

Date: 5th September 2025

To,
The Listing Department
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E), Mumbai 400051 (M.H.)

(NSE SYMBOL: DENEERS; ISIN: INE0JWV01011)

Dear Sir/Madam,

Subject: Outcome of Board Meeting/Intimation pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulations 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, read with Schedule III, we wish to inform you that the Board Meeting held today, i.e., Friday, 5th September 2025, has inter alia considered and approved the following: -

1. Approval of Notice of the 4th Annual General Meeting pursuant to section 101 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Management and Administration) Rules, 2014, including proposed resolution(s) and explanatory statement and fixing the day, date, time and venue of the Annual General meeting which is Monday, 29th September 2025 at 10 AM through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") (the Registered Office of the Company).

The link to access the notice of AGM is
https://drive.google.com/file/d/1ek7S7Cv_ryEP8FBSTy0fSWPZgYAogtjX/view?usp=drive link

2. Appointment of Ms. Ashita Kaul, of Ashita Kaul & Associates, Company Secretaries (CP No. 6529), Practicing Company Secretaries as the Scrutinizer for the 4th Annual General Meeting to conduct the e-voting and voting at the AGM in a fair and transparent manner.
3. In terms of Regulation 34 of the Listing Regulations, Approval of the Annual Report, along with the Notice of the AGM for the financial year ended 31 March 2025.

The Annual Report and Notice of AGM is available at
<https://drive.google.com/file/d/1D0fPG5AnpPMYT7u427Rzm2fF0Boamc2I/view?usp=drive link>

4. In terms of Regulation 42 of the Listing Regulations read with Section 91 of the Companies Act, 2013 the register of Members and Share Transfer Books of the Company shall remain

closed from 24th September 2025, Wednesday to 29th September 2025, Monday (both days inclusive).

5. The remote e-voting will commence at 9.00 a.m. on Thursday, September 25, 2025 and will end at 5.00 p.m. on Sunday, September 28, 2025.
6. Appointment of M/s. SSAG & Associates, Chartered Accountants (FRN: 016060N), as the Internal Auditors of the Company for the financial year 2025-26 (refer **Annexure-A**).
7. Appointment of Mr. Shashank Kumar, Practicing Company Secretary, as the Secretarial Auditor of the Company for the Financial Year 2025-26 (refer **Annexure-B**).
8. Reply to letters dated 27th June, 2025 and 14th July, 2025 issued by the Stock Exchange (refer **Annexure-C**).

Kindly take the same on record and acknowledge the receipt.

Thanking you,
Yours faithfully,

FOR DE NEERS TOOLS LIMITED

For DE NEERS TOOLS LTD.

Neeraj Aggarwal
Director

NEERAJ KUMAR AGGARWAL
MANAGING DIRECTOR
DIN: 08058134

Encl.: a/a

Annexure-A

Details required as per Regulations 30 of the Listing Regulations and Circulars issued thereunder are as below:

Appointment of M/s. SSAG & Associates, Chartered Accountants (FRN: 016060N), as the Internal Auditors of the Company for the financial year 2025-26

S. No.	Particulars	Details
a.	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment of the Internal Auditor of the Company.
b.	Date of Appointment	05 September 2025
c.	Terms of Appointment	Appointed as Internal Auditor for conducting an Internal Audit for the Financial year 2025-26.
d.	Brief profile	SSAG & Associates, Chartered Accountants, (FRN: 016060N) is a firm established by Mr. Sachin Gupta with other founding members. The firm is engaged in various Audit processes under various laws and has in-depth knowledge of Internal Audit, Direct and Indirect Tax and Statutory Audit.
e.	Number of Shares held	Nil
f.	Disclosure of relationships between directors (in case of appointment of a director).	Not Applicable

Annexure-B

Details required as per Regulations 30 of the Listing Regulations and Circulars issued thereunder are as below:

Appointment of Mr. Shashank Kumar, Practicing Company Secretary, as the Secretarial Auditor of the Company for the Financial Year 2025-26

S. No.	Particulars	Details
a.	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment of Secretarial Auditor of the Company.
b.	Date of Appointment	5 th September 2025
c.	Terms of Appointment	Appointed as Secretarial Auditor for conducting Secretarial Audit for the Financial year 2025-26.
d.	Brief profile	Mr. Shashank Kumar is a Qualified Company Secretary and Practicing professional with more than 6 years of professional experience. His expertise lies in matters pertaining to Corporate Laws and Compliance related to SEBI Regulations.
e.	Number of Shares held	Nil
f.	Disclosure of relationships between directors (in case of appointment of a director).	Not Applicable

Date: 5th September 2025

To,
The Listing Department
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E), Mumbai 400051 (M.H.)

(NSE SYMBOL: DENEERS; ISIN: INE0JWV01011)

Dear Sir/Madam,

Subject: Reply to the letters dated 27th June, 2025 and 14th July, 2025 issued by the Stock Exchange

Ref: NSE/LIST-SOP/FINES/0709 and NSE/SOP/RBF/0769

Referring to the captioned subject, the Board in its meeting held today on 5th September 2025, placed the letters for discussion and, after due deliberations, has the following comments:

- i. Consolidated Reconciliation of profit and loss not submitted-Financials for the half year ended March 2025 is not submitted.
Our submission: We would like to submit that the company has submitted the revised consolidated financial results for the half-year and the financial year ended 31st March 2025, and the same was submitted to the Stock Exchange on 6th July 2025.
- ii. Machine Readable Form / Legible copy of Financial Results not submitted.
Our submission: We would like to submit that the company has submitted a machine-readable/legible copy of the Standalone and Consolidated half-year and financial year ended 31st March 2025 results to the Stock Exchange on 6th July 2025.
- iii. Financial results submitted is not as per the format prescribed by SEBI - Balancing note missing for Consolidated Financial Results.
Our submission: We would like to submit that the Balancing Note in Consolidated Financial Results has been included, and the same was submitted to the Stock Exchange on 6th July 2025.
- iv. That the fine of Rs. 206500 has been duly submitted to the Stock Exchange on 01.07.2025 and 17.07.2025 and intimated to the Stock Exchange vide its email dated 21.07.2025.

The company further submits that the company has incorporated a subsidiary in the FY 2024-2025, due to which, inadvertently, the consolidated half-year figures were left to be included. The company would be more careful going forward.

Kindly take the same on record and acknowledge the receipt.



Best Ever Tools

Thanking you,
Yours faithfully,

FOR DE NEERS TOOLS LIMITED

For DE NEERS TOOLS LTD.

Neeraj Aggarwal
Director

NEERAJ KUMAR AGGARWAL
MANAGING DIRECTOR
DIN: 08058134



Best Ever Tools

DE NEERS TOOLS LIMITED

H.O. & Factory : 468, F.I.E, Patparganj Industrial Area, Delhi - 110 092

Office : 3728, 1st Floor, Katra Dhoomimal, Churiwala Street,
Chawri Bazar, Delhi - 110 006

Branch Office : 3512, Hakim Baqa Street, Hauz Qazi, Chawri Bazar, Delhi - 110 006



Phone : +91-11-4206 2555, 4207 2555, 4208 2555

E-mail : sales@deneerstools.com

Website : www.deneerstools.com

CIN NO. : U29309DL2021PLC384229

GSTIN : 07AAICD6402G1ZV

NOTICE OF 04TH ANNUAL GENERAL MEETING (AGM)

Notice is hereby given that the Fourth (4th) Annual General Meeting (AGM) of the members of the "De Neers Tools Limited" will be held on **Monday, 29th September 2025 at 10:00 A.M. (IST)** through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. (a) To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.
(b) To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 and the Report of the Auditors thereon.
2. To appoint a director in place of Mr. Kanav Gupta (DIN: 06802701), who retires by rotation, and being eligible, offers himself for re-appointment.

For and on behalf of
De Neers Tools Limited
Sd/-
Neeraj Kumar Aggarwal
Chairperson & Managing Director
DIN: 08058134

Date: 05.09.2025

Place: Delhi

NOTES:

1. In view of General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, and Circular No. 02/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Circular No. SEBI/HO/CFD/CMD1/CIR/ P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/ CIR /P/2021/11 dated January 15, 2021, Circular SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, Circular SEBI/HO/ CFD/PoD-2/ P/CIR/2023/4 dated January 05, 2023, and Circular No. SEBI/HO/CFD/CFDPoD2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations/SEBI Listing Regulations"), the 4th Annual General Meeting ('4th AGM/ the AGM') of the Company is being conducted through VC/ OAVM Facility, which does not require the physical presence of members at a common venue.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended, and MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, M/s. Bigshare Services Pvt. Ltd. (Bigshare), the Company's Registrar and Transfer Agents (RTA) of the Company will provide the facility for voting through remote e-voting for participating in the AGM through VC/OAVM and e-voting during the AGM.
3. Pursuant to MCA Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, and Circular No. 02/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022, and General Circular No. 09/2023 dated September 25, 2023, as the AGM shall be conducted through VC/OAVM, the facility for appointment of proxy by the members to attend and cast vote for the members is not available for this AGM and hence the proxy form and attendance slip including Route map are not annexed to the Notice. However, in pursuance of Section 113 of the Companies Act, 2013, the Body Corporate member/institutional members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate and cast their votes through e-voting. Accordingly, Institutional / Corporate Members are requested to send a scanned copy (PDF/JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at compliance@deneerstools.com.

4. The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Regulation 36 (1)(b) and (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 prescribes that a listed entity shall send a hard copy of the statement containing salient features of all the documents, as prescribed in Section 136 of the Companies Act, 2013 to the shareholders who have not registered their email addresses and hard copies of full annual reports to those shareholders, who request for the same, respectively. However, in line with the MCA General circulars with the latest being No. 10/2022 dated December 28, 2022 and SEBI circulars with the latest being Circular No. SEBI/HO/CFD/CFD-PoD2/P/ CIR/2023/167 dated October 07, 2023, relating to the dispatch of hard copies of the Annual Report for the Financial Year 2024-25, the Notice of AGM is being sent in electronic mode to Members whose names appear on the Register of Members/ List of Beneficial owners as received from Bigshare Services Private Limited ("RTA") and whose email address is available with the RTA, the Company or the Depository Participant(s) as on Friday, August 29, 2025. Members may note that the Notice and Annual Report 2024-25 can also be accessed from the website of the Company at www.deneerstools.com and on the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and on the website of the Company's RTA i.e. Bigshare Services Pvt. Ltd. at www.ivote.bigshareonline.com.
6. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the AGM, if any and the relevant details of director seeking appointment and re-appointment as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as required under Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto.
7. Members holding the shares in physical form are requested to notify immediately any update/change of address and/or details of PAN and Bank account to the RTA, the Registrar and Share Transfer Agent of the Company. In case shares held in dematerialised form, the information regarding change/update of address, details of bank and PAN should be given to their respective Depository Participant.
8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
9. Shareholders can avail the facility of nomination in respect of shares held by them in physical form, pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules framed thereunder. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to the RTA. Members holding in

electronic form may contact their respective Depository Participants for availing of this facility.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of a Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.
11. The Board of Directors has appointed Ms. Ashita Kaul, of Ashita Kaul & Associates, Company Secretaries (CP No. 6529), as the Scrutinizer to scrutinise the e-voting process in a fair and transparent manner.
12. The Scrutiniser shall submit her report to the Chairman of the Meeting or any person authorised by him within 2 Working days of the conclusion of the AGM. The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company www.deneerstools.com and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorised by him on this behalf. The Company shall simultaneously forward the results to NSE, where the shares of the Company are listed.
13. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Tuesday, September 23, 2025 ("**Cut-off date**"), are entitled to avail of the facility of remote e-voting as well as the e-voting system as of the date of the AGM. Any recipient of the Notice, who has no voting rights as of the Cut-off date, shall treat this Notice as intimation only.
14. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Tuesday, September 23, 2025 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned below.
15. The remote e-voting period will commence at 9.00 a.m. on Thursday, September 25, 2025 and will end at 5.00 p.m. on Sunday, September 28, 2025. In addition, the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible for e-voting at the AGM. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
16. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, and all other documents referred to in the Annual Report, will be available. Members can inspect the same by sending an email to www.deneerstools.com.

17. Members who have not registered their e-mail addresses so far or who would like to update their e-mail addresses already registered are requested to register/update their e-mail addresses with Bigshare Services Private Limited at info@bigshareonline.com.
18. The Register of Members and Share Transfer Books of the Company will be closed from 24th September 2025, Wednesday to 29th September 2025, Monday (both days inclusive) for the purpose of AGM.
19. The Members holding shares in physical mode are requested to lodge/notify communication for change of address, transfer deeds, bank details, ECS details, wherever applicable, mandates (if any), with the RTA. Members holding shares in electronic form are requested to furnish details to their respective DP.
20. SEBI has mandated Members holding shares in physical form to submit PAN, KYC and Nomination details in specified forms. The specified forms are available at the website of the RTA at www.bigshareonline.com. Members may make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the website of Company's RTA.
21. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. SEBI vide its circular dated January 25, 2022, has mandated that the listed entities shall henceforth issue the securities in dematerialized form only while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, Members who still hold shares in physical form are advised to dematerialize their holdings. Members can contact the RTA for assistance in this regard.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on 9.00 a.m. on Thursday, September 25, 2025 and ends at 5.00 p.m. on Sunday, September 28, 2025. During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of 23rd September 2025, may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will



	be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat



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

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

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

Login type	Helpdesk details
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Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account** should enter **16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account** should enter **8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form** should enter **Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on **"VIEW EVENT DETAILS (CURRENT)"** under **'EVENTS'** option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option **"IN FAVOUR"**, **"NOT IN FAVOUR"** or **"ABSTAIN"** and click on **"SUBMIT VOTE"**. A confirmation box will be displayed. Click **"OK"** to confirm, else **"CANCEL"** to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can **"CHANGE PASSWORD"** or **"VIEW/UPDATE PROFILE"** under **"PROFILE"** option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on **"REGISTER"** under **"CUSTODIAN LOGIN"**, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, a message will be displayed with **"User id and password will be sent via email on your registered email id"**.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on **'LOGIN'** under **'CUSTODIAN LOGIN'** tab and further Click on **'Forgot your password?'**
- Enter **"User ID"** and **"Registered email ID"** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **'RESET'**.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

4. Procedure for joining the AGM/EGM through VC/ OAVM:



For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions (‘FAQs’) available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

**For and on behalf of
De Neers Tools Limited**

**Sd/-
Neeraj Kumar Aggarwal
Chairperson & Managing Director
DIN: 08058134**

Date: 05.09.2025

Place: Delhi

EXPLANATORY STATEMENT

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), given hereunder, sets out all material facts relating to the business mentioned in the accompanying Notice.

Item No. 2:

Pursuant to the provision of section 152 of the Companies Act 2013, Mr. Kanav Gupta (DIN: 06802701), being a Whole-time Director, is liable to retire by rotation at this meeting and, being eligible, has offered himself for re-appointment as Director of the Company. The Board of Directors recommends this resolution as set out in Item No. 02 of this notice for approval of the members by **Ordinary Resolution**.

Except Mr. Kanav Gupta, Mr. Neeraj Kumar Aggarwal and Mrs. Shilpy Aggarwal and/or relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING

(In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings)

Name of the Director	Mr. Kanav Gupta
DIN	06802701
Category of Director	Whole-time Director & CFO
Date of Birth & Age	22/03/1994
Date of Appointment on the Board	28/07/2021
Qualifications	Graduate
Expertise in Specific Functional Area	Mr. Kanav Gupta is having experience of 9 years in the industry of hand tools. Mr. Kanav is now managing Finance and all India sales, and is keen to make the company a global name.
Experience	He has completed his bachelor's in commerce from Delhi University. He further attended a course in strategic management from London School of Economics, UK. Mr. Kanav began widening his grass root industry view early in his career, specifically focusing on tools industry. Three years later De Neers Tools Limited was formed, envisioning a quality hand tools brand.
Shareholding in the company	13,38,600
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Son of the sister of the Managing Director Mr. Neeraj Kumar Aggarwal.
Board Membership of other listed Companies	NA
Chairmanships/Memberships of the Committees of other public limited companies	NA
Shareholding in the listed entity, including shareholding as a beneficial owner	NA



NSE/LIST-SOP/FINES/0709**June 27, 2025**

To,
The Company Secretary
De Neers Tools Limited
P.No. 468, Ground Floor,
Industrial Area, Patparganj,
Delhi - 110092

Dear Sir/Madam,

Subject: Notice for non-compliance with Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Your attention is drawn towards SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (hereinafter referred to as “Master Circular”), specifying Standard Operating Procedure for imposing fines and suspension of trading in case of non-compliance with the Listing Regulations. On verification of the Exchange records, it has been observed that your Company has not complied/delayed complied with Regulation 33 of Listing Regulation(s). The details of non-compliance(s)/delayed compliance(s), total fine payable by your Company and the particulars about manner in which fine should be remitted to the Exchange is enclosed as **Annexure**.

You are requested to inform the Promoters about identified non-compliance/delayed compliance and to ensure compliance with Regulation 33 of Listing regulation(s) and/or make the payment of fines within 15 days from the date of this notice, failing which the Exchange may initiate following actions as per Master Circular:

1. Initiate freezing of entire shareholding of the Promoters in the Company as well as in other securities held in the Demat account of the Promoters.
2. Trading in securities of your Company shall take place on a ‘Trade for Trade’ basis, in case of consecutive default with Regulation 33 of the Listing Regulations i.e., Shifting of trading in securities to Z Category as per Master Circular.

You may also file the waiver request. Below are the parameters for filing the application for waiver:

- a) Detailed submission indicating reasons for waiver, considering the extant Policy for Exemption of Fines, and shall indicate whether it intends to seek personal hearing before the concerned Committee.
- b) The Company may further note that ***compliance is a prerequisite for applying for waiver***. Thus, waiver application of the non-complied Companies will not be processed without achieving the compliance.
- c) In case the Company is non-complaint under multiple regulations, the Company is advised to file a single application mentioning the details of all the respective regulations and quarters for which the Company intends to apply for waiver, in order to avoid the duplication of the entries.

National Stock Exchange Of India Limited

- d) Processing fees for an amount of **Rs.10,000 plus 18% GST** to be paid to the **designated Exchange**, (as segregated between the Exchanges as per the policy for waiver of fines) only if the fine amount is more than Rs. 5,000.

However, before filing an application for waiver of fines, you are requested to refer to the below policies available on the Exchange's website. For ready reference you may refer below links:

- i. **Policy on exemption of fine:**
https://archives.nseindia.com/content/equities/Policy_for_exemption_SOP_Equity.pdf
- ii. **Policy on processing of waiver application:**
https://nsearchives.nseindia.com/web/sites/default/files/inline-files/Policy_on_processing_of_waiver_application_segregation_of_commonly_listed_entities.pdf

The request for waiver of fine can be submitted to Exchange through NEAPS portal along with documentary evidence on the below link (Please note that waiver applications sent via mail will not be considered):

NEAPS>>Compliance>>Fine Waiver>>Waiver Request

Further, as per Master Circular, your Company is also required to ensure that the said non-compliance which has been identified by the Exchange and subsequent action taken by the Exchange in this regard shall be placed before the Board in the next Board Meeting and comments made by the Board shall be duly informed to the Exchange at the below mentioned path in NEAPS portal along with this letter for dissemination having the announcement text as 'Board comments on fine levied by the Exchange'.

Path: NEAPS > COMPLIANCE > Announcements > Announcements/ CA (Subject: Updates)

In case of any clarification, you may contact any of the below mentioned Exchange Officers from Listing Compliance Department:

- Ms. Harshita Chaubal
- Ms. Madhu Kadam
- Ms. Suman Lahoti
- Ms. Chanchal Daga (Waiver request)
- Ms. Sweety Mamodia (Waiver request)
- Mr. Abhishek Sawant (Waiver request)

Yours faithfully

For National Stock Exchange of India Limited

Rachna Jha
Manager

This Document is Digitally Signed



Signer: RACHNA JHA
Date: Fri, Jun 27, 2025 19:17:53 IST
Location: NSE

Annexure

Regulation	Quarter/ Half year ended#	Fine amount per day (Rs.)	Days of non- compliance(s)	Fine amount (Rs.)
33	31-Mar-2025	5000	26	130000
Total Fine				130000
GST (@18%)				23400
Total				153400*

* In case the Company is non-compliant as on the date of this letter then fine amount will keep on increasing every day till the date compliance is achieved.

As per regulation 33(5), any reference to “quarterly/quarter” in case of listed entity which has listed their specified securities on SME Exchange shall be respectively read as “half yearly/half year”

Notes:

- **If the fine amount is paid before receipt of this letter, then inform the Exchange accordingly.**
- Please update the payment details on below mentioned path:
NEAPS > Payment > SOP Fine Payment.
- The above payment may be made vide RTGS / NEFT / Net Banking favouring ‘National Stock Exchange of India Limited’. The bank details towards the payment of fine are as follows:

BENEFICIARY NAME	NATIONAL STOCK EXCHANGE OF INDIA LIMITED
BANK NAME	IDBI BANK LTD
A/C NO	Please refer Unique Account Code used for making Annual Listing fees to the Exchange
BRANCH	BANDRA KURLA COMPLEX, MUMBAI
RTGS/IFSC CODE	IBKL0001000

- The fine paid as above will be credited to IPFT as envisaged in the circular.

This Document is Digitally Signed


Signer: RACHNA JHA
Date: Fri, Jun 27, 2025 19:17:53 IST
Location: NSE

NSE/SOP/RBF/0769**July 14, 2025****The Promoter(s)****De Neers Tools Limited**

P.No. 468, Ground Floor, Industrial Area,
Patparganj, Delhi - 110092

Dear Sir/Madam,

Subject: Reminder before freezing of Promoters Holdings for non-compliance with Regulation 33 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("Listing Regulations")

Your attention is drawn towards SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (hereinafter referred as 'Master Circular'), specifying Standard Operating Procedure for imposing fines and suspension of trading in case the non-compliance with Listing Regulations is continuing and/or repetitive. It is hereby informed that your Company has not made the required submission as per Regulation 33 of Listing Regulations to the Exchange and/or not paid the fine amount levied for observed non-compliance till date.

In view of the identified non-compliance/delayed compliance, the total fine payable by your Company and the particulars about manner in which fine should be remitted to the Exchange is enclosed as **Annexure**.

As per aforesaid Master circular, if the non-compliant listed entity fails to ensure compliance with respective regulations and/or make the payment of fines within 15 days from the date of exchange notice, then the Exchange is duty bound to freeze the entire shareholding of the promoters in the Company as well as in other securities held in the demat account of the promoter till further notice.

Your Company has failed to ensure compliance and/or make the payment of fines. In view of the same, this is the final reminder to ensure compliance with identified regulation and/or payment of fines **within 10 days** from the date of this letter, failing of which the Exchange will initiate freezing of promoter holdings as per above mentioned Master circular.

Further, as per Master Circular, your Company is also required to ensure that the said non-compliance which has been identified by the Exchange and subsequent action taken by the Exchange in this regard shall be placed before the Board in the next Board Meeting and comments made by the Board shall be duly informed to the Exchange at the below mentioned path in NEAPS portal along with this letter for dissemination having the announcement text as 'Board comments on fine levied by the Exchange'.

Path: NEAPS > COMPLIANCE > Announcements > Announcements/ CA (Subject: Updates)

Yours faithfully

For National Stock Exchange of India Limited**Rachna Jha**
Manager

This Document is Digitally Signed



Signer: RACHNA JHA
Date: Mon, Jul 14, 2025 21:20:11 IST
Location: NSE

National Stock Exchange Of India Limited

Continuation

CC:

Sr. No.	Name of Promoter(s)
1.	Kanav Gupta
2.	Shilpy Aggarwal
3.	Neeraj Kumar Aggarwal

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Annexure

Regulation	Quarter ended/ Half Year ended	Fine amount per day (Rs.)	Days of Non- compliance(s)	Fine amount (Rs.)
33	31-Mar-2025	5,000	35	175000
Total fine				175000
GST@18%				31500
Total Fine payable (Inclusive of 18% GST)				206500*

* In case the Company is non-compliant as on the date of this letter then the fine amount shall continue every day till the date compliance is achieved.

Notes:

- **If the fine amount is paid before receipt of this letter, then inform the Exchange accordingly.**
- Please update the payment details on below mentioned path:
NEAPS > Payment > SOP Fine Payment.
- The above payment may be made vide RTGS / NEFT / Net Banking favouring 'National Stock Exchange of India Limited'. The bank details towards the payment of fine are as follows:

BENEFICIARY NAME	NATIONAL STOCK EXCHANGE OF INDIA LIMITED
BANK NAME	IDBI BANK LTD
A/C NO	Please refer Unique Account Code used for making Annual Listing fees to the Exchange
BRANCH	BANDRA KURLA COMPLEX, MUMBAI
RTGS/IFSC CODE	IBKL0001000

- The fine paid by the Company will be credited to IPFT as envisaged in the circular.
- In case of any clarification, you may contact to either of the below named Exchange Officers in Regulatory Operations Department:

- Ms. Madhu Kadam
- Ms. Suman Lahoti

This Document is Digitally Signed



Signer: RACHNA JHA
Date: Mon, Jul 14, 2025 21:20:11 IST
Location: NSE