit the plain paper Application to the Designated Branch of the SCSB to 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.

Please note that the Eligible 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 bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- (i) Name of our Company, being 'MARSHALL MACHINES LIMITED'; (ii) 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); (iii) Registered Folio No./DP and Client ID No.; (iv) Number of Equity Shares held as on Record Date; (v) Allotment option - only dematerialized form; (vi) Number of Right Shares entitled to; (vii) Total number of Right Shares applied for; (viii) Number of additional Right Shares applied for, if any; (ix) Total number of Right Shares applied for; (x) Total amount paid at the rate of ₹ 44.80/- for Right Shares issued in one Rights Entitlement; (xi) Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB; (xii) In case of non-resident Eligible Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address, branch of the SCSB with which the account is maintained and a copy of the RBI approval obtained pursuant to Rule 7 of the FEMA Rules. (xiii) Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the 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 Right Shares applied for pursuant to this Issue; (xiv) Authorization to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account; (xv) 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); and (xvi) In addition, all such Eligible Shareholders are deemed to have accepted the following "I/ We understand that neither the Rights Entitlement nor the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the "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 thereof (the "United States") except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act. 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 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 Equity Shares or Rights Entitlement in the United States. Accordingly, I/ We understand that this application should not be forwarded to or transmitted in or to the United States at any time. I/ We understand that none of the Company, the Registrar, the Lead Manager, or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Manager or any other person acting on behalf of the Company has reason to believe is in the United States, or if such person is outside India and the United States, such person is not a corporate shareholder, 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 we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

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

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, and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S.

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

I/ We acknowledge that Our Company, the Lead Manager 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.

**Please note that, if the shareholders makes an application using the application form as well as plain paper or multiple plain paper Applications, such Applications shall be treated as multiple applications and are liable to be rejected.**

**NOTICE TO INVESTORS**  
The distribution of this Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter 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 the Letter of Offer, the Abridged Letter of Offer, Rights Entitlement Letter or CAFs may come are required to inform themselves about and observe such restrictions.

Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will electronically dispatch through email and physical dispatch through speed post/courier the Letter of Offer/ Abridged Letter of Offer and Application Form and Rights Entitlement Letter only to 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 Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material 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 the Abridged Letter of Offer, the Application Form (CAF's), the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Letter of Offer will be provided, through email and speed post/courier, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard. Investors can also access this, Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company, the Lead Manager, SEBI, and the Stock Exchanges.

**NOTICE TO OVERSEAS SHAREHOLDERS**

The Rights Entitlement and the Right Shares of our Company have not been and will not be registered under the Securities Act, or any U.S. state securities laws and may not be offered, sold, resold, or otherwise transferred within the United States of America or the territories or possessions thereof, except in a transaction exempt from the registration requirements of the Securities Act. The rights referred to in the Letter of Offer are being offered in India, but not in the 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 Equity Shares or rights for sale in the United States or as a solicitation therein of an offer to buy any of the said Equity Shares or rights. Accordingly, the Issue Materials should not be forwarded to or transmitted in or into the United States at any time.

Neither our Company nor any person acting on behalf of our Company will accept subscriptions or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on behalf of our Company has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letter should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Equity Shares and wishing to hold such Equity Shares in registered form must provide an address for registration of the Equity Shares in India. Our Company is making the Right Shares to Eligible Shareholders of our Company on the Record Date and issue materials will be dispatched only to Equity Shareholders who have an Indian address. Any person who acquires rights and the Right Shares will be deemed to have declared, represented, warranted, and agreed, that: (i) It is not and that at the time of subscribing for the Right Shares or the Rights Entitlements, it will not be, in the United States when the buy order is made (ii) It does not have a registered address (and is not otherwise located) in the United States, and (iii) It is authorized to acquire the rights and the Equity Shares in compliance with all applicable laws and regulations. (iv) Our Company believes that Application Form is incomplete, or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and (v) Our Company shall not be bound to allot or issue any Rights Shares or Rights Entitlement in respect of any such Application Form.

Our Company, in consultation with the Lead Managers, reserves the right to treat as invalid any Application Form which: (i) Appears to our Company or its agents to have been executed in or dispatched from the United States; (ii) Where a registered Indian address is not provided; or (iii) Where our Company believes that Application Form is incomplete, or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot or issue any Equity Shares or Rights Entitlement in respect of any such Application Form.

**Rights Entitlements may not be transferred or sold to any person in the United States.**  
**LAST DATE FOR APPLICATION:** The last date for submission of the duly filled in the Application Form or a plain paper Application is Thursday, October 19, 2023, i.e., Issue Closing Date. The Board of Directors may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the NSE and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by the Board of Directors, the invitation to offer contained in this Letter of Offer shall be deemed to have been declined and the Board of Directors shall be at liberty to dispose of the Right Shares hereby offered, as provided under the section, Terms of the Issue - 'Basis of Allotment' on page 270 of the Letter of Offer.

Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

**ALLOTMENT ONLY IN DEMATERIALIZED FORM:** The Allotment of Equity Shares pursuant to this Issue will only be made in dematerialised form. In accordance with the SEBI Circular SEBI/HO/CFD/DIL2/CR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Further, The Rights Entitlements of those resident 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. The Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least 2 (Two) 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.

The Rights Entitlements of those resident 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. For further details, see "Terms of the Issue - Procedure for application by eligible equity shareholders holding equity shares in physical form" and "Terms of the Issue - Allotment Advice or Refund/ Unblocking Of ASBA Accounts" on pages 291 and 299 of the Letter of Offer, respectively.

**DISPATCH OF THE ABRIDGED LETTER OF OFFER (ALOF) AND APPLICATION:** The dispatch of the ALOF and the application form was completed on or before October 05, 2023 by the Registrar to the Issue.

**INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.**

**LISTING AND TRADING OF THE RIGHTS EQUITY SHARES TO BE ISSUED PURSUANT TO THE ISSUE:** The existing Equity shares are listed and traded on NSE (Symbol: MARSHALL) under the ISIN: INE00S201018. The Rights Equity Shares shall be credited to a temporary ISIN i.e. INE00S220018, which will be frozen until the receipt of the final listing/trading approvals from the Stock Exchange. Upon receipt of such listing and trading approvals, the Rights Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Rights Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

**DISCLAIMER CLAUSE OF SEBI:** The Letter of Offer has not been filed with in terms of SEBI ICDR Regulations as the size of the issue is up to ₹ 4562.88 Lakhs which is less than Rs. 5000.00 Lakhs. Only the Letter of Offer will be filed with the SEBI for information and dissemination on the SEBI's website. The Investors are advised to refer to the full text of the "Disclaimer Clause of SEBI" on page 263 of the Letter of Offer.

**DISCLAIMER CLAUSE OF NSE:**  
It is to be distinctly understood that the permission given by NSE should not, in anyway, be deemed or construed that the Letter of Offer has been cleared or approved by NSE; nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to the full text of the Disclaimer provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of NSE" on page 264 of the Letter of Offer.

**BANKER TO THE ISSUE:** KOTAK MAHINDRA BANK LIMITED

**MONITORING AGENCY:** Not Applicable

**FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER TO THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER.**

**DISPATCH AND AVAILABILITY OF ISSUE MATERIALS:** In accordance with the SEBI ICDR Regulations and the ASBA Circular, our Company will send/dispatch through email or registered post or Registered Post/courier, the Letter of Offer/ Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material to the email addresses or registered address of all the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Right Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering in such jurisdictions. The Letter of Offer will be provided, only through email, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who makes a request in this regard. In accordance with the above, the dispatch of the abridged letter of offer, the Rights Entitlement Letter along with the Application form has been completed in electronic form through email on October 04, 2023 and by Registered Post on October 05, 2023. The shareholders may obtain duplicate copies of the application form in case they do not receive the application form within a reasonable time after opening of the rights issue from the office of the Registrar.

Further, the Letter of Offer will be sent/ dispatched, by the Registrar to the Issue on behalf of our Company to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer 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 the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them or who are located in jurisdictions where the offer and sale of the Right Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard.

Eligible Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue's website at [www.bigshareonline.com](http://www.bigshareonline.com) by entering their DP-ID and Client-ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form), and PAN. The link for the same shall also be available on the website of our Company at [www.marshallcnc.com](http://www.marshallcnc.com).

Our Company along with the Lead Manager will undertake all adequate steps to reach out to the Eligible Equity Shareholders who have provided their Indian address through means as may be considered feasible by our Company will not be liable for considering or choosing or not considering or choosing any specific means to reach out to the Eligible Equity Shareholders.

Investors can access the Letter of Offer, the Abridged Letter of Offer, and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Right Shares under applicable securities laws) on the websites of: (i) our Company at [www.marshallcnc.com](http://www.marshallcnc.com); (ii) the Registrar at [www.bigshareonline.com](http://www.bigshareonline.com); and (iii) the Lead Manager at [www.kunvarji.com](http://www.kunvarji.com); (iv) NSE's website at [www.nseindia.com](http://www.nseindia.com).

For accessing frequently asked questions (FAQs) and online/electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the investors please refer link at [www.bigshareonline.com](http://www.bigshareonline.com).

For Update of Indian address/e-mail address/ phone/mobile number in the records maintained by the Registrar or our Company please send an email to [rightsissue@bigshareonline.com](mailto:rightsissue@bigshareonline.com). For Update of demat account details by Eligible Equity Shareholders holding shares in physical form please send an e-mail to [rightsissue@bigshareonline.com](mailto:rightsissue@bigshareonline.com).

For submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders: [rightsissue@bigshareonline.com](mailto:rightsissue@bigshareonline.com). The Letter of Offer is available on Our Company's website at [www.marshallcnc.com](http://www.marshallcnc.com); the Registrar at [www.bigshareonline.com](http://www.bigshareonline.com); the Lead Manager at [www.kunvarji.com](http://www.kunvarji.com) and the Stock Exchanges at [www.nseindia.com](http://www.nseindia.com).

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	COMPANY SECRETARY & COMPLIANCE OFFICER
 <b>KUNVARJI FINSTECK PRIVATE LIMITED</b> Registered Office: Block B, First Floor, Siddhi Vinayak Towers, Off S.G. Highway Road, Mouje Makarba, Ahmedabad-380051 Corporate Office: 1208-20, 12th Floor, Summit Business Bay, Opp. PVR Cinema, Near Western Express Highway - Metro Station, Andheri(E), Mumbai - 400093 CIN: U65910GJ1986PTC008979 Contact Person: Mr. Niraj Thakkar/ Mr. Jiten Patel Tel No.: +91 79 6666 9000   +91 022 6985 0000 Email ID/Investor Grievance Email: MB.investorgrievances@kunvarji.com Website: <a href="https://kunvarji.com/merchant-banking/">https://kunvarji.com/merchant-banking/</a> SEBI Registration No.: INM000012564	 <b>BIGSHARE SERVICES PRIVATE LIMITED</b> Address: Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093. Contact Person: Mr. Jibu John Tel No.: +91 022-62638200/22 Facsimile: 022-62638280 Email: <a href="mailto:rightsissue@bigshareonline.com">rightsissue@bigshareonline.com</a> Investor grievance e-mail: <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> Website: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> SEBI Registration No: INR000001385	 <b>MARSHALL MACHINES LIMITED</b> Registered Office: C-86, Phase - V, Focal Point, Ludhiana 141010, Punjab, India Contact No: +91-161-5012406, 5012407, 5019648 Contact Person: Ms. Gauri Agarwal, Company Secretary and Compliance Officer; Email-ID: <a href="mailto:csmarshall@marshallcnc.com">csmarshall@marshallcnc.com</a> Website: <a href="http://www.marshallcnc.com">www.marshallcnc.com</a>

Investors may contact the Registrar or the Company Secretary and Compliance Officer for any pre issue or post issue related matter. All grievances relating the ASBA process may be addressed to the Registrar, with a copy to the SCSBs in case of ASBA process, giving full details such as name, address of the Applicant contact number(s), e-mail address of the sole first holder, folio number or demat account number, number of Rights Equity Shares applied for, amount blocked (in case of ASBA process), ASBA Account number, and the Designated Branch of the SCSBs where the Application Form or the plain paper applications as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process).

For MARSHALL MACHINES LIMITED  
On behalf of the Board of Directors  
Sd/-  
Mr. Siddhant Sarup  
Whole Time Director  
DIN: 07779416

Disclaimer: Our Company is proposing, subject receipt of requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed a Letter of Offer dated September 22, 2023 with the NSE and is submitted to Securities and Exchange Board of India for information and dissemination. The Letter of Offer is available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), Stock Exchange where the Equity Shares are listed i.e. NSE at [www.nseindia.com](http://www.nseindia.com), Our Company at [www.marshallcnc.com](http://www.marshallcnc.com) and the Registrar to the Issue at [www.bigshareonline.com](http://www.bigshareonline.com). Investors should note that investment in equity shares involves a high degree of risk and are requested to refer the Letter of Offer including the section "Risk Factors" beginning a page 27 of the Letter of Offer. This announcement has been prepared for publication in India and may not be released in the United States. This announcement does not constitute an offer of Rights Equity Shares for sale in any jurisdiction, including the United States, and any Rights Equity Shares described in this announcement may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended, or an exemption from registration. There will be no public offering of Rights Equity Shares in the United States.