DE NEERS®
Best Ever Tools

Date: 5th September 2026

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 Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Schedule III, we wish to inform you that the Board Meeting held today, i.e., Saturday, 5th September 2026, at 5:30 PM has inter alia considered and approved the following: -

1. Approval of Notice of the 5th 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 the proposed resolution(s) and explanatory statement(s), and fixing the day, date, time and venue of the Annual General Meeting which is Tuesday, 29th September 2026 at 11:00 A.M. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM").
   The link to access the notice of AGM is https://drive.google.com/file/d/1EAekGic3gTEHAboFkGEWauWdf25G_nYE/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 5th 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 2026.
   The Annual Report and Notice of AGM is available at https://drive.google.com/file/d/19z31Xs2_555RWdEx6LCFjt5X3JXHzG29/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 2026, Thursday to 29th September 2026, Tuesday (both days inclusive).

5. The remote e-voting will commence at 9.00 a.m. on Friday, September 25, 2026 and will end at 5.00 p.m. on Monday, September 28, 2026.

DE NEERS®
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, Churiwalan 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 : 07AACD6402G1ZV

6. Re-appointment of Mr. Neeraj Kumar Aggarwal as Managing Director of the Company for a further period of 5 (five) years, and revision in his remuneration, subject to the approval of the Members at the ensuing AGM (refer **Annexure-A**).

7. Re-appointment of Mrs. Shilpy Aggarwal as a Director and as Whole-time Director of the Company for a further period of 5 (five) years, and revision in her remuneration, subject to the approval of the Members at the ensuing AGM (refer **Annexure-A**).

8. Revision in the remuneration of Ms. Riya Aggarwal, Whole-time Director of the Company, subject to the approval of the Members at the ensuing AGM.

9. Appointment of M/s. SSAG & Associates, Chartered Accountants (FRN: 016060N), as the Internal Auditors of the Company for the financial year 2026-27 (refer **Annexure-B**).

10. Appointment of Mr. Shashank Kumar, Practicing Company Secretary, as the Secretarial Auditor of the Company for the Financial Year 2026-27 (refer **Annexure-B**).

11. To consider and approve the alteration of the object clause of the memorandum of association of the company.

12. Approval for variation of terms and redemption of 10,00,000 0.01% non-convertible redeemable cumulative preference shares (Unlisted Preference Shares).

13. Approval for granting loan(s), giving guarantee(s)/providing security(ies) and/or making investment(s), pursuant to Sections 185 and 186 of the Companies Act, 2013, in DNSJV Private Limited, a subsidiary/joint venture company of the Company.

14. Approval of related party transaction(s) with DNSJV Private Limited, pursuant to Section 188 of the Companies Act, 2013, read with Regulation 23 of the Listing Regulations, for sale/purchase of goods or materials, job-work/sub-contracting arrangements and related services.

Kindly take the same on record and acknowledge receipt.

Thanking you,

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 Regulation 30 of the Listing Regulations and Circulars issued thereunder are as below:

S. No.	Particulars	Re-appointment of Mr. Neeraj Kumar Aggarwal as Managing Director of the Company	Re-appointment of Mrs. Shilpy Aggarwal as the Whole-time Director of the Company
a.	Reason for change viz. appointment, resignation, removal, death or otherwise	Re-appointment of Mr. Neeraj Kumar Aggarwal (DIN: 08058134) as Managing Director of the Company, and revision in his remuneration, subject to the approval of the Members at the ensuing Annual General Meeting.	Re-appointment of Mrs. Shilpy Aggarwal (DIN: 08058135) as a Director of the Company, liable to retire by rotation, and as Whole-time Director of the Company, and revision in her remuneration, subject to the approval of the Members at the ensuing Annual General Meeting.
b.	Date of Appointment	Re-appointed for a further period of 5 (five) years with effect from 28th July 2026 up to 27th July 2031.	As Director: liable to retire by rotation at the 5th AGM and, being eligible, offers herself for re-appointment. As Whole-time Director: re-appointed for a further period of 5 (five) years with effect from 28th July 2026 up to 27th July 2031.
c.	Terms of Appointment	Managing Director & Chairperson; remuneration up to a maximum of Rs. 1,00,00,000/- per annum (50% Basic pay, 25% HRA and 25% Conveyance, at the ceiling), with effect from 1st April 2026, plus contribution to Provident Fund and Gratuity, encashment of leave, reimbursement of expenses actually and necessarily incurred in the performance of official duties, and use of Company car and telephone/communication facilities for official purposes, as per the Rules of the Company; Nil Commission/Stock options; in the event of loss or inadequacy of profits in any financial year, the above remuneration shall be paid as	Whole-time Director; remuneration up to a maximum of Rs. 1,00,00,000/- per annum (50% Basic pay, 25% HRA and 25% Conveyance, at the ceiling), with effect from 1st April 2026, plus contribution to Provident Fund and Gratuity, encashment of leave, reimbursement of expenses actually and necessarily incurred in the performance of official duties, and use of Company car and telephone/communication facilities for official purposes, as per the Rules of the Company; Nil Commission/Stock options; in the event of loss or inadequacy of profits in any financial year, the above remuneration shall be paid as minimum remuneration, subject to the applicable provisions of Schedule V of the Companies Act,

		minimum remuneration, subject to the applicable provisions of Schedule V of the Companies Act, 2013, all as more particularly set out in the Explanatory Statement annexed to the Notice of the 5th Annual General Meeting.	2013, all as more particularly set out in the Explanatory Statement annexed to the Notice of the 5th Annual General Meeting.
d.	Brief profile	Mr. Neeraj Kumar Aggarwal (DIN: 08058134), aged 47 years, is a Graduate holding a Bachelor's Degree from Delhi University, and has more than 15 years of experience in the business. He was originally appointed to the Board on 28th July 2021 and presently serves as Managing Director & Chairperson of the Company. He does not hold directorship in any other listed entity, nor any membership/chairmanship of committees of other public companies.	Mrs. Shilpy Aggarwal (DIN: 08058135), aged 50 years (DOB: 30th August 1976), is a Graduate with expertise in the Marketing and Human Resources domain. She was originally appointed to the Board on 26th July 2021 and presently serves as Whole-time Director of the Company. She does not hold directorship in any other listed entity, nor any membership/chairmanship of committees of other public companies.
e.	Number of Shares held	22,00,700 Equity Shares (22.88%) (3,00,000 convertible warrants are pending conversion; assuming full conversion, the revised shareholding would be 25,00,700 Equity Shares).	13,29,900 Equity Shares (13.83%) (6,10,000 convertible warrants are pending conversion; assuming full conversion, the revised shareholding would be 19,39,900 Equity Shares).
f.	Disclosure of relationships between directors (in case of appointment of a director).	Husband of Mrs. Shilpy Aggarwal, Whole-time Director, and father of Ms. Riya Aggarwal, Whole-time Director, of the Company.	Wife of Mr. Neeraj Kumar Aggarwal, Managing Director, and mother of Ms. Riya Aggarwal, Whole-time Director, of the Company.

DE NEERS TOOLS LIMITED
H.O. & Factory : 468, F.I.E, Patparganj Industrial Area, Delhi - 110 092
Office : 3728, 1st Floor, Katra Dhoomimal, Churiwalan 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

Annexure-B

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

S. No.	Particulars	Appointment of M/s. SSAG & Associates, Chartered Accountants (FRN: 016060N), as the Internal Auditors of the Company for the financial year 2026-27	Appointment of Mr. Shashank Kumar, Practicing Company Secretary, as the Secretarial Auditor of the Company for the Financial Year 2026-27
a.	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment of the Internal Auditor of the Company.	Appointment of Secretarial Auditor of the Company.
b.	Date of Appointment	5th September 2026	5th September 2026
c.	Terms of Appointment	Appointed as Internal Auditor for conducting an Internal Audit for the Financial Year 2026-27.	Appointed as Secretarial Auditor for conducting Secretarial Audit for the Financial Year 2026-27.
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.	Mr. Shashank Kumar is a Qualified Company Secretary and Practicing professional with more than 8 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	Nil
f.	Disclosure of relationships between directors (in case of appointment of a director).	Not Applicable	Not Applicable

DE NEERS®
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, Churiwalan 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 05TH ANNUAL GENERAL MEETING (AGM)

Notice is hereby given that the Fifth (5th) Annual General Meeting (AGM) of the members of the "De Neers Tools Limited" will be held on **Tuesday, 29th September 2026 at 11:00 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, 2026, 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, 2026, TOGETHER WITH THE REPORT OF THE AUDITORS THEREON. (ORDINARY RESOLUTION)

"RESOLVED THAT the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon, as circulated to the Members and laid before this meeting, be and are hereby received, considered and adopted."

2. TO APPOINT A DIRECTOR IN PLACE OF MRS. SHILPY AGGARWAL (DIN: 08058135), WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT. (ORDINARY RESOLUTION)

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mrs. Shilpy Aggarwal (DIN: 08058135), who retires by rotation at this Annual General Meeting and, being eligible, has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. TO CONSIDER AND APPROVE THE ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such other approvals, permissions and sanctions as may be necessary, consent of the Members of the Company be and is hereby accorded to alter the Objects Clause of the Memorandum of Association of the Company by inserting the following new object as an additional object in Clause III(A) of the Memorandum of Association, immediately after the existing objects in clause 3, following clauses shall be inserted:

4. *To carry on the business as traders, wholesalers, retailers, buyers, sellers, stockists, distributors, dealers, commission agents, consignment agents, importers, exporters, franchisees, licensors, e-commerce sellers, procurement agents, manufacturers, processors, assemblers, fabricators, converters, repairers, reconditioners, recyclers, packers, brand owners, job workers and otherwise to deal in all kinds of hand tools, power tools, machine tools, industrial tools, engineering tools, precision tools, measuring tools, cutting tools, insulated tools, non-sparking tools, VDE tools, torque tools, pneumatic tools, hydraulic tools, electrical tools, cordless tools, automotive tools, garage tools, construction tools, agricultural tools, woodworking tools, mining tools, oil & gas tools, railway tools, workshop tools, tool kits, tool boxes, storage systems, machinery, machine tools, industrial machinery, plant, equipment, apparatus, appliances, instruments, spare parts, components, accessories, dies, moulds, jigs, fixtures, fasteners, hardware products, engineering goods, industrial hardware and allied products of every description.*

5. *To manufacture, process, fabricate, forge, cast, machine, assemble, finish, convert, alter, repair, refurbish, calibrate, test, brand, package, market, purchase, sell, import, export, distribute, lease, hire and otherwise deal in the aforesaid products and all parts, components, accessories, attachments and consumables connected therewith.*

6. *To carry on the business of trading, importing, exporting, buying, selling, stocking, processing, recycling and otherwise dealing in ferrous and non-ferrous metals, metal scrap, iron scrap, steel scrap, stainless steel scrap, alloy steel scrap, aluminium scrap, copper scrap, brass scrap, bronze scrap, plastic scrap and other recyclable materials; iron, mild steel, stainless steel, carbon steel, alloy steel, tool steel, high-speed steel, chrome vanadium steel, chrome molybdenum steel, aluminium, copper, brass, bronze and other metals and alloys in the form of ingots, billets, blooms, bars, rods, flats, rounds, squares, hexagons, angles, channels, beams, sheets, plates, strips, coils, pipes, tubes, wires, castings, forgings, extrusions and all other raw materials, semi-finished and finished products used in or capable of being used for the manufacture, fabrication, repair, maintenance or trading of tools, hardware, machinery, engineering goods and industrial products.*

7. *To manufacture, process, import, export, buy, sell, stock, distribute and otherwise deal in abrasives, grinding wheels, cutting wheels, flap discs, sanding discs, polishing materials, abrasive belts, emery products, wire brushes, diamond tools, carbide tools, drill bits, saw blades, cutting inserts, welding consumables, industrial consumables, lubricants, adhesives, sealants, safety products, personal*

protective equipment (PPE), workshop equipment, material handling equipment and all other goods, materials and accessories used in engineering, fabrication, construction, automotive, industrial, electrical and mechanical applications.

8. *To establish, own, operate, maintain or appoint branches, warehouses, depots, distribution centres, logistics facilities, showrooms, service centres, workshops, repair centres, testing laboratories, calibration facilities, manufacturing units and e-commerce platforms in India or abroad and to undertake all activities incidental or conducive to the attainment of the above objects.*

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to take all such steps and to do all such acts, deeds, matters and things and to execute all such documents, forms and writings, including filing of the requisite e-forms with the Registrar of Companies, as may be necessary, proper or expedient to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard."

4. APPROVAL FOR INCREASE IN REMUNERATION OF MS. RIYA AGGARWAL, WHOLE-TIME DIRECTOR.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for payment of remuneration to Ms. Riya Aggarwal (DIN: 09158220), Whole-time Director of the Company, by way of upward revision in her remuneration with effect from 1st April 2026, up to a maximum of Rs. 60,00,000/- (Rupees Sixty Lakhs only) per annum, on the terms and in the manner set out in the Statement annexed to this Notice pursuant to Section 102 of the Act, and as per discretion of the Board of Directors and in consultation with committees, on the terms and in the manner set out in the Statement annexed to this Notice pursuant to Section 102 of the Act, and with the liberty to the Board of Directors of the company to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Ms. Riya Aggarwal.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board", which term shall include the Nomination and Remuneration Committee) be and is hereby authorised to alter and vary the terms and conditions of the said remuneration, including any increment, from time to time, in such manner as may be agreed between the Board and Ms. Riya Aggarwal.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of Ms. Riya Aggarwal, the remuneration set out above shall be paid to her as minimum remuneration, subject to compliance with the applicable provisions of Schedule V of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

5. APPROVAL FOR RE-APPOINTMENT AS MANAGING DIRECTOR AND INCREASE IN REMUNERATION OF MR. NEERAJ KUMAR AGGARWAL.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Neeraj Kumar Aggarwal (DIN: 08058134) as the Managing Director of the Company, for a further period of 5 (five) years with effect from 28th July 2026 up to 27th July 2031, and for payment of remuneration to him of Rs. 3,00,000 per month and up to a maximum of Rs. 1,00,00,000/- (Rupees One Crore only) per annum, as per discretion of the Board of Directors and in consultation with committees, on the terms and in the manner set out in the Statement annexed to this Notice pursuant to Section 102 of the Act, and with the liberty to the Board of Directors of the company to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Neeraj Kumar Aggarwal.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board", which term shall include the Nomination and Remuneration Committee) be and is hereby authorised to alter and vary the terms and conditions of the said re-appointment and remuneration, including any increment, from time to time, in such manner as may be agreed between the Board and Mr. Neeraj Kumar Aggarwal.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Neeraj Kumar Aggarwal, the remuneration set out above shall be paid to him as minimum remuneration, subject to compliance with the applicable provisions of Schedule V of the Act.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to sign and submit the necessary applications and forms with the appropriate authorities and to do all such acts, deeds and things as may be necessary or desirable for and on behalf of the Company to give effect to the aforesaid resolution."

6. APPROVAL FOR RE-APPOINTMENT AS WHOLE-TIME DIRECTOR AND INCREASE IN REMUNERATION OF MS. SHILPY AGGARWAL.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such other approvals, permissions and sanctions as may be necessary, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for the re-appointment of Mrs. Shilpy Aggarwal (DIN: 08058135) as the Whole-time Director of the Company, for a further period of 5 (five) years with effect from 28th July 2026 up to 27th July 2031, and for payment of remuneration to her of Rs. 3,00,000 per month and up to a maximum of Rs. 1,00,00,000/- (Rupees One Crore only) per annum, as per discretion of the Board of Directors and in consultation with committees, on the terms and in the manner set out in the Statement annexed to this Notice pursuant to Section 102 of the Act, and with the liberty to the Board of Directors of the company to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mrs. Shilpy Aggarwal.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board", which term shall include the Nomination and Remuneration Committee) be and is hereby authorised to alter and vary the terms and conditions of the said re-appointment and remuneration, including any increment, from time to time, in such manner as may be agreed between the Board and Mrs. Shilpy Aggarwal.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of Mrs. Shilpy Aggarwal, the remuneration set out above shall be paid to her as minimum remuneration, subject to compliance with the applicable provisions of Schedule V of the Act.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorised to sign and submit the necessary applications and forms with the appropriate authorities and to do all such acts, deeds and things as may be necessary or desirable for and on behalf of the Company to give effect to the aforesaid resolution."

7. APPROVAL FOR VARIATION OF TERMS AND REDEMPTION OF 10,00,000 0.01% NON-CONVERTIBLE REDEEMABLE CUMULATIVE PREFERENCE SHARES

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

"RESOLVED THAT pursuant to the provisions of Sections 48, 55 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company, and subject to such other approvals as may be required in this connection, consent of the Members of the Company be and is hereby accorded to vary the rights, terms and conditions of the 10,00,000 0.01% Non-Convertible Redeemable Cumulative Preference Shares ("NCRCPS") of Rs. 100/- each, aggregating to Rs. 10,00,00,000/- (Rupees Ten Crores only), issued to M/s. M.K. Goenka Construction Private Limited, as under:

(a) Early Redemption: The Company shall have the option to redeem the Preference Shares, in whole or in part, at any time prior to their scheduled redemption date, at the option of the Company or of the holder(s) of the Preference Shares, as the terms of issue may permit.

(b) All other rights, terms and conditions attached to the aforesaid Preference Shares shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to execute and deliver, on behalf of the Company, all such deeds, documents, declarations and undertakings, including the signing and filing of the prescribed forms and returns with the Registrar of Companies and any other authority, and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

ITEM NO. 8: APPROVAL FOR GRANTING LOAN(S), GIVING GUARANTEE(S)/PROVIDING SECURITY(IES) AND MAKING INVESTMENT(S) IN SECURITIES UNDER SECTIONS 185 AND 186 OF THE COMPANIES ACT, 2013, IN DNSJV PRIVATE LIMITED

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

"RESOLVED THAT pursuant to the provisions of Section 185, Section 186 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and in accordance with the applicable provisions of the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary, and on the recommendation of Audit Committee, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee of the Board constituted or to be constituted to exercise its powers, including the powers conferred by this resolution) to, from time to time:

(a) grant loan(s), whether secured or unsecured and whether interest-bearing or otherwise;

(b) give guarantee(s) or provide security(ies), in connection with any loan or financial assistance or credit facility availed or to be availed; and

(c) make investment(s) by way of subscription to, purchase of, or otherwise acquiring, equity shares, compulsorily/optionally convertible debentures, convertible preference shares or other securities,

of/to DNSJV Private Limited ("DNSJV"), being a subsidiary/joint venture company of the Company in which the Company holds 51% (Fifty-One Percent) of the paid-up equity share capital, for an aggregate amount not exceeding Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) outstanding at any point of time (over and above any investment already approved by the Company in DNSJV), notwithstanding that the aggregate of the loans, guarantees, securities and investments so made or to be made to DNSJV, together with the investments, loans, guarantees or securities already subsisting, may exceed the limits prescribed under Section 186(2) of the Act.

RESOLVED FURTHER THAT such loan(s) may be granted at such rate of interest, and such guarantee(s)/security(ies) may be given upon such terms and conditions, as the Board may in its absolute discretion deem fit and in the interest of the Company, provided that where the loan carries interest, the rate thereof shall not be lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan, in terms of the proviso to Section 186(7) of the Act.

RESOLVED FURTHER THAT in case any Director of the Company is or becomes a director on the Board of DNSJV, or is otherwise interested in DNSJV within the meaning of Section 185(2) of the Act, the consent of the Members be and is hereby further accorded, pursuant to Section 185(2) of the Act, for the Company to grant such loan(s)/guarantee(s)/security(ies) to DNSJV, subject to: (i) the loan being utilised by DNSJV for its principal business activities; and (ii) compliance with such other conditions as may be prescribed under Section 185(2) of the Act and the rules made thereunder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient, including finalising the terms and conditions and execution of agreements/documents in connection therewith, without being required to seek any further consent or approval of the Members to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution to any Committee of the Board, any Director(s) or officer(s) of the Company or other authorised person(s), to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a Committee of the Board, any other director(s)/officer(s) of the Company or any other authorised persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

ITEM NO. 9: APPROVAL OF RELATED PARTY TRANSACTION(S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 WITH DNSJV PRIVATE LIMITED

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such other approvals, consents, permissions and sanctions as may be required, and on the approval by audit committee, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted or to be constituted by the Board to exercise its powers, including the powers conferred by this resolution) to enter into and/or continue contract(s)/arrangement(s)/transaction(s), whether by way of a fresh contract or renewal/continuation of an existing contract, with DNSJV Private Limited ("DNSJV"), a related party of the Company in terms of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI LODR Regulations, being a subsidiary/joint venture company in which the Company holds 51% (Fifty-One Percent) of the paid-up equity share capital, for sale, purchase or supply of any goods or materials (including raw materials, semi-finished and finished tools, bits, sockets and allied products), job-work/sub-contracting arrangements, and availing or rendering of related services, on such terms and conditions as may be mutually agreed between the Company and DNSJV from time to time, for an aggregate value not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crore Only) in any financial year.

RESOLVED FURTHER THAT the aforesaid transaction(s) shall be undertaken at an arm's length basis and in the ordinary course of business of the Company; and that where any such transaction(s) is/are not at arm's length price or not in the ordinary course of business, the same shall be undertaken only in accordance with the provisions of Section 188 of the Act and the rules made thereunder.

RESOLVED FURTHER THAT in terms of the second proviso to Section 188(1) of the Act read with Regulation 23(4) of the SEBI LODR Regulations, no member of the Company who is a related party, whether or not such member is party to the said contract(s)/arrangement(s), shall vote to approve this resolution, and the resolution shall be acted upon only if it is approved by the majority of the Members other than the related party/parties, as required under the applicable provisions of the Act and the SEBI LODR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise the terms and conditions of the aforesaid transaction(s), and to do all such acts, deeds, matters and things and execute all such documents as may be necessary, proper or expedient to give effect to this resolution, including delegating such authority to any Committee of the Board or Director(s)/officer(s) of the Company.

RESOLVED FURTHER THAT all actions taken by the Board or a Committee of the Board, any other director(s)/officer(s) of the Company or any other authorised persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

For and on behalf of the Board of Directors of
De Neers Tools Limited

Sd/-
Neeraj Kumar Aggarwal
Chairperson & Managing Director
DIN: 08058134
Date: 05.09.2026
Place: Delhi

DE NEERS TOOLS LIMITED
H.O. & Factory : 468, F.I.E, Patparganj Industrial Area, Delhi - 110 092
Office : 3728, 1st Floor, Katra Dhoomimal, Churiwalan 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

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 5th Annual General Meeting ('5th 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 2025-26, 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, September 4th, 2026. Members may note that the Notice and Annual Report 2025-26 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 Wednesday, September 23, 2026 ("**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. Wednesday, September 23, 2026 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 Friday, September 25, 2026 and will end at 5.00 p.m. on Monday, September 28, 2026. 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 2026 to 29th September 2026 (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 Friday, September 25, 2026 and ends at 5.00 p.m. on Monday, September 28, 2026. 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 2026, 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**
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.

<u>Investor vote File Upload:</u>

- 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.

<u>Helpdesk for queries regarding e-voting:</u>

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. <u>Procedure for joining the AGM/EGM through VC/ OAVM</u>:

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: 05.09.2026
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

Mrs. Shilpy Aggarwal (DIN: 08058135), Whole-time Director of the Company, is liable to retire by rotation at this AGM in terms of Section 152 of the Companies Act, 2013 and, being eligible, has offered herself for re-appointment as a Director of the Company. Her brief profile is provided in the Annexure to this Notice. The Board of Directors recommends the Ordinary Resolution set out at Item No. 2 for approval of the Members.

Except Mrs. Shilpy Aggarwal, Ms. Riya Aggarwal and Mr. Neeraj Kumar Aggarwal (and their respective relatives, to the extent of their shareholding and relationship inter se), no other Director, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 3

With a view to enabling the Company to expand and diversify the scope of its business activities in line with its future growth plans, the Board of Directors approved the proposal to alter the Objects Clause of the Memorandum of Association of the Company by inserting the additional object set out in the resolution at Item No. 3, subject to the approval of the Members.

Pursuant to Section 13 of the Companies Act, 2013, any alteration of the Objects Clause of the Memorandum of Association requires the approval of the Members by way of a Special Resolution, followed by filing of the alteration with the Registrar of Companies in the prescribed form. The Board recommends the Special Resolution set out at Item No. 3 for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

Item Nos. 4, 5 and 6

Upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 5th September 2026, approved (i) the re-appointment of Mr. Neeraj Kumar Aggarwal as Managing Director and of Mrs. Shilpy Aggarwal as Whole-time Director, each for a further period of 5 (five) years with effect from 28th July 2026, and (ii) the revision in remuneration payable to Mr. Neeraj Kumar Aggarwal, Managing Director and Mrs. Shilpy Aggarwal and Ms. Riya Aggarwal, Whole-time Directors of the Company, with effect from 1st April 2026, subject to the approval of the Members.

Mr. Neeraj Kumar Aggarwal, Managing Director

Particulars	Details
Name / DIN	Mr. Neeraj Kumar Aggarwal (DIN: 08058134)
Tenure	Re-appointment for 5 years w.e.f. 28.07.2026 to 27.07.2031
Maximum remuneration (per annum)	Up to Rs. 1,00,00,000 as per the discretion of the Board
Break-up (per month, at ceiling)	50% Basic pay, 25% HRA and 25% Conveyance
Other benefits (not forming part of the above ceiling, to the extent permissible)	Contribution to Provident Fund and Gratuity, and encashment of leave, as per the Rules of the Company; reimbursement of expenses actually and necessarily incurred in the performance of official duties; use of Company car and telephone/communication facilities for official purposes.
Commission/Stock options	Nil
Minimum remuneration	In the event of loss or inadequacy of profits in any financial year, the above remuneration shall be paid as minimum remuneration, subject to the applicable provisions of Schedule V of the Act.

Mrs. Shilpy Aggarwal, Whole-time Director

Particulars	Details
Name / DIN	Mrs. Shilpy Aggarwal (DIN: 08058135)
Tenure	Re-appointment for 5 years w.e.f. 28.07.2026 to 27.07.2031
Maximum remuneration (per annum)	Up to Rs. 1,00,00,000 as per the discretion of the Board
Break-up (per month)	50% Basic pay, 25% HRA and 25% Conveyance
Other benefits	Contribution to Provident Fund and Gratuity, and encashment of leave, as per the Rules of the Company; reimbursement of expenses actually and necessarily incurred in the performance of official duties; use of Company car and

	telephone/communication facilities for official purposes.
Commission/Stock options	Nil
Minimum remuneration	In the event of loss or inadequacy of profits in any financial year, the above remuneration shall be paid as minimum remuneration, subject to the applicable provisions of Schedule V of the Act.

Ms. Riya Aggarwal, Whole-time Director

Particulars	Details
Name / DIN	Ms. Riya Aggarwal (DIN: 09158220)
Tenure	Continuing in the present tenure; remuneration revision w.e.f. 1st April 2026
Maximum remuneration (per annum)	Up to Rs. 60,00,000 as per the discretion of the Board
Break-up (per month)	50% Basic pay, 25% HRA and 25% Conveyance
Other benefits	Contribution to Provident Fund and Gratuity, and encashment of leave, as per the Rules of the Company; reimbursement of expenses actually and necessarily incurred in the performance of official duties; use of Company car and telephone/communication facilities for official purposes.
Commission/Stock options	Nil
Minimum remuneration	In the event of loss or inadequacy of profits in any financial year, the above remuneration shall be paid as minimum remuneration, subject to the applicable provisions of Schedule V of the Act.

The Company has adequate profits and is not in default in payment of dues to any bank, financial institution or non-convertible debenture holders, and hence the special resolution is proposed under the proviso to Section 197, 198 read with Schedule V of the Act and the SEBI Listing Regulations.

The Board recommends the Special Resolutions set out at Item Nos. 4, 5 and 6 for approval of the Members.

Mr. Neeraj Kumar Aggarwal, Mrs. Shilpy Aggarwal and Ms. Riya Aggarwal, being the appointees/recipients of remuneration under these resolutions and being related to each other, are concerned or interested in the resolutions relating to their own remuneration and may be regarded as interested to the extent of the resolutions concerning the remuneration of the others. Save as aforesaid and to the extent of their shareholding, if any, no other Director, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

Item No. 7

The Company had issued and allotted 10,00,000 0.01% Non-Convertible Redeemable Cumulative Preference Shares ("NCRCPS") of Rs. 100/- each, aggregating to Rs. 10,00,00,000/-, to M/s. M.K. Goenka Construction Private Limited.

As per Section 55 of the Companies Act, 2013 read with Rule 9(6) of the Companies (Share Capital and Debentures) Rules, 2014, a company may redeem its preference shares only on the terms on which they were issued, or as varied after due approval of preference shareholders under Section 48 of the Act, and the preference shares may be redeemed (a) at a fixed time or on the happening of a particular event, (b) at any time at the Company's option, or (c) at any time at the shareholder's option.

Preference share capital is treated as a quasi-debt instrument under the applicable Accounting Standards, resulting in a dual impact on the Company's profitability and net worth: the Company is required to recognise a finance cost on the Preference Shares, and on actual payment of dividend. Considering this, the Board of Directors, at its meeting held on 5th September 2026, approved the variation in the terms of issue of the Preference Shares as stated in the resolution at Item No. 7, subject to the approval of Members by way of a Special Resolution.

The Board recommends the Special Resolution set out at Item No. 7 for approval of the Members, in the best interest of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice, except M/s. M.K. Goenka Construction Private Limited, to the extent of its holding of the Preference Shares, and except to the extent of shareholding of any Director/KMP or their relatives in the Company.

ITEM NO. 8

DNSJV Private Limited ("DNSJV") is being established as a subsidiary/joint venture company of the Company for setting up a new manufacturing facility for tools, bits, sockets and allied products, in which the Company holds 51% (Fifty-One Per cent) of the paid-up equity share capital. As per the disclosure in the Notice of Extraordinary General Meeting which was held on 2nd September 2026, the Company has earmarked Rs. 600.00 lakhs out of the proceeds of the present preferential issue towards investment in DNSJV for capital expenditure on its new manufacturing facility.

In addition to the aforesaid investment, DNSJV may, from time to time, require further financial support by way of loan(s), corporate guarantee(s)/security(ies), and/or investment in its securities, for meeting its capital expenditure, working capital and other business requirements. Section 186(2) of the Act restricts a company from giving loans, guarantees/securities or making investments exceeding 60% of its paid-up share capital, free reserves and securities premium account, or 100% of its free reserves and securities premium account, whichever is higher, without the prior approval of Members by way of a Special Resolution. Separately, Section 185(2) of the Act permits a company to give loan(s)/guarantee(s)/security(ies) to a person in whom a director is interested (which includes a body corporate whose board includes a director of the lending company), subject to a special resolution being passed in general meeting and the loan being utilised by the borrowing entity for its principal business activity.

Accordingly, in order to enable the Company to extend need-based financial support to DNSJV from time to time, without seeking Members' approval on each occasion, it is proposed to seek the approval of the Members, by way of a Special Resolution, for granting loan(s), giving guarantee(s)/providing security(ies) and/or making investment(s) in the securities of DNSJV, up to an aggregate amount of Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) outstanding at any point of time.

Disclosures pursuant to Section 186(4) of the Act and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:

(i) Name of the entity: DNSJV Private Limited.

(ii) Relationship with the Company: Subsidiary/joint venture company (51% shareholding held by the Company).

(iii) Purpose of the loan/guarantee/security/investment: Funding capital expenditure on the new manufacturing facility, working capital and general corporate purposes of DNSJV.

(iv) Aggregate amount: Not exceeding Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) outstanding at any point of time, inclusive of loans, guarantees, securities and investments made under this resolution.

(v) Terms: As may be mutually agreed between the Company and DNSJV from time to time, subject to Section 185 and 186 of the Act, where applicable.

Except Mr. Neeraj Kumar Aggarwal, Managing Director, who is a director on the Board of DNSJV Private Limited (including relatives Ms. Riya Aggarwal and Mrs. Shilpy Aggarwal), none of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of this Notice, except to the extent of their shareholding, if any, in the Company.

The Board recommends the Special Resolution set out at Item No. 8 of this Notice for approval of the Members.

ITEM NO. 9

As stated in Item No. 8 above, DNSJV is a subsidiary/joint venture company of the Company holding 51% of the paid-up equity share capital of DNSJV, and is accordingly a “related party” of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI LODR Regulations. DNSJV is being set up to manufacture tools, bits, sockets and allied products, which are also dealt in by the Company. In the ordinary course of business, the Company proposes to enter into transaction(s)/arrangement(s) with DNSJV for sale and/or purchase of raw materials, semi-finished and finished goods, job-work/sub-contracting arrangements, and related services, on a continuing basis.

Since DNSJV is not a wholly-owned subsidiary of the Company, the exemption available under the first proviso to Section 188(1) of the Act (in respect of transactions between a holding company and its wholly-owned subsidiary whose accounts are consolidated with the holding company and placed before the shareholders at the general meeting for approval) is not available in the present case. The proposed transactions with DNSJV accordingly require the prior approval of the Members by way of an Ordinary Resolution under Section 188(1) of the Act. Further, since the said transactions may, individually or in the aggregate, exceed the materiality threshold prescribed under Regulation 23 of the SEBI LODR Regulations, the approval of the Members is also being sought under the said Regulation.

Disclosures pursuant to Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI LODR Regulations:

(i) Name of the related party: DNSJV Private Limited.

(ii) Name of Director/KMP who is related, if any: Mr. Neeraj Kumar Aggarwal, Mrs. Shilpy Aggarwal and Ms. Riya Aggarwal.

(iii) Nature of relationship: Subsidiary/joint venture company (51% shareholding held and/or proposed to be held by the Company).

(iv) Nature, duration and particulars of the contract/arrangement: Sale and purchase of goods/materials, job-work and related services, on a continuing basis, for a period of five year(s) from the date of this resolution or until renewed/modified by the Board.

(v) Material terms, including value: Aggregate value not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crore Only) in any financial year.

(vi) Advance, if any, paid or received for the contract/arrangement: Nil.

(vii) Manner of determining the pricing and other commercial terms: At arm's length basis, with reference to prevailing market prices/costs, and in the ordinary course of business of the Company.

(viii) Whether all factors relevant to the contract have been considered: Yes.

(ix) Any other information relevant or important for the Members to take a decision on the proposed resolution: None.

Except Mr. Neeraj Kumar Aggarwal, Managing Director, who is a director on the Board of DNSJV Private Limited (including relatives Ms. Riya Aggarwal and Mrs. Shilpy Aggarwal), save as aforesaid, none of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of this Notice, except to the extent of their shareholding, if any, in the Company.

In terms of Section 188 of the Act and Regulation 23(4) of the SEBI LODR Regulations, all related parties, whether or not they are party to the above contract(s)/arrangement(s), shall abstain from voting on the resolution set out at Item No. 9 of this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 9 of this Notice for approval of the Members.

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

(Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings)

Mrs. Shilpy Aggarwal (Item No. 6)

Name of the Director	Mrs. Shilpy Aggarwal
DIN	08058135
Category of Director	Whole-time Director
Date of Birth & Age	August 30, 1976
Date of Appointment on the Board	26/07/2021
Qualifications	Graduate
Expertise in specific functional area	Marketing and Human Resources domain.
Terms and conditions of re-appointment	As set out in the resolution and Explanatory Statement at Item No. 6
Remuneration last drawn	Refer to Note 34 (Related Party Transactions) to the Financial Statements for FY 2025-26
Remuneration proposed	As set out in the Explanatory Statement at Item No. 6
Shareholding in the Company	13,29,900 Equity Shares (13.83%) (610000 convertible warrants are still pending for conversion. Assuming full conversion, the revised shareholding will be 19,39,900)
Relationship with other Directors/KMP	Wife of Mr. Neeraj Kumar Aggarwal, Managing Director and Mother of Ms. Riya Aggarwal. Whole-time Director
Directorship in other listed entities	Nil
Membership/Chairmanship of Committees of other public companies	Nil

Mr. Neeraj Kumar Aggarwal (Item No. 5)

Name of the Director	Mr. Neeraj Kumar Aggarwal
DIN	08058134
Category of Director	Managing Director & Chairperson
Age	47 years
Date of Appointment on the Board	28/07/2021
Qualifications	Graduate and Bachelor Degree hold from Delhi University
Expertise in specific functional area	Having more than 15 years of experience in the business
Terms and conditions of re-appointment	Re-appointment for a further period of 5 years w.e.f. 28.07.2026, as set out in the resolution and Explanatory Statement at Item No. 5
Remuneration last drawn	Refer Note 34 (Related Party Transactions) to the Financial Statements for FY 2025-26
Remuneration proposed	As set out in the Explanatory Statement at Item No. 5
Shareholding in the Company	22,00,700 Equity Shares (22.88%) (300000 convertible warrants are still pending for conversion. Assuming full conversion, the revised shareholding will be 25,00,700 Shares)
Relationship with other Directors/KMP	Husband of Mrs. Shilpy Aggarwal, Whole-time Director and Father of Ms. Riya Aggarwal, Whole-time Director
Directorship in other listed entities	Nil
Membership/Chairmanship of Committees of other public companies	Nil

DE NEERS®

Revolution in Hand Tools

Stronger Tools
Stronger Partnerships
Stronger Tomorrow

ANNUAL REPORT 2025-26

QUALITY
YOU CAN TRUST

PARTNERSHIPS
THAT GROW

INNOVATION
THAT DRIVES

VALUE
THAT LASTS

www.deneerstools.com

TABLE OF CONTENT

CORPORATE INFORMATION

BOARD OF DIRECTORS:

NAME	DIN
Mr. Neeraj Kumar Aggarwal (Chairperson and Managing Director)	08058134
Ms. Shilpy Aggarwal (Whole-Time Director)	08058135
Ms. Riya Aggarwal (Whole-Time Director)	09158220
Ms. Arti Arora (Independent Non- Executive Director)	09573758
Mr. Dhikash (Independent Non- Executive Director)	07678926
Ms. Savita Mahajan (Independent Non- Executive Director)	11383535

KEY MANAGERIAL PERSONNEL:

NAME

Mr. Santosh Kumar Mishra (Chief Financial Officer)
Ms. Bhagyashree Periwal (Compliance Officer and Company Secretary)

REGISTERED OFFICE:
P. No. 468, Ground Floor, Industrial Area, Patparganj, Delhi – 110 092

STATUTORY AUDITOR:
M/s Gautam Sehgal & Co., Chartered Accountants
Office - 399, 1st Floor, Chandni Chowk, (Outside Katra Naya), Delhi – 110006

REGISTRAR AND TRANSFER AGENT:
Bigshare Services Private Limited
Office at S6-2, 6th Pinnacle Business Park, Mahakali Caves Road,
Next to Ahura Centre, Andheri East, Maharashtra – 400093, Maharashtra, India

BANKERS:
HDFC Bank Limited

VISION 2030 :

Forging Our Path to Excellence

As we look ahead, our strategic initiatives are designed to achieve the following objectives :

ROE 25%+

Revenue Growth

25% CAGR YoY

Global Penetration

15% revenue share from Exports

Profitability Growth

25% CAGR YoY

Value Added Products

10%+ revenue share from value added products

OEM Alliance

Become approved vendor for major automotive giants in India

Working capital optimization

Reducing working capital cycle to 90 days

Message from our
MANAGING DIRECTOR

Dear esteemed shareholders and valued stakeholders,

It is with immense pride and gratitude that I present to you our FY26 Annual Report—a testament to our remarkable transformation journey and commitment to excellence. As I reflect on this extraordinary year, I am deeply humbled by the trust you have placed in our leadership and inspired by the achievements our entire De Neers family has accomplished together.

A Year of Strategic Transformation

FY26 stands as another year of steady progress for De Neers, marked by continuing margin expansion and the first full year of our Middle East and OEM initiatives contributing meaningfully to results. Our standalone revenue grew 9.2% year-over-year to ₹158.26 crores, while our consolidated revenue — now reflecting a full year of DENEERS TOOLS TRADING LLC, Dubai — grew a stronger 23.0% to ₹178.03 crores.

What continues to excite me most is the quality of this growth: standalone EBITDA expanded 21.5% to ₹33.86 crores and PAT grew 16.7% to ₹20.57 crores, while on a consolidated basis PAT grew 60.0% to ₹25.24 crores. Our standalone EBITDA margin improved a further 216 basis points to 21.28%, and our PAT margin improved 83 basis points to 13.00% — validating that our growth continues to be profitable, disciplined growth rather than growth at any cost.

EV Segment Revolution: As India accelerates toward its electric vehicle future, we have positioned ourselves at the forefront of this transformative opportunity. We are strategizing to penetrate into manufacturing of specialized insulated tools for EV applications which represents not just market expansion, but our vision to become India's first indigenous manufacturer of VDE-certified insulated tools. This initiative exemplifies our commitment to innovation, import substitution and aligning with India's **"Make in India"** vision.

Global Market Expansion:

The establishment of **DENEERS TOOLS TRADING LLC** in Dubai marks our evolution into a global player. Our comprehensive infrastructure investment—including experience centre and warehouse—positions us as the first Indian hand tool brand to establish dedicated localized infrastructure in the Middle East. This strategic milestone opens unprecedented opportunities across the MENA region while establishing Dubai as our gateway to global markets.

Strengthening Our Competitive Moats

Our success is anchored in three decades of relationship-building and operational excellence. Our **350+ dealer network** spanning across India's diverse landscape represents not just distribution channels, but trusted partnerships built on mutual prosperity and shared vision. These multi-generational relationships, some spanning over 30 years, provide us with unparalleled market reach.

Simultaneously, our blue-chip industrial OEM partnerships demonstrate our capability to serve the most demanding quality standards while our emerging direct-to-consumer initiatives position us to capture evolving market preferences and digital-first opportunities.

On a macro level, what excites me most is India's potential to capture $25 billion in combined hand and power tool exports over the next decade, as envisioned by NITI Aayog. This represents a transformational opportunity where De Neers, with its strategic distribution excellence and market positioning, can serve as a vital enabler in India's journey toward becoming a global manufacturing hub by facilitating market access for Indian manufacturers and strengthening supply chain ecosystems.

Commitment to Sustainable Value Creation

As we advance through this remarkable growth trajectory, our fundamental commitment remains unchanged—creating sustainable, long-term value for all stakeholders while contributing meaningfully to India's industrial development. Our operational philosophy centres on:

- **Quality Excellence:** Maintaining the highest standards across our expanding product portfolio
- **Customer Centricity:** Deepening relationships through superior service and innovative solutions
- **Operational Agility:** Adapting swiftly to market dynamics while maintaining strategic focus
- **Stakeholder Value:** Ensuring our growth translates into meaningful returns for investors, opportunities for employees and value for customers

VISION 2030:
Building Tomorrow's Market Leader

Looking ahead, I am confident that the foundation we have built positions us exceptionally well to capitalize on the unprecedented opportunities ahead. Our strategic initiatives in EV tools manufacturing, Middle East expansion and omni-channel distribution enhancement are not merely growth projects—they represent our commitment to building a globally competitive enterprise that contributes to India's vision of **"Viksit Bharat @ 2047".**

I extend my deepest gratitude to our shareholders for their confidence, our dealer partners for their loyalty and collaboration, our employees for their dedication and excellence and our customers for their trust in the De Neers brand.

As we embark on the next phase of our growth journey, I assure you that every decision will be guided by our commitment to excellence, integrity and sustainable value creation.
With profound appreciation and excitement for the journey ahead,

Sincerely,

Mr. Neeraj Kumar Aggarwal
Managing Director,
De Neers Tools Ltd.

FY26 HIGHLIGHTS :
Performance at a Glance (Standalone)

EBITDA*
₹33.86 Crore
↗ 21.5% YoY

Revenue
₹158.26 Crore
↗ 9.2% YoY

PAT
₹20.57 Crore
↗ 16.7% YoY

PAT Margin
13.00%
↗ 83bps YoY

Gross Margin**
31.72%
↗ 344bps YoY

EBITDA Margin*
21.28%
↗ 216bps YoY

**Gross Margin computed using operating revenue less stock-in-trade sold during the year
*To evaluate core operations, EBITDA exclude non-operating income

FY26 HIGHLIGHTS :
Performance at a Glance (Consolidated)

EBITDA*
₹38.73 Crore
↗ 49.9% YoY

Revenue
₹178.03 Crore
↗ 23% YoY

PAT
₹25.24 Crore
↗ 60% YoY

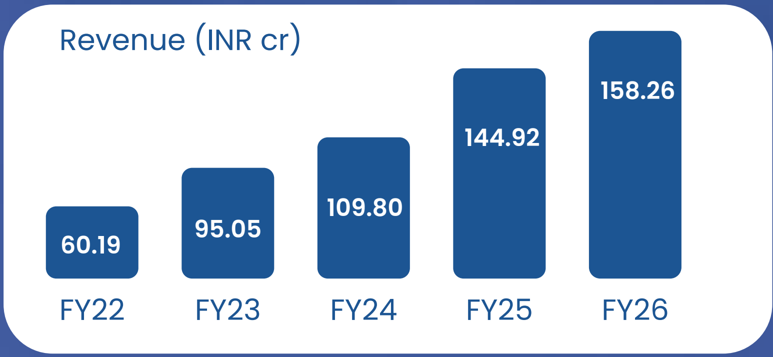
PAT Margin
14.18%
↗ 328bps YoY

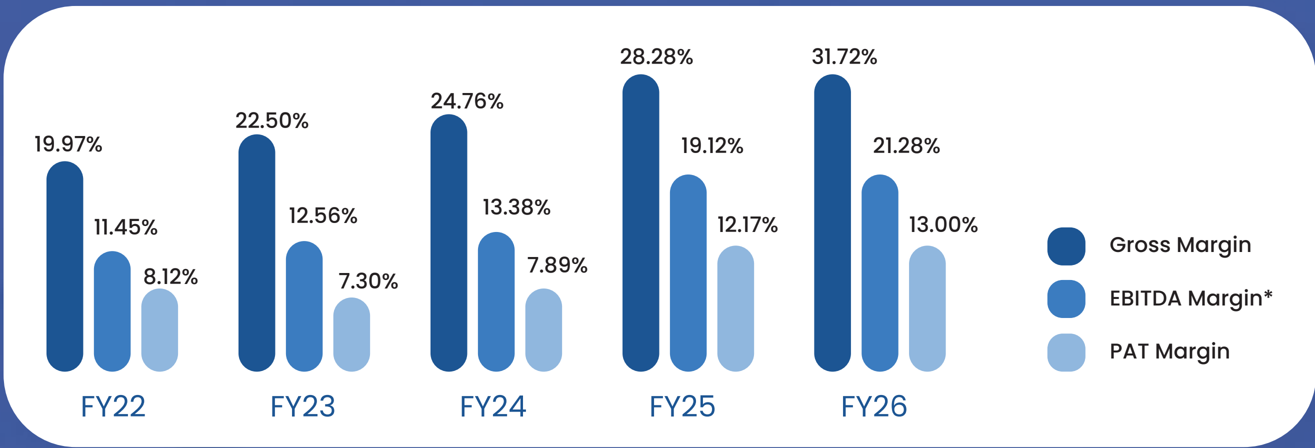
Gross Margin**
32.16%
↗ 405bps YoY

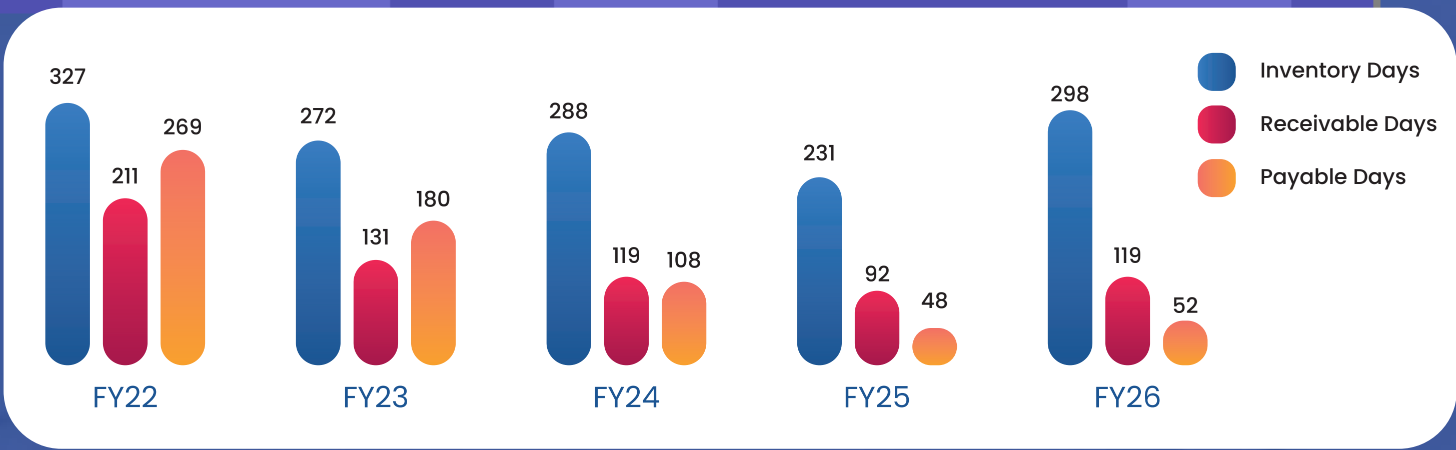
EBITDA Margin*
21.75%
↗ 390bps YoY

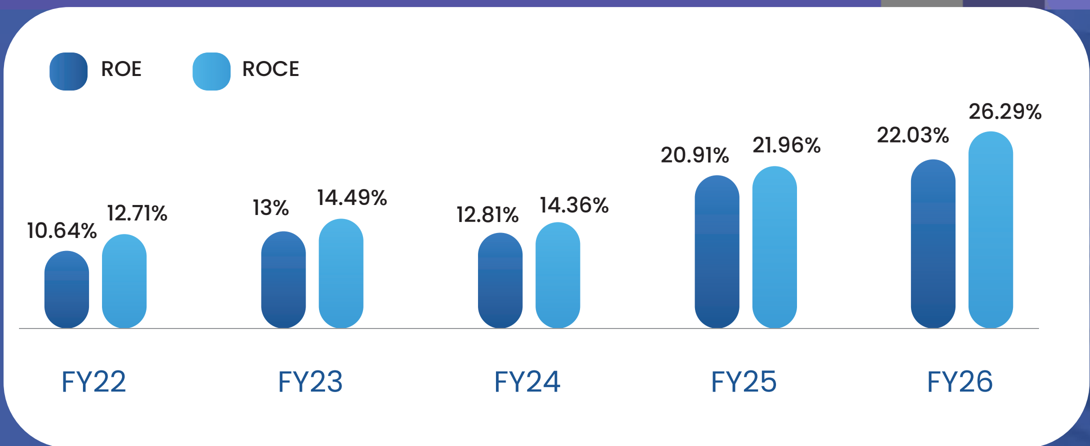
**Gross Margin computed using operating revenue less stock-in-trade sold during the year
*To evaluate core operations, EBITDA exclude non-operating income

FINANCIAL HIGHLIGHTS (standalone)









FY26 Inventory/Receivable/Payable Days computed on a closing-balance basis (Inventory÷Revenue×365; Receivables÷Revenue×365; Payables÷Purchases×365). FY26 ROE/ROCE computed as PAT÷Closing Net Worth and EBIT÷(Net Worth+Long-term Borrowings) respectively

*To reflect upon our core operations, we have computed EBITDA margin excluding other income (non-operating income)

** preference share capital and promoter debt considered while computing ROE

RECENT DEVELOPMENTS

Joint Venture Announced for Tools & Socket Manufacturing

Entered into a Joint Venture Agreement for manufacturing, marketing, selling, and dealing in tools, bits, sockets, and allied products a key step towards backward integration and in-house production capability.

JV Structure

Proposed Entity

DNSJV PVT LTD.

De Neers Stake

51% : Majority Control

JV Partner(s)

Strategic industry participants with manufacturing expertise

STRATEGIC ENTRY INTO POWER TOOLS

The company is evaluating entry into the power tools category, expanding its addressable market beyond conventional hand tools.

STRATEGIC MARKET EXPANSION:
EV Segment Penetration

As India accelerates toward its ambitious electric vehicle targets, we have strategically positioned ourselves to capture significant value from this transformative market opportunity. Our comprehensive EV segment penetration strategy represents a calculated expansion into high-growth, high-margin specialized tool categories that align with India's sustainable mobility future.

Rising EV Adoption Dynamics

• Government mandate driving exponential EV adoption across automotive segments
• Increasing demand for specialized insulated tools essential for EV safety protocols and maintenance procedures
• High growth potential in a rapidly evolving market with minimal established domestic competition

Strategic Market Timing:

Our entry capitalizes on the inflection point where traditional automotive service infrastructure transitions to EV-specialized requirements, positioning us as an early-mover in this transformation.

COMPETITIVE EV STRATEGY:
Four-Pillar Value Creation Framework

As India accelerates toward its ambitious electric vehicle targets, we have strategically positioned ourselves to capture significant value from this transformative market opportunity. Our comprehensive EV segment penetration strategy represents a calculated expansion into high-growth, high-margin specialized tool categories that align with India's sustainable mobility future.

1. First-Mover Advantage:

Manufacturing Leadership

• Advanced plans strategized for establishing dedicated manufacturing infrastructure with specialized testing facilities for EV tools

• Positioning for market leadership as India's first indigenous manufacturer of VDE-certified insulated tools meeting globally recognized German safety standards

• Differentiated value proposition through domestic manufacturing capabilities versus import-dependent competitors

2. Import Substitution:

Addressing Critical Market Gaps

• **Current market reality:** Insulated tools are predominantly imported from China, creating supply chain vulnerabilities and cost inefficiencies

• Strategic alignment with "Make in India" initiative, supporting national manufacturing objectives

• **Local manufacturing advantages:** Superior cost economics, enhanced availability and reduced supply chain risks compared to import-dependent models

3. Quality & Certification Oriented:

Global Standards

• **VDE certification commitment:** Delivering globally recognized German safety standards through indigenous manufacturing capabilities

• **International quality benchmarks:** Ensuring global standards of safety, reliability and performance as mandated by IEC 60900 Certification protocols

• **Premium market positioning:** Building customer trust and strengthening brand equity in high-value specialized tool segments

4. Potential Benefits:

Margin Enhancement and Market Expansion

• **Margin Potential:** Backward integration into specialized manufacturing creating significant cost advantages and enhanced profitability

• **Enhanced Product Portfolio:** Expanding our value-added offerings beyond traditional hand tools into high-specification technical instruments

Strategic Market Benefits

• Market differentiation through technical superiority and certification leadership
• Customer relationship deepening through comprehensive EV service tool solutions
• Brand premium in specialized, safety-critical applications

MIDDLE EAST EXPANSION:
Driving Global Growth

Our Middle East expansion represents a transformative milestone in our journey toward becoming a globally recognized hand tool distribution leader. This strategic initiative leverages Dubai's position as the world's premier trade hub to unlock unprecedented growth opportunities across emerging markets while establishing sustainable competitive advantages in international operations.

Strategic Infrastructure Development

Our Dubai subsidiary, DENEERS TOOLS TRADING LLC, represents a meticulously planned market entry strategy designed to establish immediate operational excellence and long-term competitive positioning.

COMPREHENSIVE INFRASTRUCTURE INVESTMENT

1 Experience Centre establishment

900 sq ft premium facility strategically located to showcase our complete portfolio of **9,500+ SKUs**

Client engagement platform designed to enhance customer trust through **Hands-on Product Interaction** and technical demonstration

Brand credibility establishment positioning us as a premium, reliable partner in the **Middle East Market**

2 Warehousing & Distribution Infra

15,000 sq ft warehouse facility providing comprehensive inventory management and rapid fulfilment capabilities

One-Stop Solution Provider: Complete product range **(9,500+ SKUs)** available through local inventory, eliminating dealer sourcing complexity

Lead Time Efficiency: Instant local deliveries providing significant competitive advantage over import-dependent alternatives

Efficient after-sales support infrastructure maintaining service excellence standards similar to those established in our Indian operations

STRATEGIC LOCATION BENEFITS

Well established Logistics Infrastructure

• Nearest major hub for hand tool distribution compared to European alternatives, delivering significant transportation cost advantages

• Direct connectivity to GCC and African markets through Dubai's world-class logistics infrastructure

Geopolitical Advantages

• "China Plus One" strategic positioning: Capitalizing on global supply chain diversification trends favouring Indian manufacturers

• CEPA Trade Agreement benefits: Leveraging bilateral trade framework between India and UAE for enhanced operational efficiencies and cost advantages

• Pro-India sentiment in regional markets creating favourable market reception for Indian-manufactured products

COMPETITIVE ADVANTAGES

Market Pioneering Position

• First Indian hand tool brand establishing dedicated localized infrastructure in the Middle East

• Comprehensive market coverage through complete product portfolio availability exceeding regional competitors

VALUE CREATION MATRIX:
Multi-Dimensional Growth Strategy

Revenue Diversification

- Expanded addressable market beyond Indian domestic operations
- Enhanced global market presence establishing foundation for broader international expansion
- Geographic diversification reducing dependence on single-market economic cycles

IMPLEMENTATION STATUS & STRATEGIC ROADMAP

Establishment phase in progress

- 3-4 established dealers providing market validation and initial revenue generation
- Commercialized operations demonstrating our market entry and operational capability

Long-term Growth Framework

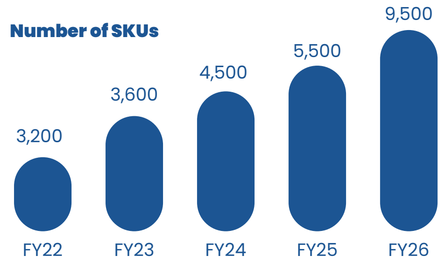
- Dubai Hub Strategy: Establishing Dubai as our primary operational centre for broader Middle East and African market expansion
- Scalability Architecture: Building infrastructure and operational capabilities to support sustained regional growth
- Market Leadership Objective: Positioning as the preferred Indian hand tool supplier across the MENA region

OUR COMPETITIVE EDGE

Market-Leading Product Portfolio

~37%
Portfolio expansion in last 24 months

Industry's Largest SKU Base
9,500+
unique products



2x Larger
Portfolio than nearest competitor's offering

Product Quality Leadership

12-Month
Warranty Unconditional replacement guaranteed

Industry-Leading Standards: Utilization of
5-10% higher
vanadium content than industry standards in our tools

Quality Certification
Furnishing detailed test & guarantee certificates with our tools

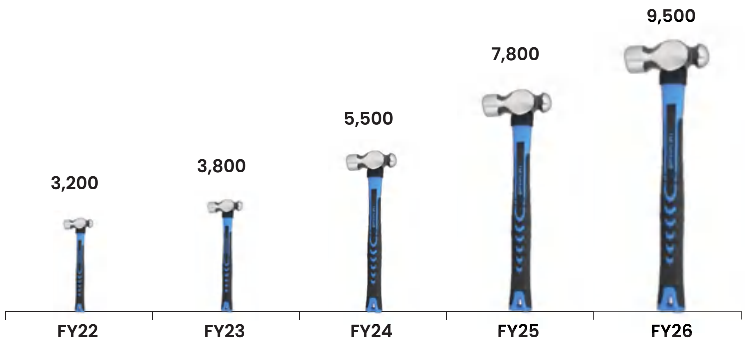
"YOU NAME IT, WE HAVE IT!"

OUR GROWTH JOURNEY

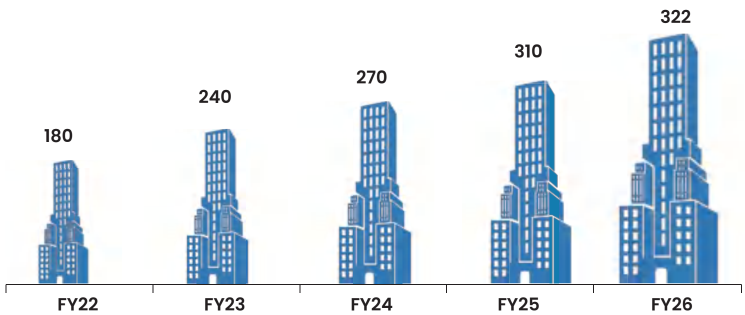
~7,05,00,000

This is the number of hand tool units that we have sold during FY26. With our industry size of around INR 12,500 cr and the emerging trend for DIY (Do it Yourself!) culture in India, we envision to become a household name in coming years.

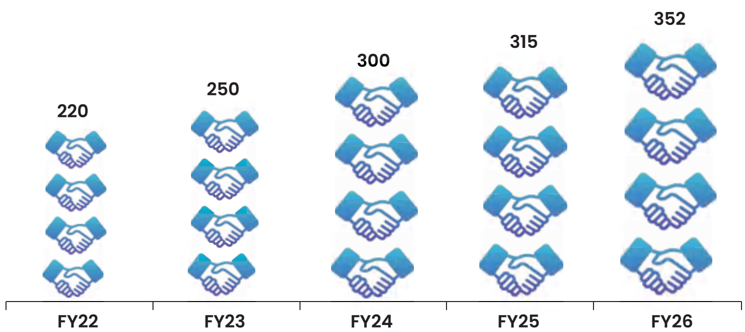
Number of SKUs



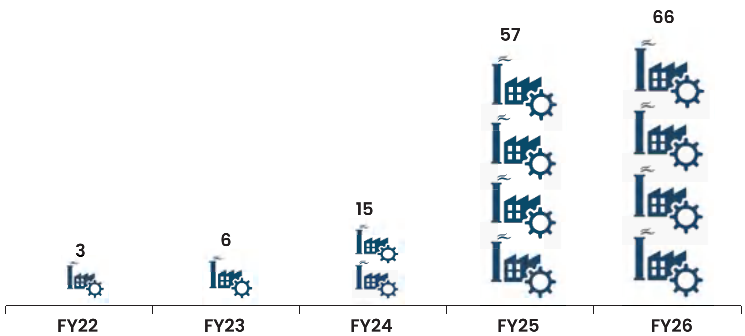
Number of Cities Covered (PAN India)



Number of Dealers



Number of OEMs



MARUTI SUZUKI

HYUNDAI

POLYCAB WIRES & CABLES

HAVELLS

OMNI-CHANNEL DISTRIBUTION NETWORK

Our comprehensive omni-channel distribution strategy represents a cornerstone of sustainable competitive advantage, strategically positioning us across three distinct yet synergistic market segments. This integrated approach enables us to capture value across the entire hand tool ecosystem while maintaining operational flexibility and market responsiveness.

1) Traditional Dealer Network:

Foundation of Market Penetration

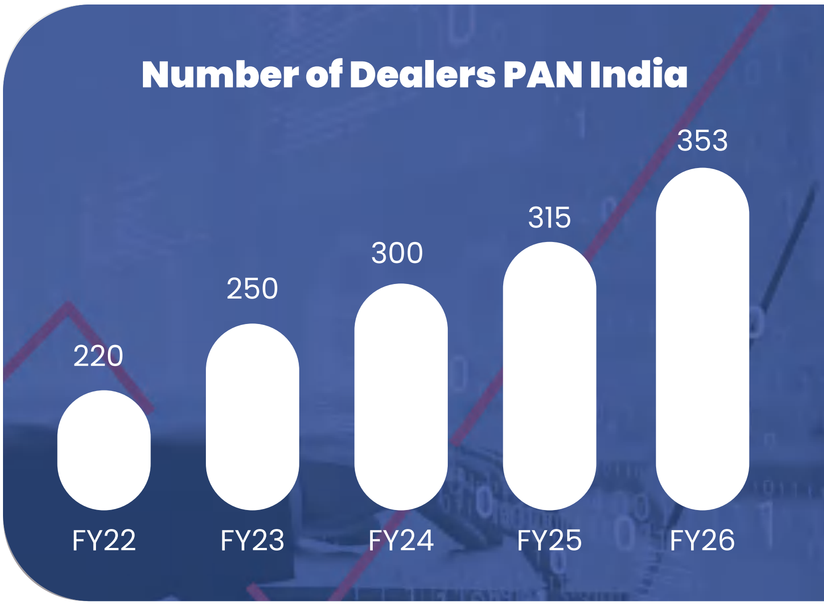
Our traditional dealer network represents the bedrock of our distribution excellence, built on three decades of trust, reliability and mutual prosperity. This channel continues to deliver exceptional value through:

Nationwide Market Presence

• **350+** active dealer partnerships spanning across India's diverse geographical landscape

• Multi-generational relationships spanning over **30 years**, testament to our commitment to long-term value creation

• Micro-market penetration with products accessible within a **30-40 km** radius even in Tier 4 towns, ensuring comprehensive market coverage



Core Competitive Advantages

• Established distribution infrastructure providing immediate market access and reduced go-to-market costs

• Strong dealer loyalty fostering stable revenue streams and collaborative growth initiatives

2) Industrial Distribution Network:

Direct OEM Integration

Our industrial distribution network represents a transformative growth initiative, directly engaging Original Equipment Manufacturers (OEMs) to capture higher-margin opportunities and strengthen brand credibility.

Strategic Value Proposition

- Direct distribution capabilities eliminating intermediary costs and enhancing margin realization

- Enhanced brand credibility through association with tier-1 automotive and industrial manufacturers

Blue-Chip client portfolio: We have successfully secured partnership with industry leading OEMs:

Our New Venture

Direct OEM Partnerships: Supplying Directly OEM’s

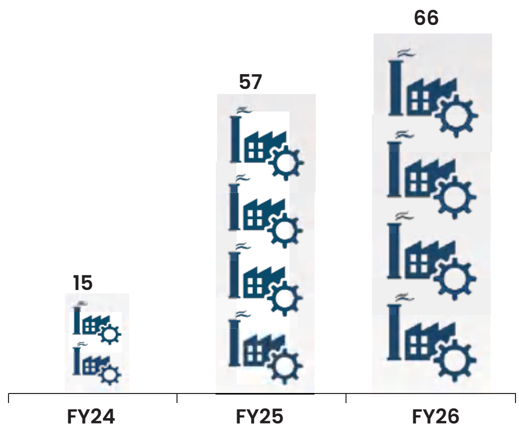
Key Account Wins:

MARUTI SUZUKI | HYUNDAI | MONTRA ELECTRIC TIVOLT

HAVELLS | POLYCAB WIRES & CABLES | JBM Group Our milestones are touchstones

VOLVO EICHER | RENAULT | ATS ELGI THINK LONG RUN

Number of OEMs



3) Direct-to-Consumer (D2C) Network:

Digital-First Market Capture

Our D2C distribution network represents a forward-looking strategic initiative designed to complement our traditional B2B networks while capturing evolving consumer preferences and digital-first market opportunities.

Strategic Business Benefits

- Product and business model validation through direct market feedback and analytics
- Direct customer relationship management enabling enhanced brand loyalty and customer lifetime value
- Improved brand visibility across digital touchpoints, particularly among younger demographics

Established Partnerships with key e-commerce platforms:

Amazon, JioMart, Flipkart, and Others.

ON DISPLAY:
Our Year at Business Exhibitions

OUR COMPANY AT A GLANCE

Comprehensive Hand Tool Solutions

India's preeminent Hand-tool supplier
Industry's most diverse product portfolio
Stringent quality controls for durability and performance

Robust Warehousing Infrastructure

50,000 sq. ft. of well-established warehousing facilities
Strategically spread across three locations in Delhi
Seamlessly supports our PAN-India distribution network

Decades of Expertise

Founded as a small Delhi-based business
Grown to PAN-India presence today
Seasoned promoter team fueling expansion

Dominant Market Presence

Omni-channel distribution – offline and online
Expansive network of 350+ dealers nationwide
Onboard with 13+ OEMs
Continuous innovation to meet evolving customer needs

International Organization for Standardization ISO 45001

CERTIFIED ISO 14001:2015 Environmental Management System

CERTIFIED ISO 9001:2015 COMPANY

FINANCIAL STATEMENT ANALYSIS

We are privileged to present our FY26 financial results, which exemplify our company's growth trajectory and operational excellence within India's dynamic hand tool distribution landscape. The financial performance detailed herein substantiates our strategic execution, demonstrating our commitment to creating sustainable, long-term value for all stakeholders.

INR Crore	FY22	FY23	FY24	FY25	FY26
Standalone Income Statement					
Revenue from Operations	49.53	95.05	109.80	144.92	158.26
Operating Costs	42.35	83.12	95.11	117.21	124.59
Operating Profit (EBITDA)	**7.18**	**11.94**	**14.69**	**27.71**	**33.67**
Other Income	0.05	0.05	1.79	0.64	0.19
Finance Costs	1.09	1.93	3.50	3.80	4.98
Depreciation & amortisation	0.43	0.78	0.84	0.77	0.76
Profit Before Tax (PBT)	**5.71**	**9.27**	**12.14**	**23.78**	**28.12**
Less: Tax expense	1.35	2.33	3.48	6.15	7.55
Profit After Tax (PAT)	**4.36**	**6.94**	**8.66**	**17.63**	**20.57**

INR Crore	FY26
Consolidated Income Statement	
Revenue from Operations	178.03
Operating Costs	139.30
Operating Profit (EBITDA)	**38.73**
Other Income	0.23
Finance Costs	4.98
Depreciation & amortisation	0.76
Profit Before Tax (PBT)	**33.23**
Less: Tax expense	7.94
Profit After Tax (PAT) (after minority)	**25.24**

REVENUE GROWTH & STRATEGIC DRIVERS

Our operating revenue journey from ₹49.53 crores (FY22) to ₹158.26 crores (FY26) represents 219.5% cumulative growth, reflecting disciplined execution of market expansion strategies. The 9.2% standalone / 23.0% consolidated year-over-year expansion in FY26 was driven by four strategic pillars:

1) Organic industry expansion leveraging India's economic expansion
2) Strategic price revisions implementing value-based pricing
3) New OEM partnerships expanding product portfolio depth
4) Geographic dealer network expansion penetrating underserved markets through our asset-light distribution model.

Profitability & Operational Leverage

FY26 performance demonstrates exceptional operational leverage, with EBITDA surging 21.5% to ₹33.67 crores. Key achievements include:

- Gross margin enhancement of 344 basis points (31.72% vs 28.28% in FY25)
- EBITDA margin expanding 216 basis points to 21.28%
- Net profitability acceleration delivering ₹20.57 crores PAT (16.7% YoY increase) with PAT margins improving 83 basis points to 13.00%.

Performance Outlook

FY26 performance establishes continued momentum on profitability even as standalone top-line growth moderated to 9.2%, reflecting a larger revenue base and a more measured domestic demand environment. Margin expansion remained the standout theme EBITDA margin up 216 bps to 21.28% and PAT margin up 83 bps to 13.00% while our consolidated performance, now reflecting a full year of Middle East operations, tells a stronger growth story: Revenue up 23.0% to ₹178.03 crores and PAT up 60.0% to ₹25.24 crores. This combination of disciplined standalone execution and accelerating international contribution positions us well to pursue our Vision 2030 targets of 25% CAGR growth and 25%+ ROE.

DIRECTORS' REPORT

To the Members,

Your Directors have the pleasure in presenting the 5th Annual Report of your company along with the Audited Financial Statements for the Financial Year ended on March 31 2026. Further, in compliance with the Companies Act, 2013, the company has made all requisite disclosures in the Board Report with the objective of accountability and transparency in its operations and to make you aware about its performance and future perspective.

SUMMARY OF FINANCIAL PERFORMANCE

The Company's financial performance, for the period ended 31st March 2026, is summarized below:

(Figures in Rs.)

Particulars	Standalone Financial Year 2025-26 (FY 2026)	Standalone Financial Year 2024-25 (FY 2025)	Consolidated Financial Year 2025-26 (FY 2026)
Total Revenue	1,58,45,59,000	1,45,56,13,623	1,78,26,22,000
Profit Before Tax	28,12,37,482	23,77,99,963	33,22,98,232
Less: Current Tax	7,14,14,000	5,64,11,727	7,52,52,000
Deferred Tax	4,07,000	41,19,641	4,07,000
Income Tax in earlier years	37,27,000	9,71,798	37,27,000
Profit for the year	**20,56,89,482**	**17,62,96,797**	**25,23,60,232**

REVIEW OF OPERATIONS AND STATEMENT OF COMPANY'S AFFAIRS

The Company has been engaged in the business of wholesale trading and import-export of all kinds of hardware tools.

The revenue from operations stands at Rs. 158.26 Crores as against Rs. 144.92 Crores during the last year and the Net profit stands at Rs. 20.57 Crores during the financial year ended 31st March 2026 as against Rs. 17.63 Crores, which is an increase of 16.67% from the last year's profit.

TRANSFER TO GENERAL RESERVES

The Company has earned a good amount of profit during the year and the management has decided to transfer, after all appropriations and adjustments, Rs. 20.57 Crores to the Surplus.

RECOMMENDATION OF DIVIDEND

Keeping in view of the growth prospects of the company, the Board has not recommended any dividend for the equity shares for the said year. However, as per the terms of issuance and as statutorily required under the provisions of the Act, the company has already made provisions of Rs. 20,000 for payment towards dividends to preference shareholders.

CHANGES IN THE NATURE OF BUSINESS

During the year under review there was no change in the nature of the business of the company.

MATERIAL CHANGES AND COMMITMENTS

There were no material changes and commitments affecting the financial position of the Company which has occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The company has aligned its current systems of internal financial control with the requirements of the Companies Act, 2013. The Internal Control – Integrated Framework (the 2013 framework) is intended to increase the transparency and accountability in an organization's process of designing and implementing a system of internal control. The framework requires a company to identify and analyze risks and manage appropriate responses. The company has successfully laid down the framework and ensured its effectiveness.

The company's internal controls are commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance with corporate policies. The company has a well-defined delegation of power with authority limits for approving contracts as well as expenditure. Processes for formulating and reviewing annual and long-term business plans have been laid down. It has continued its efforts to align all its processes and controls with best practices.

Gautam Sehgal & Co., the statutory auditors of the company have audited the financial statements included in this report and have issued an attestation report on the company's internal control over financial reporting (as defined in section 143 of the Companies Act, 2013).

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2025-2026.

PUBLIC DEPOSITS

During the year under review, the company has not accepted any deposit under Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

LISTING INFORMATION AND STATEMENT PURSUANT TO LISTING AGREEMENT

The Equity Shares of the Company continue to be listed with NSE EMERGE Platform and in dematerialized form. The Annual Listing fee for the year 2025-26 has been paid.

AUDITORS

Statutory Auditor

Pursuant to the provisions of Section 139 of the Companies Act, 2013, and the rules framed thereunder, M/s. Gautam Sehgal & Co., Chartered Accountants (Firm Reg. No. 015736N), were appointed as the first statutory Auditors of the Company by the Board of Directors in its board meeting held on 20th August, 2021, till the conclusion of first AGM, since its incorporation at such remuneration as may be mutually agreed.

Further, the Company approved the appointment of M/s. Gautam Sehgal & Co., Chartered Accountants (Firm Reg. No. 015736N), Statutory Auditors, in the first AGM, for a period of five financial year, i.e. from the conclusion of the 01st (First) Annual General Meeting (AGM) till the conclusion of the 06th (Sixth) AGM to be held in the financial year 2027.

Thereafter, there has been no change in the Auditors during the period under review.

Auditor's Report

The Auditor's Report for the financial year ended 31st March 2026, does not contain any qualification, reservation or adverse remarks. All observations made in the Independent Auditors' Report and notes forming part of the Financial Statements are self-explanatory and do not call for any further comments and also, there is no incident of fraud requiring reporting by the auditors under section 143(12) of the Companies Act, 2013 during the year under review.

The Auditor's report is enclosed with the financial statements in this Director's Report.

Secretarial Auditor

The Company had appointed Mr. Shashank Kumar (CP No. 19693) as the Secretarial Auditor of the Company for the Financial Year 2025-26 as per the provisions of Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The report of the auditor is marked as **Annexure-6** of this annual report.

Internal Auditor

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

MAINTENANCE OF COST RECORDS

The Directors state that the overall turnover of the company does not exceed the limit prescribed for maintenance of Cost Records as specified by the Central Government under Section 148(1) of the Companies Act, 2013, accordingly, such accounts and records are not made and maintained by the Company.

SHARE CAPITAL

Authorized Capital

During the year under review, the authorized capital is INR 30,00,00,000/- divided into 1,00,00,000 Equity Shares of INR 10/- each; and 20,00,000 0.01% Preference shares of INR 100/- each.

Upto the date of approval of this report, the authorized share capital of the company increased from Rs. 30,00,00,000/- (Rupees Thirty Crores) divided into (i) 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each and 20,00,000 (Twenty Lakhs) 0.01% Preference shares of Rs. 100/- each to Rs. 31,00,00,000/- (Rupees Thirty-One Crores) divided into (i) 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs. 10/- each and 20,00,000 (Twenty Lakhs) 0.01% Preference shares of Rs. 100/- each by the creation of additional 10,00,000 (Ten Lakhs) Equity Shares of Rs. 10/- each, ranking pari-passu in all respect with the existing Equity Shares of the Company.

The approval was sought from members in the Extraordinary General meeting held on April, 20th 2026.

Paid-up Capital

During the year under review, the company had approved the redemption of 10,00,000 preference shares, and the same was approved by the Registrar of Companies on 13th May, 2025.

As on 31st March 2026, the company's Paid-up capital stood as follows:

PARTICULAR	NO OF SHARES AND NOMINAL VALUE PER SHARE	AMOUNT (IN RS.)
Equity Share Capital	86,06,400 @ Rs. 10 each	Rs. 8,60,64,000
Preference Share Capital (0.01% Non-Convertible Redeemable Cumulative Preference Share)	10,00,000 @ Rs. 100 each	Rs. 10,00,00,000
	Total	**Rs. 18,60,64,000**

Further, in the Extraordinary General Meeting held on April 20th, 2026, the company approved the issuance of 240,000 Equity Shares and 16,80,000 convertible warrants on a preferential basis.

EXTRACT OF THE ANNUAL RETURN

Pursuant to Section 92(3) of the Companies Act, 2013, read with Section 134(3)(a) and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return is available on the website of the Company at www.deneerstools.com.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars as prescribed under sub-section (3)(m) of Section 134 of the Companies Act, 2013, read with Rule 8(3) of Companies (Accounts) Rules, 2014, are annexed herewith at **"Annexure-1".**

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED

During the year under review, there were no such significant and material orders passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Directors:
The Board of the Company was duly constituted in accordance with the provisions of the Companies Act, 2013 and applicable SEBI Regulations. The company has the following composition of Directors on its Board:

SR. NO.	NAME OF DIRECTOR	DESIGNATION	DIN	DATE OF APPOINTMENT	CATEGORY
1.	Neeraj Kumar Aggarwal	Managing Director	08058134	26/07/2021	Chairperson and Managing Director
2.	Shilpy Aggarwal	Whole-time Director	08058135	26/07/2021	Whole-Time Director
3.	Kanav Gupta (upto 01.10.2025)	Whole-time Director	06802701	28/07/2021	Whole-Time Director & CFO
4.	Aarti Arora	Independent Director	09573758	06/06/2022	Independent Non-Executive Director
5.	Dhikash	Independent Director	07678926	06/06/2022	Independent Non-Executive Director
6.	Rajesh Gupta (upto 15.01.2026)	Independent Director	03430497	06/06/2022	Independent Non-Executive Director
7.	Riya Aggarwal (W.e.f. 22.10.2025)	Whole-time Director	09158220	20/04/2026	Whole-Time Director
8.	Santosh Mishra (W.e.f. 22.10.2025)	Chief Financial Officer	-	22/10/2025	Chief Financial Officer
9.	Savita Mahajan (W.e.f. 21.03.2026)	Independent Director	11383535	20/04/2026	Independent Non-Executive Director

Mrs. Shilpy Aggarwal (DIN: 08058135) retires by rotation and, being eligible, offers herself for re-appointment. A resolution seeking shareholders' approval for her re-appointment, along with other required details, forms part of the Notice.

Change in Board of Directors
Mr. Kanav Gupta, Whole-time Director and Mr. Rajesh Gupta, Independent Non- Executive Director, resigned from their positions w.e.f., 01.10.2025 and 15.01.2026, respectively.

Ms. Riya Aggarwal was appointed as the Whole-time Additional Director w.e.f. 22.10.2025 and Ms. Savita Mahajan was appointed as the Independent Non- Executive Additional Director w.e.f., 21.03.2026, and their appointment was confirmed by the members in their Extraordinary General Meeting held on April 20th, 2026.

Chief Financial Officer
During the year under review, Mr. Kanav Gupta, Chief Financial Officer (CFO) resigned from his position on 01.10.2025 and Mr. Santosh Kumar Mishra was appointed as the Chief Financial Officer of the company w.e.f. 22.10.2025.

Company Secretary & Compliance Officer
During the year under review, there was no change in the Company Secretary & Compliance Officer.

DECLARATION BY THE INDEPENDENT DIRECTOR

Every Independent Director, at the first meeting of the Board in which he/ she participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he/she meets the criteria of independence as provided under the law and that he/she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his / her ability to discharge his / her duties with an objective independent judgement and without any external influence.

In the opinion of the Board, the Independent Directors fulfil the conditions specified in the Act and are independent of the management

PERFORMANCE EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act.

The performance of the board was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

In a separate meeting of independent directors, the performance of non-independent directors, the Board as a whole and the Chairman of the Company was evaluated, taking into account the views of executive directors and non-executive directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings, like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

At the board meeting that followed the meeting of the independent directors and the meeting of Nomination and Remuneration Committee, the performance of the Board, its Committees, and individual directors was also discussed. The performance evaluation of independent directors was done by the entire Board, excluding the independent director being evaluated.

NUMBER OF MEETINGS OF THE BOARD

During the year the Board of Directors duly met Thirteen times on 25.04.2025; 30.05.2025; 31.05.2025, 26.08.2025, 05.09.2025; 01.10.2025; 22.10.2025; 30.10.2025, 14.11.2025; 22.12.2025, 20.01.2026, 25.02.2026, and 21.03.2026.

In respect of which notices were given, and the proceedings were recorded and signed. The intervening gap between any two meetings did not exceed one hundred and twenty days.

COMMITTEES OF THE BOARD AND THEIR MEETINGS

During the reporting period, the company has the following Board Committees details of which are as follows:

(i) Audit Committee:

Extract of terms of reference:
The Committee is constituted in line with the provisions of Section 177 of the Act.
a) Oversight of financial reporting process.
b) Reviewing with the management, the annual financial statements and auditors' report there on before submission to the Board for approval.
c) Evaluation of internal financial controls and risk management systems.
d) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.

Category & Composition:
The committee was duly constituted on 06th June, 2022:

Name of Director	Position	Category	Date of appointment
Arti Arora	Chairperson	Independent & Non-Executive	06 June, 2022
Dhikash	Member	Independent & Non-Executive	06 June, 2022
Neeraj Kumar Aggarwal (upto 21.03.2026)	Member	Managing Director	06 June, 2022
Savita Mahajan (w.e.f., 21.03.2026)	Member	Independent & Non-Executive	21 March, 2026

During the year, the company approved the reconstitution of the Audit Committee of the Board of Directors w.e.f., 21st March 2026, wherein Mr. Neeraj Kumar Aggarwal vacated his position and Ms. Savita Mahajan was inducted in the committee.

Meetings:
During the Financial Year under review, four meetings of the Committee were held on 30.05.2025, 05.09.2025, 14.11.2025 and 25.02.2026.

(ii) Nomination and Remuneration Committee (NRC):

Extract of terms of reference:
The Committee is constituted in line with the provisions of Section 178 of the Act.
a) Recommend to the Board the setup and composition of the Board and its Committees.
b) Recommend to the Board the appointment/re-appointment of Directors and Key Managerial Personnel(s).
c) Support the Board and Independent Directors in evaluation of the performance of the Board, its Committees and individual Directors.
d) Recommend to the Board the Remuneration Policy for Directors, executive team or Key Managerial Personnel as well as the rest of employees.
e) Oversee familiarization programs for Directors.

Category & Composition:
The committee was duly constituted on 06th June, 2022:

Name of Director	Position	Category	Date of appointment
Arti Arora	Chairperson	Independent & Non-Executive	06 June, 2022
Dhikash	Member	Independent & Non-Executive	06 June, 2022
Savita Mahajan (w.e.f., 21.03.2026)	Member	Independent & Non-Executive	21 March, 2026

During the year, the company approved the reconstitution of the Nomination & Remuneration Committee of the Board of Directors w.e.f., 21st March 2026, wherein Mr. Rajesh Gupta vacated his position due to his resignation and Ms. Savita Mahajan was inducted in the committee.

Meetings:
During the Financial Year under review, four meetings of the Committee were held on 30.05.2025, 05.09.2025, 14.11.2025 and 25.02.2026.

(iii) Stakeholders' Relationship Committee ("SRC")

Extract of terms of reference:
The Committee is constituted in line with the provisions of Section 178 of the Act.

a) Consider and resolve the grievances of security holders.
b) Consider and approve issue of share certificates, transfer and transmission of securities, etc.

Category & Composition:
The committee was duly constituted on 06 June, 2022:

Name of Director	Position	Category	Date of appointment
Aarti Arora	Chairperson	Independent & Non-Executive Director	06 June, 2022
Dhikash	Member	Independent & Non-Executive Director	06 June, 2022
Savita Mahajan (w.e.f., 21.03.2026)	Member	Independent & Non-Executive	21 March, 2026

During the year, the company approved the reconstitution of the Stakeholders' Relationship Committee of the Board of Directors w.e.f., 21st March 2026, wherein Mr. Rajesh Gupta vacated his position due to his resignation and Ms. Savita Mahajan was inducted into the committee.

Meetings:
During the Financial Year under review, one meeting of the committee was held on 25.02.2026.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

Pursuant to Section 178(3) of the Companies Act, 2013, the Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of a director, and has recommended to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees of the Company.

The Remuneration Policy, inter alia, ensures that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully, that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks, and that remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

The Nomination and Remuneration Policy of the Company is available on the website of the Company at www.deneerstools.com.

CORPORATE GOVERNANCE

Your Company places utmost importance on best Governance Practices and is committed to act in the best interest of its Stakeholders. Better governance practices enable the company to introduce more effective internal controls suitable to the changing nature of business operations, improve performance and also provide an opportunity to increase Stakeholders' understanding of the key activities and policies of the organisation.

Pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is not required to mandatorily comply with the provisions of certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 being a company listed on the SME platform. Since your Company is listed on the SME platform of the National Stock Exchange of India Limited, it is not required to file the Corporate Governance Report to the Stock Exchange, and hence, it has not provided the Corporate Governance Report as part of this Annual Report.

MEETING OF INDEPENDENT DIRECTORS

Schedule IV of the Companies Act, 2013 and the Rules thereunder mandate that the independent directors of the Company shall hold at least one meeting in a financial year, without the attendance of non-independent directors and members of the Management.

During the year, the independent directors met once on 25.03.2026. At the meeting, the independent directors discussed, among other matters, the performance of the Company and risks faced by it, the flow of information to the Board, competition, strategy, leadership strengths and weaknesses, governance, compliance, Board movements, succession planning, human resources matters and the performance of the executive members of the Board, and the Chairperson.

The Board is satisfied with the integrity, expertise and experience (including the proficiency) of the independent directors and their contributions towards the enhancement of operations of the Company.

During the year under review, the Independent Directors met on March 25, 2026, inter alia, to:

a. Review the performance of the Non- Non-Independent Directors and the Board of Directors as a whole.
b. Review the performance of the Chairperson of the Company, taking into account of the views of the Executive and Non-Executive Directors.
c. Assess the quality, content and timeliness of the flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present in the meeting.

RISK MANAGEMENT

The Company has put in place the Risk Management System("RMS") as a part of its transformation agenda. RMS incorporates an integrated framework for managing risks and internal controls. The internal financial controls have been documented, embedded and digitised in the business processes. Internal controls are regularly tested for design, implementation and operating effectiveness. RMS is enabled through extensive use of technology to support the risk management processes, ensure the ongoing effectiveness of internal controls in processes, and compliance with applicable laws and regulations.

The Compliance Function ensures compliance activities related to the Financial, Operational and People Management Systems of the various group entities. This includes various statutes such as industrial and labour laws, taxation laws, corporate and securities laws, health, safety and environmental laws, etc. The ongoing effectiveness of compliance management activities is reviewed independently by the Group Audit Function.

The combination of independent governance, assurance and oversight structures, combined with automated risk management, controls and compliance monitoring, ensures robustness and integrity of financial reporting, management of internal controls and ensures compliance with statutory laws, regulations and company's policies. These provide the foundations that enable optimal use and protection of assets, facilitate the accurate and timely compilation of financial statements and management reports.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, the Company has formulated a Whistle Blower Policy for a vigil mechanism of Directors and employees. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such a mechanism and makes provision for direct access to the chairman of the Audit Committee in exceptional cases. The company believes in honesty, integrity, ethics, transparency and good conduct in its professional environment and provides such kind of environment to its employees and directors and always encourages its team to follow such standards in their activities. The directors, employees and other team members are free to report on the issues which require genuine concern. Audit Committee of the Board of Directors has the responsibility to review the functioning of vigil mechanism and the same has been performed by the committee periodically.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirms that:

a) In the preparation of the annual accounts, the applicable accounting standards have been followed, and there are no material departures.

b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) They have prepared the annual accounts on a going concern basis.

e) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;

f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

DETAILS OF SUBSIDIARY/JOINT VENTURE/ ASSOCIATE COMPANIES

The Board in its board meeting held on 13th March 2024, approved the incorporation/establishment of a subsidiary in Dubai, United Arab Emirates, with the name as Deneers Tools Trading LLC.

A report on the performance and financial position of the Company's subsidiaries and the contribution made by these entities, as included in the consolidated financial statements, is presented in Form AOC–1, which is attached to this Report as **Annexure–7**. Additionally, a detailed update on the business operations of the Company's key operating subsidiaries is provided in the Management Discussion and Analysis (MD&A) section, which forms an integral part of this Annual Report.

In accordance with the provisions of Section 136 of the Companies Act, 2013, the audited financial statements and other related documents of the subsidiary companies are not annexed with the standalone financial statements of the Company. However, the complete set of financial statements, including those of subsidiary and associate companies, is available on the Company's website at www.deneerstools.com for inspection by shareholders and stakeholders.

Further, upto the approval of this report, the Board approved the execution of a Joint Venture Agreement ("JVA") with Mr. Piyush Garg & Mr. Sarthak Goyal, for the incorporation of a joint venture company to be named "DNSJV Private Limited", as a private limited company in India, for the purpose of manufacturing, marketing, selling, and dealing in tools, bits, sockets, and allied products.

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS

During the year under review, the company has not given any loans, investment made, guarantees given and security provided under section 186 of the Companies Act, 2013. However, relevant disclosures, if any, are provided in the notes to the financial statements.

HUMAN RESOURCES

The Management has a healthy relationship with the officers and the Employees.

INVESTOR GRIEVANCES REDRESSAL STATUS

During the Financial Year 2025-26, there were no complaints or queries received from the shareholders of the Company.

INVESTOR EDUCATION AND PROTECTION FUND

During the year under review, the provisions relating to the transfer of funds to the Investor Education and Protection Fund do not apply to the Company.

DISQUALIFICATIONS OF DIRECTORS

During the financial year 2025-2026 under review the Company has received Form DIR-8 from all Directors as required under the provisions of Section 164(2) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 that none of the Directors of your Company is disqualified to hold office as per provision of Section 164(2) of the Companies Act, 2013 and debarred from holding the office of a Director pursuant to any order of the SEBI or any such authority in terms of SEBI letter dated 14th June, 2018 and NSE circular dated 20th June 2018 on the subject "Enforcement of SEBI orders regarding appointment of Directors by Listed Companies".

The Directors of the Company have made necessary disclosures, as required under various provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis report has been separately furnished in the Annual Report and forms a part of the Annual Report and is annexed as **Annexure-2**.

PARTICULARS OF EMPLOYEES AND REMUNERATION

In terms of the provisions of Section197(12) of the Act read with Rules5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names of the top ten employees in terms of remuneration drawn and names and other particulars of the employees drawing remuneration in excess of the limits set out in the said Rules. **Annexure-3.**

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In accordance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition& Redressal) Act, 2013 ("POSH Act"), along with the Rules made thereunder, the Company has in place a policy which mandates no tolerance against any conduct amounting to sexual harassment of women at the workplace.

The Company's goal has always been to create an open and safe workplace for every employee to feel empowered, irrespective of gender, sexual preferences and other factors, and contribute to the best of their abilities. In line to make the workplace a safe environment, the Company has set up a policy on prevention of sexual harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("PoSH Act")

The Company has constituted Internal Committee(s) ("ICs") to redress and resolve any complaints arising under the POSH Act. Training/awareness programs are conducted throughout the year to create sensitivity towards ensuring a respectful workplace.

The Company is committed to providing a work environment which ensures that every employee is treated with dignity, respect and afforded equal treatment. No complaint was reported during the year under review.

The summary of sexual harassment complaints received and disposed of during the year is as under:

a) Number of complaints pending at the beginning of the year: NIL
b) Number of complaints received during the year: NIL
c) Number of complaints disposed of during the year: NIL
d) Number of cases pending at the end of the year: NIL

STATEMENT THAT THE COMPANY HAS COMPLIED WITH MATERNITY BENEFIT ACT

The Company declares that it has duly complied with the provisions of the Maternity Benefit Act, 1961. All eligible women employees have been extended the statutory benefits prescribed under the Act, including paid maternity leave, continuity of salary and service during the leave period, and post-maternity support such as nursing breaks and flexible return-to-work options, as applicable. The Company remains committed to fostering an inclusive and supportive work environment that upholds the rights and welfare of its women employees in accordance with applicable laws.

DETAILS OF DIFFERENCE BETWEEN THE AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS

During the year, no such settlement took place.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Related party transactions entered into during the financial year under review are disclosed in the Financial Statements of the Company for the financial year ended March 31, 2026 as required under Accounting Standard-18. These transactions entered were at an arm's length basis and in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Form AOC-2, containing the details of contracts and arrangements with related parties, is enclosed herewith as **Annexure-4** as per applicable provisions of the Companies Act, 2013.

CORPORATE SOCIAL RESPONSIBILITY

The company has carried out the CSR activities as mandated by the law. The CSR initiatives undertaken during the financial year 2025-26 and the Annual Report on CSR activities as required by the Companies (Corporate Social Responsibility Policy) Rules, 2014, are set out in **Annexure-5** to this Report. Since the amount required to be spent during the year was less than Rs. 50 Lakhs, the responsibilities of the CSR committee were discharged by the Board.

SECRETARIAL STANDARDS

Your Company complies with the Secretarial Standard on Meetings of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2) whenever it has applicable. Your Company will comply with the other Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI)as and when they are made mandatory.

CODE OF CONDUCT

The Company has in place a comprehensive Code of Conduct and our Code (the Codes) applicable to the Directors and employees. The Codes give guidance and support needed for the ethical conduct of business and compliance with the law.

The Codes reflect the core values of the Company viz. Customer Value, Ownership Mindset, Respect, Integrity, One Team and Excellence. A copy of the Code of Conduct and Our Code is available on the website of the Company at www.deneerstools.com.The Codes have been circulated to the Directors and Senior Management Personnel, and its compliance is affirmed by them annually.

DETAILS OF APPLICATION / ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

Neither any application was made nor any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the financial year.

POLICY FOR PRESERVATION OF DOCUMENTS

Pursuant to Regulation 9 of SEBI (LODR), 2015, the Company has maintained the policy of preservation of documents to keep the documents preserved as per Regulation 9(a) & 9(b) of SEBI (LODR), 2015 and the same has been uploaded on the website of the Company on www.deneerstools.com.

ACKNOWLEDGEMENT

The Board of Directors wish to place on record its deep sense of appreciation for the committed services by all the employees of the Company. The Board of Directors would also like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, government and regulatory authorities, stock exchanges, customers, vendors, members, debenture holders and debenture trustee during the year under review. And to you, our shareholders, we are deeply grateful for the confidence and faith that you have always placed on us.

For and on behalf of the Board of Directors
De Neers Tools Limited

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

Date: 06.08.2026
Place: New Delhi

ANNEXURE-1

Conservation of Energy, Research and Development, Technology Absorption, Foreign Exchange Earnings and Outgo

[Pursuant to Section 134 (3) (m) read with Rule 8(3) of Companies (Accounts) Rules, 2014]

A. Conservation of Energy

(i)	The steps taken or impact on conservation of energy;	NA
(ii)	The steps taken by the company for utilizing alternate sources of energy;	NA
(iii)	The capital investment on energy conservation Equipment's.	NA

B. Technology absorption

(i)	The efforts made towards technology absorption;	NA
(ii)	The benefits derived like product improvement, cost reduction, product development or import substitution;	NA
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	NA
	(a) The details of technology imported; (b) The year of import; (c) Whether the technology been fully absorbed; (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	NA NA NA NA
(iv)	The expenditure incurred on Research and Development	NA

C. Foreign exchange earnings and Outgo-

(i)	The Foreign Exchange earned in the terms of actual inflows during the year; (Note:- Export includes export to Nepal for Rs. 13,77,753/-)	2,90,93,351
(ii)	Foreign exchange outflow during the year in terms of actual outflow.	9,39,397

**Refer to the relevant Notes to Financial disclosures.*

For and on behalf of the Board of Directors of
De Neers Tools Limited

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

Date: 06.08.2026
Place: New Delhi

MANAGEMENT DISCUSSION AND ANALYSIS

Economic and Industry Overview

The global hand and power tools industry continues to stand at a structural inflection point. The overall global tools market, valued at approximately US$100 billion in 2022, remains on track toward the US$190 billion projection for 2035 — a compound annual growth rate of nearly 6%. Within this, the hand tools segment (US$34 billion in 2022, projected to reach US$60 billion by 2035) and the power tools segment (US$63 billion in 2022, projected to reach US$134 billion by 2035) continue to be propelled by infrastructure development, the growing DIY culture, and industrial automation across emerging economies (Source: NITI Aayog, "Unlocking $25+ Billion Exports: India's Hand & Power Tools Sector," April 2025).

India's domestic hand tools market, valued at approximately US$1.3 billion in 2023, is estimated to have crossed the US$1.5 billion mark during 2025 and remains on track toward the US$2.6 billion projection for 2033 — a compound annual growth rate of approximately 7.2%, continuing to outpace the global average of around 6% and reflecting India's position as the world's fastest-growing major economy (Source: Future Market Insights / CareEdge).

India's public capital expenditure push, a key structural driver for the industrial and infrastructure end-markets our tools serve, continued into FY26. The Union Budget 2025-26 provided for capital expenditure of approximately **₹11.21 lakh crore,** building on the ₹11.11 lakh crore outlay in Budget 2024-25, and continues to be supplemented by initiatives such as **"Make in India"** and the Smart Cities Mission.

Industry Structure and Developments

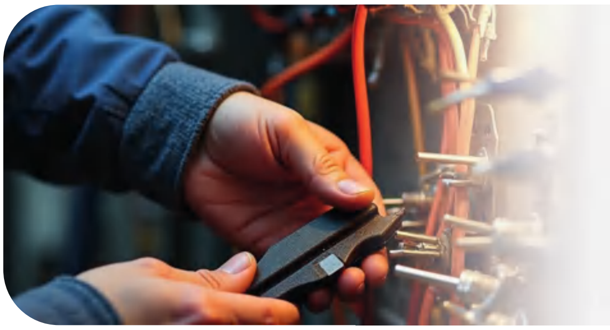
India's hand tools industry continues its structural shift from the **unorganised to the organised segment.** Roughly 80% of the sector remains unorganised, creating continuing headroom for organised, quality-certified players such as the Company to gain share, aided by GST-led formalisation, digital-payment adoption, rising quality consciousness over price sensitivity, and expanding demand from the aviation, heavy engineering, automotive, gardening, woodworking and construction sectors segments predominantly served by the organised sector.

The Shift to Organized

OPPORTUNITIES AND THREATS

Opportunities

- **EV segment penetration:**
Government targets of 30% EV sales penetration by 2030 (30% private vehicles, 70% commercial vehicles, 40% public buses, 80% two-and-three-wheelers) continue to drive demand for VDE-certified insulated tools. During FY26 the Company secured brand approvals from Maruti Suzuki India Ltd. and Hyundai Motor India Ltd. for specialised EV/insulated tools, validating this strategy and supporting its ambition to become India's first indigenous manufacturer of VDE-certified insulated tools.



- **Import substitution:**
Insulated tools remain predominantly China-sourced today; domestically manufactured, IEC 60900/VDE-certified product gives the Company a cost, lead-time and supply-security advantage aligned with the “Make in India” initiative.

- **Middle East expansion:**
DENEERS TOOLS TRADING LLC, Dubai — with a dedicated experience centre and warehouse — completed its first full year of consolidated operations in FY26, positioning the Company as the first Indian hand-tool brand with dedicated, localised Middle East infrastructure and direct connectivity into GCC and African markets.

- **OEM/industrial channel:**
The Company's OEM roster grew to an estimated 13 accounts (FY25: 12; FY26: 66), spanning automotive and industrial clients, reducing intermediary costs and building brand credibility.

- **Omni-channel/D2C:**
Continuing scale-up on Amazon, Flipkart and JioMart supports brand visibility beyond the 350+ dealer network, particularly among younger, digital-first customers.

Threats

• Continued import competition from lower-cost Chinese manufacturers; India is estimated to operate at a 14-17% cost disadvantage on key inputs and logistics.

• Raw material price volatility: the Company's tools use vanadium-alloyed steel at 5-10% above industry-standard content, making steel/vanadium input-cost inflation a direct margin risk.

• Working-capital intensity: inventory and trade receivables both grew materially faster than revenue in FY26, increasing reliance on borrowings and finance costs.

• Currency and cross-border risk associated with the Dubai subsidiary's operations.

• Execution risk in the still-nascent EV insulated-tools manufacturing initiative, which requires new testing/certification infrastructure before it scales.

Segment / Business-wise Performance

Domestic Dealer Network:
the Company's core distribution channel, expanding to an estimated 350+ dealer partners (FY25: 300+) spanning an estimated ~3,080 cities/-towns (FY25: ~2,750), supported by ~50,000 sq. ft. of warehousing across three Delhi locations.

Industrial/OEM Channel:
OEM count grew to an estimated 13 (FY25: 12, FY26: 66), with key accounts including Maruti Suzuki, Hyundai, Havells, Polycab, JBM Group, Eicher-Volvo, Renault and ATS Elgi.

Middle East (Dubai):
DENEERS TOOLS TRADING LLC contributed to a full year of consolidated results in FY26. Consolidated revenue of ₹178.03 crore (+23.0% YoY) grew materially faster than standalone revenue of ₹158.26 crore (+9.2% YoY), and consolidated PAT of ₹25.24 crore (+60.0% YoY) grew far faster than standalone PAT of ₹20.57 crore (+16.7% YoY) — both reflecting the Dubai operation's growing contribution to the Group

D2C Channel:
continued scale-up via Amazon, Flipkart and JioMart.

OUTLOOK

The Company's FY26 performance
standalone EBITDA margin expansion of 216 basis points to 21.28%, and consolidated PAT growth of 60.0% — provides a platform to continue pursuing the Vision 2030 targets of 25% CAGR revenue and profitability growth and 25%+ ROE. Continued investment in EV-insulated tool manufacturing, Middle East scale-up, and deepening OEM relationships are expected to remain the primary growth drivers into FY27, alongside a renewed focus on working-capital discipline given the increase in receivable and inventory days noted below.

Risk & Concern

- Elongation of the working-capital cycle: standalone trade receivables grew 45.1% against revenue growth of only 9.2%, and the Trade Receivables Turnover Ratio declined by approximately 25% year-on-year (Section 9.3) — this warrants Board attention and may reflect extended credit terms to new dealers/OEMs or invoicing skewed toward the year-end.
- Customer/channel concentration inherent in a dealer-led distribution model, exposing the Company to channel-level credit and inventory risk.
- Raw material (steel, vanadium alloy) price volatility.
- Import competition from the unorganised sector and Chinese manufacturers.
- Foreign exchange exposure through the Dubai subsidiary and imported inputs.
- Execution risk on the EV insulated-tools manufacturing build-out, a new, capex- and certification-dependent segment.

Internal Control Systems and their Adequacy

The Company has in place internal financial controls commensurate with the size, scale and nature of its operations, covering the safeguarding of assets, prevention and detection of fraud and error, accuracy and completeness of accounting records, and timely preparation of reliable financial information, as reviewed by the Statutory Auditors in the course of their audit for the year ended 31 March 2026.

Human Resources

The Company continues to view its employees as a key stakeholder group and maintained cordial employee relations through the year. Standalone Employee Benefit Expenses increased from ₹4.08 crore in FY25 to ₹4.96 crore in FY26 (Consolidated: ₹4.38 crore to ₹5.70 crore), in line with the Company's growth and headcount additions across its expanding dealer-support, OEM-servicing and Middle East operations.

DISCUSSION ON FINANCIAL PERFORMANCE

Standalone

Metric	FY25	FY26	Change
Revenue from Operations (₹ cr)	144.92	158.26	+9.2%
EBITDA (₹ cr)	28.35	33.86	+21.5%
EBITDA Margin	19.12%	21.28%	+216 bps
Profit Before Tax (₹ cr)	23.78	28.12	+18.3%
Profit After Tax (₹ cr)	17.63	20.57	+16.7%
PAT Margin	12.17%	13.00%	+83 bps
EPS – Basic (₹)	20.48	23.90	+16.7%
Net Worth (₹ cr)	72.81	93.38	+28.3%
Total Assets (₹ cr)	153.18	195.60	+27.7%

Consolidated

Metric	FY25	FY26	Change
Revenue from Operations (₹ cr)	144.70	178.03	+23.0%
EBITDA (₹ cr)	26.48	38.97	+49.9%
EBITDA Margin	17.85%	21.75%	+390 bps
Profit Before Tax (₹ cr)	21.91	33.23	+51.7%
PAT after Minority Interest (₹ cr)	15.77	25.24	+60.0%
PAT Margin	10.90%	14.18%	+328 bps
EPS – Basic (₹)	18.33	29.32	+59.9%
Net Worth (₹ cr)	70.87	95.30	+34.5%
Total Assets (₹ cr)	162.40	206.59	+27.2%

Details of Significant Changes in Key Financial Ratios (Standalone)

In terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 / Rule 8 of the Companies (Accounts) Rules, 2014, the Company is required to explain any change of 25% or more in a key financial ratio as compared to the immediately preceding financial year. Ratios are computed on a standalone, closing-balance basis.

Ratio	FY25	FY26	% Change
Current Ratio	2.60	2.77	+6.5%
Debt-Equity Ratio	0.75	0.79	+4.1%
Trade Receivables Turnover Ratio	3.95x	3.62x	-24.8%
Trade Payables Turnover Ratio	8.47x	7.91x	-6.1%
Inventory Turnover Ratio	1.58%	1.39x	-20.8%
Interest Coverage Ratio	7.27x	6.65x	-8.5%
Operating (EBITDA) Margin	19.56%	21.39%	+11.3%
Net Profit Margin	12.17%	13.00%	+6.8%
Return on Net Worth	24.21%	22.03%	-9.0%

Explanation for the Trade Receivables Turnover Ratio (the only ratio with a change of 25% or more): Trade receivables grew 45.1% year-on-year to ₹51.71 crore against revenue growth of only 9.2%, causing debtor turnover to slow from 4.07x to 3.06x (receivable days rising from approximately 92 to approximately 119). This is attributed to the expanding dealer and OEM base being extended standard credit terms as they ramp up, and to a higher proportion of billing toward the close of the financial year; the trend is being monitored and is expected to normalize as new accounts mature.

Cautionary Statement

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be “forward-looking statements” within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include raw material availability and prices, changes in Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business, and other incidental factors.

Annexure-3

PARTICULARS OF EMPLOYEES

Particulars pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2025-26:

Name of the Director	Designation	Remuneration	Median Remuneration (MR)	Ratio No. of times to MR
Neeraj Kumar Aggarwal	Managing Director	24,00,000/-	178306/-	1:13.46
Shilpy Aggarwal	Whole-Time Director	24,00,000/-	178306/-	1:13.46
Kanav Gupta	Whole-Time Director & CFO (Upto 01.10.2025)	7,20,000/-	178306/-	1:4.03
Aarti Arora	Independent Director	NIL	-	-
Dhikash	Independent Director	NIL	-	-
Rajesh Gupta	Independent Director (Upto 15.01.2026)	NIL	-	-
Riya Aggarwal	Whole-Time Director (w.e.f. 22.10.2025)	9,00,000	178306/-	1:5.04
Savita Mahajan	Independent Director (w.e.f. 21.03.2026)	NIL	-	-

2. **The percentage Increase in the remuneration of each Director, CFO, CEO and Company Secretary for the financial year 2025-26:**

Name of the Director	Designation	Remuneration	Median Remuneration (MR)	Ratio No. of times to MR
Neeraj Kumar Aggarwal	Managing Director	24,00,000/-	178306/-	1:13.46
Shilpy Aggarwal	Whole-Time Director	24,00,000/-	178306/-	1:13.46
Kanav Gupta	Whole-Time Director & CFO (Upto 01.10.2025)	7,20,000/-	178306/-	1:4.03
Riya Aggarwal	Whole-Time Director (w.e.f. 22.10.2025)	9,00,000/-	178306/-	1:5.04
Bhagyashree Periwal	Company Secretary	2,27,500/-	178306/-	1:1.27
Santosh Mishra	Chief Financial Officer (w.e.f. 22.10.2025)	4,87,500/-	178306/-	1:2.73

3. **Details of top ten employees in terms of remuneration drawn as per Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during the financial year 2025-26:**

S. No	Name	Designation	Remuneration received during the year (in Rs.)	Qualification	Date of commencement of Employment	Exp. (Yrs.)	Age (Yrs.)	Last employment held
1	Neeraj Kumar Aggarwal	Managing Director	24,00,000	Graduate	26/07/2021	33	52	Designated Partner
2	Shilpy Aggarwal	Whole Time Director	24,00,000	Graduate	26/07/2021	13	50	Designated Partner
3	Riya Aggarwal	Whole Time Director	9,00,000	Graduate	22/10/2025	6	24	HR Manager
4	Santosh Kumar Mishra	Chief Finance Officer (CFO)	4,87,500	Graduate	22/10/2025	25	48	Accounts Manager
5	Dinesh Kumar Sharma	Sales Manager	8,61,867	Graduate	26/07/2021	36	61	Sales Executive
6	Pankaj Kumar Singh	Assistant Manager-Sales	7,61,126	Graduate	16/11/2023	16	41	Sales Executive
7	Manoj Kumar	Sales Manager	9,04,292	Diploma in mach. Engineering	26/07/2021	23	51	Deputy Manager Marketing
8	Yogesh Thapa	Store Manager	6,75,000	9^{th} pass out	26/07/2021	25	46	Store Supervisor

9	Devender Singh	Accounts Executive	6,00,000		02/08/2021	19	49	Accountant
10	Vijay Kumar Singh	Accounts Manager	5,54,400	Graduate	01/09/2021	34	55	Senior Accountant

**** Mr. Kanav Gupta, Whole-time Director and CFO, resigned from his positions on 01.10.2025 and his remuneration till such date was 7,20,000**

For and on behalf of the Board of Directors
De Neers Tools Limited

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

Date: 06.08.2026
Place: New Delhi

ANNEXURE-4

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

a)	Name(s) of the related party and nature of relationship	**NIL**
b)	Nature of contracts/arrangements/transactions	
c)	Duration of the contracts / arrangements/transactions	
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions	
f)	date(s) of approval by the Board	
g)	Amount paid as advances, if any:	
h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

2. Details of material contracts or arrangements or transactions at arm's length basis:

De Neers Tools Limited has entered into a contract or arrangement or transaction with its related parties which is at arm's length basis during the financial year 2025-26 are as follows:

Name of related party and the nature of the relationship	Nature of contracts/ arrangements/transactions	Duration of contracts/ arrangements/transactions	Salient Terms of contracts/arrangements/transactions including the value, if any	Date of Approval by the Board, if any	Amount paid as advance, if any
Mr. Kanav Gupta (Whole-time Director & CFO upto 01.10.2025)	1. Loan Taken 2. Loan Repayment 3. Director Remuneration 4. Interest on Loan	As per agreement and as decided by the Board	1. 2,64,02,890 2. 3,26,81,261 3. 6,00,000 4. 63,370	As per agreement	Nil
Mr. Neeraj Kumar Aggarwal (Managing Director)	1. Loan Taken 2. Loan Repayment 3. Director Remuneration 4. Rent 5. Interest on Loan	As per agreement and as decided by the Board	1. 19,44,88,000 2. 11,50,39,000 3. 24,00,000 4. 63,00,000 5. 10,95,010	As per agreement	Nil
Mrs. Shilpy Aggarwal	1. Loan Taken 2. Loan Repayment	As per agreement and as decided by the Board	1. 4,58,29,000 2. 5,65,94,000	As per agreement	Nil

(Whole-time Director)	3. Director Remuneration 4. Rent 5. Interest on Loan		3. 24,00,000 4. 75,00,000 5. 4,64,296		
Ms. Riya Aggarwal (Whole-time Director w.e.f. 22.10.2025)	1. Salary	As per agreement and as decided by the Board	1. 9,00,000	As per agreement	Nil
DN Safety Products Pvt Ltd	1. Sales 2. Purchases 3. Royalty 4. Vehicle Hiring Charges	-	1. 8,75,91,638 2. 1,12,39,772 3. 60,00,000 4. 3,85,000	-	Nil
De Neers Tools Trading LLC	1. Sales		1. 2,24,77,191		
Mahabir Enterprises	1. Sales 2. Purchase		1. 2,72,59,245 2. 2,29,13,513		
Daamaira Home and living Ltd	1. Sales 2. Purchases		1. 39,644 2. 2,40,000		

For and on behalf of the Board of Directors
De Neers Tools Limited

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

Date: 06.08.2026
Place: New Delhi

ANNEXURE- 5

Annual Report on CSR Activities for the Financial Year 2025-26
(Pursuant to Section 135 of the Companies Act read with CSR Rules, 2014)

1. **Brief outline on the CSR Policy of the Company.**

The company gives back to communities and creates value for society by focusing on CSR efforts in areas where the company can have the most impact: Creating an Inclusive Economy, Bridging the Global Skills Gap, and Promoting a Sustainable Environment.

The CSR policy of the Company is broadly framed, and the main objectives of the CSR policy of the Company are as follows:

1. To lay down guidelines to make CSR a key business process for the sustainable development of society;
2. To make a positive contribution to society through high-impact, sustainable programs;
3. To directly/indirectly undertake projects/programs/activities which will enhance the quality of life and economic well-being of society at large;
4. To provide opportunities for its employees, customers and partners to contribute to these efforts through volunteering;
5. To build partnerships and promote innovation through the incubation of ideas and technology to address societal needs.

2. Composition of CSR Committee.

The roles and responsibilities of the CSR committee have been duly discharged by the Board of Directors of the company since the amount of CSR expenditure required to be spent does not exceed Rs. 50 Lakhs.

3. **Provide the web-link where the Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company**.

The details can be found at https://deneerstools.com.

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report) - Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any – Not Applicable

6. **Average net profit of the Company as per section 135(5)**: INR 15,16,49,555

7. (a) Two percent of the average net profit of the Company as per section 135(5): INR 30,32,991

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil

(c) Amount required to be set off for the financial year, if any: Nil

(d) Total CSR obligation for the financial year (7a+7b-7c): INR 30,32,991

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
30,35,500	NA		NA		

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local Area (Yes/No)	Location of the Project		Amount spent in the project (in Rs.)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration Number
1	Supporting of Sports through G Gems International Squash Tournament -2025	Promoting Education and sports	Yes	Mayur Vihar, Phase-1, Delhi		25,000	No	Dhairya Bharat Foundation CSR Registration No.: CSR00075141	
2.	Events for tree plantation, food distribution, pollution controlling, old age senior citizen care, sanitary pads distribution and awareness camp activities	Promoting Of environments and other activities	Yes	Rajendra Nagar, New Delhi,		10,00,000	No	Swachh Paryavaran Trust CSR00039571	
3.	Supporting of Sports, Table Tennis Academy providing for Table Tennis rubbers, Blades and					2,70,500	No	Ghosh Foundation CSR Registration No.: CSR00086169	

	Balls						
4.	Fooding to Backward / poor peoples	Helping of back ward / poor peoples.	No	Meerut (Uttar Pradesh)	17,40,000	No	Sarvhit Vidhut Jan Kalyan Smiti CSR Registration No.: CSR00060599

(d) Amount spent in Administrative Overheads – Nil
(e) Amount spent on Impact Assessment, if applicable - Nil
(f) Total amount spent for the Financial Year (8b+8c+8d+8e) - INR 30,35,500
(g) Excess amount for set off, if any – Nil

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the Company as per section 135(5)	30,32,991
(ii)	Total amount spent for the Financial Year	30,35,500
(iii)	Excess amount spent for the financial year [(ii)-(i)]	2,509
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	**2509**

9. **Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5):** Not Applicable

For and on behalf of the Board of Directors
De Neers Tools Limited

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

Date: 06.08.2026
Place: New Delhi

ANNEXURE-6
FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
DE NEERS TOOLS LIMITED
PNo. 468, Ground Floor, Industrial Area Patparganj,
Delhi, India, 110092

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by DE Neers Tools Limited, having (CIN): L29309DL2021PLC384229 (hereinafter called the Company). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/ statutory compliance and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2026 (audit period) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2026 according to the provisions of:

I. The Companies Act, 2013 (the Act) and the rules made thereunder;
II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the company during the audit period)
V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    1. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    2. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    3. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
    4. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the company during the audit period)
    5. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during the audit period)
    6. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;
    7. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the company during the audit period) and

8. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the company during the audit period)
9. The Securities and Exchange Board of India (Listing and Obligations Disclosure Requirements) 2015.

VI. As informed by the management, there are no sector/industry-specific laws that are specifically applicable to the company.

In respect of the above laws specifically applicable to the Company, we have relied on information /records produced by the Company during the course of our audit on a test-check basis and limited to that extent, the Company has complied with the above laws applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by the Institute of Company Secretaries of India.
(ii) The Listing Agreements entered into by the Company with the National Stock Exchange. Now disclosed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that the Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

We also report that, the compliance by the company of applicable financial laws such as Direct and Indirect Tax Laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by the statutory auditors, tax auditors and designated professionals.

During the period under review, there was no change in the Composition of the Board of Directors.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions at the Board meetings and Committee meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors and committees, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Yours Faithfully
For Shashank Kumar & Associates
(Practicing Company Secretary)

Sd/-
CS Shashank Kumar
C. P. No: 19693 M. No.: A53301
Peer Review: 2617/2022
UDIN: A053301H000892920

Place: Ghaziabad
Date: 20.07.2026

Annexure A

To,
The Members,
DE NEERS TOOLS LIMITED
PNo. 468, Ground Floor, Industrial Area Patparganj,
East Delhi, Delhi, India, 110092

a. Maintenance of the secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
b. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on a test basis to ensure that the correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
c. Further, our audit report is limited to the verification and reporting of the statutory compliances on laws/regulations/guidelines listed in our report, and the same pertain to the Financial Year ended on 31st March, 2026.
d. We have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company.
e. Wherever required, we have obtained the Management representation about the compliance of Laws, Rules and Regulations and the occurrence of events etc.
f. The compliance of the provisions of the Corporate and other applicable Laws, Rules, Regulations and Standards is the responsibility of the Management. Our examination was limited to the verification of procedures on a test basis.
g. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Yours Faithfully
For Shashank Kumar & Associates
(Practicing Company Secretary)

Sd/-
CS Shashank Kumar
C. P. No: 19693 M. No.: A53301
UDIN: A053301H000892920

Place: Ghaziabad
Date: 20.07.2026

Annexure-7

Form AOC- 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries or associate companies or Joint ventures

Part A Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

1. S. No. 1
2. Name of the subsidiary - Deneers Tools Trading L.L.C.
3. The date since when the subsidiary was incorporated - 7th May 2024
4. Reporting period for the subsidiary concerned, if different from the holding company's reporting period

   - 1st April to 31st March
5. Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of

   foreign subsidiaries. UAE Dhiram
6. Share capital - 31,33,793
7. Reserves and surplus - 1,92,26,135
8. Total assets - 10,99,45,694
9. Total Liabilities - 10,99,45,694
10. Investments - NIL
11. Turnover – 19,76,55,155
12. Profit before taxation – 5,10,60,379
13. Provision for taxation – 38,37,453
14. Profit after taxation – 4,72,22,926
15. Proposed Dividend - NIL
16. Extent of shareholding (in percentage) - 100%*

**The company holds 100% stake in the entity; however, as disclosed in the earlier intimations, Mr. Kanav Gupta, (erstwhile Whole-time Director & CFO), is holding 1% stake in the entity on behalf of the company. The necessary transfer procedure is under process as per the applicable regulatory provisions.*

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations
2. Names of subsidiaries which have been liquidated or sold during the year.

Part B Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates or Joint Ventures	Name 1	Name 2	Name 3
1. Latest audited Balance Sheet Date			
2. Date on which the Associate or Joint Venture was associated or acquired			
3. Shares of Associate or Joint Ventures held by the company on the year end			
No.			
Amount of Investment in Associates or Joint Venture			
Extent of Holding (in percentage)			
4. Description of how there is significant influence			
5. Reason why the associate/Joint venture Is not consolidated.			
6. Net worth attributable to shareholding as per latest audited Balance Sheet			
7. Profit or Loss for the year			
i. Considered in Consolidation			
ii. Not Considered in Consolidation			

1. Names of associates or joint ventures which are yet to commence operations - NA
2. Names of associates or joint ventures which have been liquidated or sold during the year - NA

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

For and on behalf of the Board of Directors
De Neers Tools Limited

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

Date: 06.08.2026
Place: New Delhi

GAUTAM SEHGAL & Co.
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To, The Members of De Neers Tools Limited

Report on the Audit of Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of DE Neers Tools Limited**,** which comprises the Balance Sheet as at **31 March 2026** and the Statement of Profit and Loss and the statement of Cash Flow for the year then ended and the Statement of Changes in Equity for the year ended on that date, and notes to standalone financial statement including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2026 and its profit/loss, and its cash flow and the changes in equity for the year ended on that date.

Basis of Opinion

We have conducted our audit in accordance with the standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the standalone financial statement section of our report. We are independent of the company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statement under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flow and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matter related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statement or, if such disclosures are inadequate, to modify our opinion.
- Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statement, including the disclosures, and whether the standalone financial statement represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statement of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we enclose in "**Annexure "A"**, a statement on the matters specified in the paragraph 3 and 4 of the said order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The Balance Sheet and the Statement of Profit and Loss and the Cash Flow Statement and statement of changes in Equity dealt with by this Report are in agreement with the books of account.

   d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e) On the basis of written representations received from the directors as on 31 March, 2026, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2026, from being appointed as a director in terms of Section 164(2) of the Act.

   f) With respect to adequacy of the internal financial control over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in '**Annexure B**'.

   g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit & Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company does not have any pending litigations which would impact its financial position.

      ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

      iv.

         a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

b) The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) of the Companies (Audit and Auditors) Rules, 2014, as provided under (a) and (b) above, contain any material misstatement.

v. The company has not declared any dividend in previous year.

vi. Based on our examination, which included test checks, the Company, in respect of financial years commencing on or after the 1st April 2023, has used accounting software for maintaining its books of account for the financial year ended March 31, 2026, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

vii. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act: In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

*f*or Gautam Sehgal & Co.
Chartered Accountants
FRN : 015736N

Place: New Delhi
Dated : 16th May 2026

Sd/-
Gautam Sehgal
(Partner)
M. No.: 095938
UDIN: 26095938AWRUPA8653

Annexure A to the Independent Auditor' Report to the Members of De Neers Tools Limited dated 16/05/2026

Report on the matters specified in paragraph 3 and 4 of the companies (Auditor's Report) Order, 2020 ("the Order") issued by the central Government of India in terms of section 143(11) of the companies Act, 2013 ("the Act") as referred to in paragraph 1 of 'Report on other Legal and Regulatory Requirements' section.

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) (a) (A) The company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment on the basis of available information.

(B) The Company has no intangible assets. Hence, provision of paragraph 3(i)(a)(B) of the order is not applicable to the company.

(b) The physical verification of property, plant & equipment has done by the management at reasonable intervals and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the company and the nature of its assets.

(c) The Company has not owned any immovable property. Hence, provision of paragraph 3(i)(c) of the order is not applicable to the company.

(d) The company has not revalued its property, plant and equipment including right of use assets or intangible assets or both during the year. Thus, reporting under Paragraph 3(i)(d) of the said order is not applicable to the company.

(e) In our opinion and according to the information and explanation given to us, No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The inventories (except goods-in-transit, which have been received subsequent to the year-end or confirmations have been obtained from the parties), were physically verified during the year by the Management at reasonable intervals. In our opinion and based on information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories / alternate procedures performed as applicable, when compared with the books of account.

(b) The Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, at points of time during the year, from banks on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns or statements comprising stock and book debt statements, filed by the Company with such banks are in agreement with the books of account of the Company except as disclosed in financial statement.

(iii) The company has not made any investments in, nor provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Hence, provision of paragraph 3(iii) of the order is not applicable to the company.

(iv) In our opinion and according to the information and explanation given to us, the company has not given any loan, investment, guarantees and securities as per provisions of section 185 and 186 of the Act. Hence, provision of paragraph 3(iv) of the order is not applicable to the company.

(v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of section 148 of the Act for the Company's activities. Hence, the provisions of paragraph 3(vi) of the Order is not applicable to the company.

(vii) (a) According to the information and explanations given to us, the company is regular in depositing undisputed statutory dues, including Goods and Service tax, Provident Fund, employees' state insurance, Income-tax, Sales Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues as applicable to the Company with the appropriate authorities though there has been a delay in respect of remittance of taxes.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, employees' state insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues in arrears as at March 31, 2026 for a period of more than six months.

(b) According to the records of the Company, there is no such statutory dues as referred in sub-clause (a) which have not been deposited on account of any dispute.

(viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year

(ix) (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year

(b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(c) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, an associate or a joint venture.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or joint ventures or associate companies

(x) (a) The Company has not issued any of its securities (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) We have taken into consideration the whistle blower complaints received by the Company during the year and provided to us, when performing our audit.

(xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.

(xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards

(xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports issued to the Company during the year and covering the period upto March 2026.

(xv) In our opinion during the year the Company has not entered into any noncash transactions with any of its directors or persons connected with such directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) of the Order is not applicable.

(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities. Hence, reporting under clause 3(xvi)(b) of the Order is not applicable.

(c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Hence, reporting under clause 3(xvi)(c) of the Order is not applicable.

(d) The Group has no Core Investment Company (CIC) as part of the Group. Hence, reporting under clause 3(xvi)(d) of the Order is not applicable.

(xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors of the Company during the year.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) According to the information and explanations given to us, the Company does not have any unspent amount in respect of any ongoing or other than ongoing project as at the expiry of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

(xxi) There is no qualifications or adverse remarks in the Companies (Auditor's Report) Order (CARO) reports of the companies. Hence, the provisions of paragraph 3(xxi) of the Order is not applicable to the company

*f*or Gautam Sehgal & Co.
Chartered Accountants
FRN : 015736N

Place: Delhi
Dated : 16th May, 2026

Sd/-
Gautam Sehgal
(Partner)
M. No. : 095938
UDIN: 26095938AWRUPA8653

Annexure B to the Independent Auditor' Report to the Members of De Neers Tools Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 2(f) of 'Report on other Legal and Regulatory Requirements' section

We have audited the internal financial controls over financial reporting of De Neers Tools Limited as on March 31, 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the I.C.A.I and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purpose in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

(a) Pertain to the maintenance of records that, in reasonable details, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(b) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(c) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of an information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2026, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit if Internal Financial Controls Over Financial Reporting issued by The Institute of Chartered Accountants of India".

for Gautam Sehgal & Co.
Chartered Accountants
FRN : 015736N

Place : Delhi
Date :16th May, 2026

Sd/-
Gautam Sehgal
(Partner)
M. No. : 095938
UDIN: 26095938AWRUPA8653

De Neers Tools Limited
(CIN: L29309DL2021PLC384229)
(Address: 468, F.I.E, PATPARGANJ, INDUSTRIAL AREA, NEW DELHI, DELHI-110092)

Balance Sheet as at 31-March-2026

Particulars	Note	31-March-2026	31-March-2025
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share Capital	3	1,860.64	1,860.64
(b) Reserves and Surplus	4	7,477.27	5,420.48
Total		9,337.91	7,281.12
(2) Non-current liabilities			
(a) Long-term Borrowings	5	3,254.46	2,270.22
(b) Other Long-term Liabilities	6	36.00	27.76
Total		3,290.46	2,297.98
(3) Current liabilities			
(a) Short-term Borrowings	7	4,080.62	3,218.61
(b) Trade Payables	8		
- Due to Micro and Small Enterprises		402.78	520.52
- Due to Others		1,570.32	1,025.36
(c) Other Current Liabilities	9	163.37	409.86
(d) Short-term Provisions	10	714.19	564.27
Total		6,931.28	5,738.62
Total Equity and Liabilities		**19,559.65**	**15,317.72**
II. ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment and Intangible Assets			
(i) Property, Plant and Equipment	11	190.33	258.59
(b) Non-current Investments	12	22.50	22.50
(c) Deferred Tax Assets (net)	13	94.70	98.76
(d) Other Non-current Assets	14	32.58	42.33
Total		340.11	422.18

(2) Current assets			
(a) Inventories	15	12,917.48	9,797.81
(b) Trade Receivables	16	5,171.41	3,563.26
(c) Cash and cash equivalents	17	32.26	99.52
(d) Short-term Loans and Advances	18	1,010.66	1,312.42
(e) Other Current Assets	19	87.73	122.53
Total		19,219.54	14,895.54
Total Assets		**19,559.65**	**15,317.72**

See accompanying notes to the financial statements

For Gautam Sehgal & Co.

Chartered Accountants
Firm's Registration No. 015736N
Sd/-

Gautam Sehgal

Partner
Membership No. 095938
UDIN: 26095938AWRUPA8653

For De Neers Tools Limited

Sd/-

Riya Aggarwal

Additional Director
DIN: 09158220
Sd/-

Bhagyashree Periwal

Company Secretary
M No.: A50954

For and on behalf of the Board of De Neers Tools Limited

Sd/-

Neeraj Kumar Aggarwal

Managing Director
DIN: 08058134
Sd/-

Santosh Kumar Mishra

CFO
PAN: AROPM1127B

Place: Delhi
Date: 16/05/2026

De Neers Tools Limited
(CIN: L29309DL2021PLC384229)
(Address: 468, F.I.E, PATPARGANJ, INDUSTRIAL AREA, NEW DELHI, DELHI-110092)

Statement of Profit and loss for the year ended 31-March-2026

(Rs in lakhs)

Particulars	Note	31-March-2026	31-March-2025
Revenue from Operations	20	15,826.21	14,491.86
Other Income	21	19.38	64.30
Total Income		15,845.59	14,556.16
Expenses			
Purchases of Stock in Trade	22	13,925.64	11,622.84
Change in Inventories of work in progress and finished goods	23	- 3,119.67	- 1,229.36
Employee Benefit Expenses	24	495.88	408.19
Finance Costs	25	497.94	379.46
Depreciation and Amortization Expenses	26	75.76	77.08
Other Expenses	27	1,157.67	919.92
Total expenses		13,033.22	12,178.13
Profit/(Loss) before Exceptional and Extraordinary Item and Tax		2,812.37	2,378.03
Exceptional Item		-	-
Profit/(Loss) before Extraordinary Item and Tax		2,812.37	2,378.03
Extraordinary Item		-	-
Profit/(Loss) before Tax		2,812.37	2,378.03
Tax Expenses	28		
- Current Tax		714.14	564.12
- Deferred Tax		4.07	41.20
- Prior Period Taxes		37.27	9.72
Profit/(Loss) after Tax		**2,056.89**	**1,762.99**
Earnings Per Share (Face Value per Share Rs.10 each)			

-Basic (In Rs)	29	23.90	20.48
-Diluted (In Rs)	29	23.90	20.48

See accompanying notes to the financial statements

For Gautam Sehgal & Co.

Chartered Accountants
Firm's Registration No. 015736N
Sd/-

Gautam Sehgal

Partner
Membership No. 095938
UDIN: 26095938AWRUPA8653

For De Neers Tools Limited

Sd/-

Riya Aggarwal

Additional Director
DIN: 09158220
Sd/-

Bhagyashree Periwal

Company Secretary
M No.: A50954

For and on behalf of the Board of De Neers Tools Limited

Sd/-

Neeraj Kumar Aggarwal

Managing Director
DIN: 08058134
Sd/-

Santosh Kumar Mishra

CFO
PAN: AROPM1127B

Place: Delhi
Date: 16/05/2026

De Neers Tools Limited
(CIN: L29309DL2021PLC384229)
(Address: 468, F.I.E, PATPARGANJ, INDUSTRIAL AREA, NEW DELHI, DELHI-110092)

Cash Flow Statement for the year ended 31-March-2026

(Rs in lakhs)

Particulars	Note	31-March-2026	31-March-2025
CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before tax		2,812.37	2,378.03
Profit/(loss) from Discontinuing Operation (after tax)		-	-
Depreciation and Amortisation Expense		75.76	77.08
Provision for tax		-	-
Effect of Exchange Rate Change		-	-
Loss/(Gain) on Sale / Discard of Assets (Net)		-	-7.24
Bad debt, provision for doubtful debts		-	-
Net Loss/(Gain) on Sale of Investments		-	-
Non Cash Expenses		-	-
Dividend Income		-	-
Interest Income		-	-5.96
Finance Costs		497.94	379.46
Operating Profit before working capital changes		3,386.07	2,821.37
Adjustment for:			
Inventories		-3,119.67	-1,229.36
Trade Receivables		-1,608.15	210.69
Loans and Advances		301.76	97.92
Other Current Assets		34.80	158.24
Other Non current Assets		-	-
Trade Payables		427.22	346.51
Other Current Liabilities		-246.49	132.24
Long term Liabilities		8.24	9.00

Short-term Provisions		149.93	-0.03
Long-term Provisions		-	-
Cash (Used in)/Generated from Operations		-666.29	2,546.58
Tax paid(Net)		751.41	627.22
Net Cash (Used in)/Generated from Operating Activities		-1,417.70	1,919.36
CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Property, Plant and Equipment		-7.50	-135.13
Sale of Property, Plant and Equipment		-	8.55
Purchase of Investments Property		-	-
Sale of Investment Property		-	-
Purchase of Equity Instruments		-	-22.50
Proceeds from Sale of Equity Instruments		-	-
Purchase of Mutual Funds		-	-
Proceeds from Sale/Redemption of Mutual Funds		-	-
Purchase of Preference Shares		-	-
Proceeds from Sale/Redemption of Preference Shares		-	-
Purchase of Government or trust securities		-	-
Proceeds from Sale/Redemption of Government or trust securities		-	-
Purchase of debentures or bonds		-	-
Proceeds from Sale/Redemption of debentures or bonds		-	-
Purchase of Other Investments		-	-
Sale / Redemption of Other Investments		-	-
Loans and Advances given		-	-
Proceeds from Loans and Advances		-	-
Investment in Term Deposits		-	-95.72
Maturity of Term Deposits		95.72	-
Movement in other non current assets			

		9.74	25.97
Interest received		-	5.96
Dividend received		-	-
Net Cash (Used in)/Generated from Investing Activities		97.96	- 212.87
CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from Issue of Share Capital		-	- 1,000.00
Buyback of Shares		-	-
Proceeds from Long Term Borrowings		984.24	-
Repayment of Long Term Borrowings		-	- 1,014.33
Proceeds from Short Term Borrowings		862.00	669.38
Repayment of Short Term Borrowings		-	-
Minority Interest Movement		-	-
Dividends Paid (including Dividend Distribution Tax)		-0.10	-0.15
Interest Paid		- 497.94	- 379.46
Net Cash (Used in)/Generated from Financing Activities		1,348.20	- 1,724.56
Net Increase/(Decrease) in Cash and Cash Equivalents		28.46	- 18.07
Opening Balance of Cash and Cash Equivalents		3.80	21.87
Exchange difference of Foreign Currency Cash and Cash equivalents		-	-
Closing Balance of Cash and Cash Equivalents	17	**32.26**	**3.80**

Components of cash and cash equivalents	**31-March-2026**	**31-March-2025**
Cash on hand	3.46	2.47
Cheques, drafts on hand	-	-
Balances with banks in current accounts	28.80	1.33
Bank Deposit having maturity of less than 3 months	-	-
Others	-	-
Cash and cash equivalents as per Cash Flow Statement	**32.26**	**3.80**
Other Bank Balance		

Bank Deposit having maturity of greater than 3 months and less than 12 months	-	95.72
Bank Deposit having maturity of greater than 12 months	-	-
Less: Deposits reclassified to other non current assets	-	-
Cash and bank balance as per Balance Sheet	**32.26**	**99.52**

Note:
The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (AS-3), "Cash Flow Statements".

See accompanying notes to the financial statements

For Gautam Sehgal & Co.

Chartered Accountants
Firm's Registration No. 015736N
Sd/-

Gautam Sehgal

Partner
Membership No. 095938
UDIN: 26095938AWRUPA8653

For De Neers Tools Limited

Sd/-

Riya Aggarwal

Additional Director
DIN: 09158220
Sd/-

Bhagyashree Periwal

Company Secretary
M No.: A50954

For and on behalf of the Board of De Neers Tools Limited

Sd/-

Neeraj Kumar Aggarwal

Managing Director
DIN: 08058134
Sd/-

Santosh Kumar Mishra

CFO
PAN: AROPM1127B

Place: Delhi
Date: 16/05/2026

De Neers Tools Limited
(CIN: L29309DL2021PLC384229)

Notes forming part of the Financial Statements

1. COMPANY INFORMATION

De Neers Tools Limited is a public company domiciled in India and incorporated as on 26/07/2021 with its registered office located at 468, F.I.E, PATPARGANJ, INDUSTRIAL AREA, NEW DELHI, DELHI-110092 under the provisions of the Companies Act, 2013.The Company is engaged in the business of wholesale trading of Hardware Tools.

2. SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Preparation

The Financial Statements of the Company have been prepared and presented in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP'). It comprises the Accounting Standards notified u/s 133 read with section 469 of the Companies Act, 2013. The accounting policies have been framed, keeping in view the fundamental accounting assumptions of Going Concern, Consistency and Accrual, and also the basic considerations of Prudence, Substance over form, and Materiality. Based on the nature of products and the time between acquisition of assets and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities. These financial statements have been prepared on historical cost basis except certain items like Financial Leases and Defined Benefit Plans are measured at fair value.

b. Use of Estimates

"The preparation of financial statements requires the management to make certain estimates and assumptions that affect the amounts reported in the financial statements and notes thereto. The management believes that these estimates and assumptions are reasonable and prudent but the actual results may differ from them. They are reviewed on an on-going basis and any revision to accounting estimates is recognised prospectively in current and future periods. Accounting estimates and assumptions that have a significant effect on the amounts reported in the financial statements include:

(i) Net Realisable value of items of Inventories
(ii) ii) Useful life and Residual value of Property, Plant and Equipment and Intangible Assets
(iii) iii) Defined Benefit obligations
(iv) iv) Deferred Tax asset or liability
(v) v) Provisions for Trade Receivables
(vi) vi) Other Provisions and Contingencies"

c. Property, Plant and Equipment

Property, plant and equipments are initially recognised at cost. Cost includes purchase price, taxes and duties and other costs directly attributable to bringing the asset to the working condition for its intended use. However, cost excludes duties and taxes wherever credit of such duties and taxes is availed. It is thereafter carried at its cost less accumulated depreciation and accumulated impairment losses, if any.

d. Depreciation and amortization

Depreciation is provided under the 'Written-Down Value' method as per the useful life specified in Schedule II to the Companies Act, 2013. Residual values of assets are measured at 5% of their original cost. For assets added or disposed during the year, depreciation is charged on pro-rata basis from the date of addition or till the date of disposal.

The useful life of the Assets has been taken as below;

Type of Assets	Useful Life
Buildings	30 Years
Plant and Equipment	15 Years
Furniture and Fixtures	10 Years
Vehicles	8 Years
Office equipment	5 Years
Computers	3 Years

e. Impairment of assets

At each balance sheet date, the management reviews the carrying amounts of its assets included in each cash generating unit to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset. Reversal of impairment loss is recognised as income in the statement of profit and loss.

f. Investment

Long-term investments and current maturities of long-term investments are stated at cost, less provision for other than temporary diminution in value. Current investments, except for current maturities of long-term investments, comprising investments in mutual funds, government securities and bonds are stated at the lower of cost and fair value.

Gain or loss arising on the sale of investments is computed as a difference between carrying amount and the proceeds from sale, net of any expenses. Such gain or loss is recognised in the Statement of Profit and Loss.

g. Inventories

Goods purchased by the Company are carried at lower of cost and net realisable value. Cost is determined on a "First in First Out" basis. Stores and spare parts are carried at lower of cost and net realisable value.

h. Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

i. evenue recognition

Revenue from the sale of equipment are recognised upon delivery, which is when title passes to the customer. Revenue is reported net of discounts.

Dividend is recorded when the right to receive payment is established. Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

j. **Employee Benefits**

Short-term employee Benefits
Benefits such as salaries, wages and performance incentives are charged to the statement of profit and loss at the actual amounts due in the period in which the employee renders the related service.

Defined Contribution Plans
Payments made to defined contribution plans such as provident and pension fund are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees."

Defined Benefit Plans
All defined benefit plans obligations are determined based on valuations, as at the Balance Sheet date, made by independent actuary using the projected unit credit method. Actuarial gains and losses are recognised immediately in the statement of profit and loss. The fair value of the plan assets is reduced from the gross obligation under the defined benefit plan, to recognise the obligation on net basis."

k. **Foreign currency transactions**

Income and expense in foreign currencies are converted at exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities other than net investments in non-integral foreign operations are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses are recognised in the statement of profit and loss. Exchange difference arising on a monetary item that, in substance, forms part of an enterprise's net investments in a non-integral foreign operation are accumulated in a foreign currency translation reserve.

l. **Taxation**

Current income tax expense comprises taxes on income from operations in India and in foreign jurisdictions. Income taxpayable in India is determined in accordance with the provisions of the Income Tax Act, 1961. Tax expense relating to foreign operations is determined in accordance with tax laws applicable in countries where such operations are domiciled.

Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax after the tax holiday period. Accordingly, MAT is recognised as an asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with it will fructify.

Deferred tax expense or benefit is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and is likely to reverse in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

m. **Earnings Per Shares**

Basic earning per share is computed by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted earning per share is computed by taking into account the weighted average number of equity shares outstanding during the period and the weighted average number of equity shares which would be issued on conversion of all dilutive potential equity shares into equity shares. "

n. Provisions, Contingent liabilities and Contingent assets

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.
As per our report of even date

For Gautam Sehgal & Co.

Chartered Accountants
Firm's Registration No. 015736N
Sd/-

Gautam Sehgal

Partner
Membership No. 095938
UDIN: 26095938AWRUPA8653

For De Neers Tools Limited

Sd/-

Riya Aggarwal

Additional Director
DIN: 09158220
Sd/-

Bhagyashree Periwal

Company Secretary
M No.: A50954

For and on behalf of the Board of De Neers Tools Limited

Sd/-

Neeraj Kumar Aggarwal

Managing Director
DIN: 08058134
Sd/-

Santosh Kumar Mishra

CFO
PAN: AROPM1127B

Place: Delhi
Date: 16/05/2026

De Neers Tools Limited
(CIN: L29309DL2021PLC384229)

Notes forming part of the Financial Statements

3 Share Capital (Rs in lakhs)

Particulars	31-March-2026	31-March-2025
Authorised Share Capital		
Equity Shares, of Rs. 10 each, 10000000 (Previous Year -10000000) Equity Shares	1,000.00	1,000.00
Preference Shares, of Rs. 100 each, 1000000 (Previous Year -1000000) Preference Shares	1,000.00	1,000.00
Issued, Subscribed and Fully Paid up Share Capital		
Equity Shares, of Rs. 10 each, 8606400 (Previous Year -8606400) Equity Shares paid up	860.64	860.64
Preference Shares, of Rs. 100 each, 1000000 (Previous Year -1000000) Preference Shares paid up	1,000.00	1,000.00
Total	**1,860.64**	**1,860.64**

(i) Reconciliation of number of shares

Particulars	31-March-2026		31-March-2025	
Equity Shares	No. of shares	(Rs in lakhs)	No. of shares	(Rs in lakhs)
Opening Balance	8,606,400	860.64	8,606,400	860.64
Issued during the year	-	-	-	-
Deletion	-	-	-	-
Closing balance	**8,606,400**	**860.64**	**8,606,400**	**860.64**

Preference Shares

Particulars	No. of shares	(Rs in lakhs)	No. of shares	(Rs in lakhs)
Opening Balance	1,000,000	1,000.00	2,000,000	2,000.00
Issued during the year	-	-	-	-
Deletion	-	-	1,000,000	1,000.00
Closing balance	**1,000,000**	**1,000.00**	**1,000,000**	**1,000.00**

(ii) Rights, preferences and restrictions attached to shares

Equity Shares: The Company has one class of equity shares. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.
Preference Shares : The Company has one class of 0.01% non convertible preference shares having a par value of Rs. 100 each. NCRCPS shall carry a pre-determined cumulative dividend rate of .01% per annum.The dividend shall be payable, subject to cash flow solvency, in the event the Board declares any dividend for the relevant year and shall be paid to the Investors in priority to other classes of Shares. The Company shall redeem the NRCCPS on or before 20 years from the date of Allotment at par on the Face Value of the preference Share with the approval of the Company and the Shareholder. NCPRS are not entitled to participate in addition to and after payment of preference dividend to participate pari passu in the surplus fund.NCRCPS held by the Investor shall not be entitled to receive surplus assets and profit on winding up which may remain after entire capital has been repaid.Subject to applicable provision of the Companies Act, 2013, the holders of the preference share shall be entitled to receive notice of and vote on all matters that are submitted to the vote of the Shareholders of the Company (including the holders of Equity Shares) in accordance with Section 47 of the Companies Act, 2013.

(iii) Details of Shares held by shareholders holding more than 5% of the aggregate shares in the company

Equity Shares	31-March-2026		31-March-2025	
Name of Shareholder	No. of shares	In %	No. of shares	In %
Neeraj Kumar Aggarwal	1,730,700	20.11%	1,730,700	20.11%
Kanav Gupta	745,200	8.66%	1,338,600	15.55%
Shilpy Aggarwal	1,029,900	11.97%	1,329,900	15.45%
India Equity Fund 1	772,200	8.97%	627,000	7.23%

Preference Shares	31-March-2026		31-March-2025	
Name of Shareholder	No. of shares	In %	No. of shares	In %
MK Goenka Construction P. Ltd.	1,000,000	100.00%	1,000,000	100.00%

(iv) Shares held by Promoters at the end of the year 31-March-2026

Name of Promoter	Class of Shares	No. of Shares	% of total shares	% Change during the year
Neeraj Kumar Aggarwal	Equity Shares	1,730,700	20.11%	
Kanav Gupta	Equity Shares	745,200	8.66%	
Shilpy Aggarwal	Equity Shares	1,029,900	11.97%	

Manoj Gupta	Equity Shares	300	0.01%	
Deepali Gupta	Equity Shares	392,700	4.56%	
Riya Aggarwal	Equity Shares	192,300	2.23%	
Anju Gupta	Equity Shares	300	0.01%	

Shares held by Promoters at the end of the year 31-March-2025

Name of Promoter	Class of Shares	No. of Shares	% of total shares	% Change during the year
Neeraj Kumar Aggarwal	Equity Shares	1,730,700	20.11%	
Kanav Gupta	Equity Shares	1,338,600	15.55%	
Shilpy Aggarwal	Equity Shares	1,329,900	15.45%	
Manoj Gupta	Equity Shares	192,300	2.23%	
Deepali Gupta	Equity Shares	392,700	4.56%	
Riya Aggarwal	Equity Shares	192,300	2.23%	
Anju Gupta	Equity Shares	192,300	2.23%	

Details regarding number and class of shares for the period of five years immediately preceding March 31, 2026
a. The company has not allotted any shares as fully paid-up without payment being received in cash.
b. The company has not alloted any shares as fully paid up bonus shares.
c. The company has not bought back any of its shares.

Other Details regarding issue of shares
There are no shares reserved for issue under options and contracts / commitments for the sale of shares.
There are no securities convertible into equity or preference shares.
There are no calls unpaid on any shares.
There are no forfeited shares.

Dividend
The Company has booked provision for dividend @0.01% on paid up preference share capital for Rs 10,000.

4 **Reserves and Surplus** (Rs in lakhs)

Particulars	31-March-2026	31-March-2025
Securities Premium		
Opening		

Balance	2,071.52	2,071.52
Closing Balance	2,071.52	2,071.52
Statement of Profit and loss		
Balance at the beginning of the year	3,348.96	1,586.12
Add: Profit/(loss) during the year	2,056.89	1,762.99
Less: Appropriation Dividend on Preference Shares	0.10	0.15
Balance at the end of the year	5,405.75	3,348.96
Total	**7,477.27**	**5,420.48**

5 Long term borrowings (Rs in lakhs)

Particulars	31-March-2026	31-March-2025
Secured Term loans from banks	1,337.67	894.81
Unsecured Term loans from other parties	813.73	896.00
Unsecured Loans and advances from related parties	1,103.06	479.41
Total	**3,254.46**	**2,270.22**

6 Other Long term liabilities (Rs in lakhs)

Particulars	31-March-2026	31-March-2025
Provision for Gratuity	35.95	27.35
Secutiry Deposits	0.05	0.41
Total	**36.00**	**27.76**

7 Short term borrowings (Rs in lakhs)

Particulars	31-March-2026	31-March-2025
Current maturities of long-		

term debt	342.80	45.60
Secured Loans repayable on demand from banks	3,737.82	3,173.01
Total	**4,080.62**	**3,218.61**

8 Trade payables (Rs in lakhs)

Particulars	31-March-2026	31-March-2025
Due to Micro and Small Enterprises	402.78	520.52
Due to others	1,570.32	1,025.36
Total	**1,973.10**	**1,545.88**

8.1 Trade Payable ageing schedule as at 31-March-2026 (Rs in lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	398.97	3.80	-	-	402.78
Others	1,570.32	-	-	-	1,570.32
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
Sub total					**1,973.10**
MSME - Undue					-
Others - Undue					-
Total					**1,973.10**

8.2Trade Payable ageing schedule as at 31-March-2025 (Rs in lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	518.86	1.66	-	-	520.52
Others					

	1,025.17	0.19	-	-	1,025.36
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
Sub total					1,545.88
MSME - Undue					-
Others - Undue					-
Total					**1,545.88**

9. Other current liabilities (Rs in lakhs)

Particulars	**31-March-2026**	**31-March-2025**
Advances from customers	69.69	320.50
EPF Payable	4.12	3.41
ESI Payable	0.54	0.41
Gratuity Payable	0.66	0.08
GST Payable	0.43	8.22
Imprest Account	1.31	0.50
Payable for Expenses	77.18	68.68
TCS Payable	-	0.81
TDS Payable	9.44	7.25
Total	**163.37**	**409.86**

10. Short term provisions (Rs in lakhs)

Particulars	**31-March-2026**	**31-March-2025**
Provision for income tax	714.14	564.12
Provision for Dividend	0.05	0.15
Total		

	714.19	**564.27**

De Neers Tools Limited
(CIN: L29309DL2021PLC384229)

Notes forming part of the Financial Statements

(i) Property, Plant and Equipment (Rs in lakhs)

Particulars	Computers	Furniture & Fittings	Plant & Machinery	Motor Cars	Motor Cycle	Office Equipments	Total
Gross Block							
As at 01-Apr-25	15.32	117.30	44.93	303.12	1.73	71.04	**553.45**
Additions during the year	0.65	-	0.85	-	-	6.00	**7.50**
Deductions	-	-	-	-	-	-	**-**
As at 31-Mar-26	15.98	117.30	45.78	303.12	1.73	77.04	**560.96**
Depreciation							
As at 01-Apr-25	13.30	19.41	17.02	192.92	0.40	51.80	**294.86**
Depreciation for the year	1.13	25.34	5.09	34.42	0.34	9.44	**75.76**
Deductions	-	-	-	-	-	-	**-**
As at 31-Mar-26	14.43	44.76	22.11	227.33	0.75	61.24	**370.62**
Net Block							
As at 31-Mar-26	1.54	72.55	23.67	75.79	0.98	15.80	**190.33**
As at 31-Mar-25	2.02	97.89	27.91	110.21	1.32	19.24	**258.59**

De Neers Tools Limited
(CIN: L29309DL2021PLC384229)

Notes forming part of the Financial Statements

12 Non current investments

(Rs in lakhs)

Particulars	31-March-2026	31-March-2025
Unquoted Trade Investments in Equity Instruments	22.50	22.50
Total	**22.50**	**22.50**

12.1 Details of Investments

(Rs in lakhs)

Name of Entity	No of Shares	31-March-2026	No of Shares	31-March-2025
De Neers Tolls Trading LLC	297	22.50	297	22.50

13 Deferred tax assets net

(Rs in lakhs)

Particulars	31-March-2026	31-March-2025
Deferred Tax Assets	94.70	98.76
Total	**94.70**	**98.76**

14 Other non current assets

(Rs in lakhs)

Particulars	31-March-2026	31-March-2025
Security Deposits	32.58	42.33
Total	**32.58**	**42.33**

15 Inventories

(Rs in lakhs)

Particulars	31-March-2026	31-March-2025
Stock-in-trade	12,917.48	9,797.81
Total	**12,917.48**	**9,797.81**

16 Trade receivables

(Rs in lakhs)

Particulars	31-March-2026	31-March-2025
Unsecured considered good	5,171.41	3,563.26
Total	**5,171.41**	**3,563.26**

16.1 Trade Receivables ageing schedule as at 31-March-2026

(Rs in lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables- considered good	4,984.19	187.22	-	-	-	5,171.41
Undisputed Trade Receivables- considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Sub total						**5,171.41**
Undue - considered good						-
Total						**5,171.41**

16.2 Trade Receivables ageing schedule as at 31-March-2025

(Rs in lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables- considered good	3,404.99	158.27	-	-	-	3,563.26
Undisputed Trade Receivables- considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered	-	-	-	-	-	-

doubtful						
Sub total						**3,563.26**
Undue - considered good						
Total						**3,563.26**

17 Cash and cash equivalents (Rs in lakhs)

Particulars	31-March-2026	31-March-2025
Cash on hand	3.46	2.47
Balances with banks in current accounts	28.80	1.33
Cash and cash equivalents - total	32.26	3.80
Other Bank Balances		
Deposits with original maturity for more than 3 months but less than 12 months	-	95.72
Total	**32.26**	**99.52**

18 Short term loans and advances (Rs in lakhs)

Particulars	31-March-2026	31-March-2025
Advances to suppliers	933.93	980.35
Advance Income Tax	70.78	323.00
Prepaid Expenses	5.95	9.07
Total	**1,010.66**	**1,312.42**

19 Other current assets

(Rs in lakhs)

Particulars	31-March-2026	31-March-2025
GST Receivable	75.59	117.92
Other Recoverable	3.17	0.46
TCS Receivable	0.01	0.43
TDS Receivable	8.96	3.72
Total	**87.73**	**122.53**

20 Revenue from operations

(Rs in lakhs)

Particulars	31-March-2026	31-March-2025
Sale of products	15,535.28	14,268.72
Export Sales	290.93	223.14
Total	**15,826.21**	**14,491.86**

21 Other Income

(Rs in lakhs)

Particulars	31-March-2026	31-March-2025
Interest Income	2.77	5.96
Credit Balance Written Off	-	44.69
Duty Drawback	4.65	1.67
Exchange Fluctuation	11.96	4.40
Profit on sale of Assets	-	7.24
Rounded Off	-	0.34
Total	**19.38**	**64.30**

22 Purchases of stock in trade

(Rs in lakhs)

Particulars	31-March-2026	31-March-2025
Purchases of goods	13,916.64	11,616.08
Import Purchase	9.00	6.76
Total	**13,925.64**	**11,622.84**

23 Change in Inventories of work in progress and finished goods

(Rs in lakhs)

Particulars	31-March-2026	31-March-2025
Opening Inventories		
Stock-in-trade	9,797.81	8,568.45
Less: Closing Inventories		
Stock-in-trade	12,917.48	9,797.81
Total	**-3,119.67**	**-1,229.36**

24 Employee benefit expenses

(Rs in lakhs)

Particulars	31-March-2026	31-March-2025
Salaries and wages	339.91	280.41
Contribution to provident and other funds	28.20	17.68
Staff welfare expenses	17.06	5.13
Bonus Paid	23.67	19.49
City Compensation Allowances	1.97	9.01
Director's Remuneration	61.80	57.60
Ex Gratia Expenses	7.54	2.64
Gratuity Paid	9.19	8.85
Incentive to Staff	0.26	3.06

LEAVE ENCASHMENT A/C	5.06	4.32
PF & ESI Expense	1.22	-
Total	**495.88**	**408.19**

Defined Contribution Plan (Rs in lakhs)

Particulars	**31-March-2026**	**31-March-2025**
Employers Contribution to Provident Fund	23.53	16.18
Employers Contribution to Employee State Insurance	4.66	2.75

Defined Benefit Plan

Changes in the present value of the defined benefit obligation (Rs in lakhs)

Particulars	**31-March-2026**	**31-March-2025**
Defined Benefit Obligation at beginning of the year	27.43	18.57
Current Service Cost	9.77	8.94
Interest Cost	1.92	1.34
Actuarial (Gain) / Loss	-6.67	-1.42
Past Service Cost	4.17	
Defined Benefit Obligation at year end	**36.62**	**27.43**

Fair value of plan assets as at the end of the year	**-**	**-**

Reconciliation of present value of defined benefit obligation and fair value of assets (Rs in lakhs)

Particulars	**31-March-2026**	**31-March-2025**
Present value obligation as at the end of the year	36.62	27.43
Funded status/(deficit) or Unfunded net liability	-36.62	-27.43
Amount classified as:		
Short term provision	0.67	0.08
Long term provision	35.95	27.35

Expenses recognized in Profit and Loss Account

(Rs in lakhs)

Particulars	31-March-2026	31-March-2025
Current service cost	9.77	8.94
Interest cost	1.92	1.34
Past Service Cost	4.17	
Net actuarial loss/(gain) recognized during the year	-6.67	-1.42
Total expense recognised in Profit and Loss	**9.19**	**8.86**

Actuarial assumptions

Particulars	31-March-2026	31-March-2025
Discount Rate	7.78%	6.99%
Expected Rate of increase in Compensation Level	6.00%	6.00%
Expected Rate of return on Plan assets	-	-
Mortality Rate	100% of IALM (2012-14)	100% of IALM (2012-14)
Average Attained Age	60	60
Withdrawal Rate	5.00%	5.00%

General Description of the Plan

The Entity operates gratuity plan through a trust wherein every employee is entitled to the benefit equivalent to fifteen days salary last drawn for each completed year of service. The same is payable on termination of service or retirement, whichever is earlier. The benefit vests after five years of continuous service. In case of some employees, the Entity's scheme is more favourable as compared to the obligation under Payment of Gratuity Act, 1972.

25 Finance costs

(Rs in lakhs)

Particulars	31-March-2026	31-March-2025
Loan Insurance Charges	20.34	-
Interest on Loan	233.72	169.20
Interest on O/D	240.49	204.46
Processing Fees	3.39	5.80
Total	**497.94**	**379.46**

26 Depreciation and amortization expenses

(Rs in lakhs)

Particulars	31-March-2026	31-March-2025
Depreciation on property, plant and equipment	75.76	77.08
Total	**75.76**	**77.08**

27 Other expenses

(Rs in lakhs)

Particulars	31-March-2026	31-March-2025
Auditors' Remuneration	7.80	6.00
Administrative Expenses	-	0.67
Advertisement	15.99	57.75
Commission	78.09	85.46
Conveyance expenses	0.14	0.22
Freight Inward	0.08	4.06
Total continued	**102.10**	**154.16**

Other expenses

(Rs in lakhs)

Particulars	31-March-2026	31-March-2025
Total continued from previous page	102.10	154.16
Freight outward	114.03	78.08
Insurance	12.60	8.54
Power and fuel	14.06	17.42
Professional fees	73.19	33.37
Rent	246.63	178.32
Repairs others	0.04	0.93
Rates and taxes		

	93.18	3.62
Other Business Administrative Expenses	19.50	10.75
Telephone expenses	1.02	1.42
Travelling Expenses	68.99	47.19
Miscellaneous expenses	2.52	0.76
Bank Charges	5.16	4.62
Business Promotion Expenses	41.20	67.63
CSR Expenses	30.36	19.01
Custom Duty	1.97	1.05
Director's Sitting Fees	0.57	0.70
Discount	107.27	107.52
E Sale Expenses	1.93	2.40
Festival Expenses	0.02	0.10
GST Reversed	0.31	8.77
Import Expenses	0.21	0.99
Internet Expenses	2.57	1.59
Licence Fees	0.08	-
Logistics Expenses	14.79	15.56
Membership Fees	0.58	0.27
Packing Material Expenses	87.98	80.02
Postage Expenses	4.47	8.23
Printing & Stationery Expenses	9.09	10.28
Rebate & Dicount	6.73	0.72
Repair & Maintenance	19.54	20.22
Round Off	0.25	-
Trade Marks	-	0.49
Turnover Discount	74.73	35.19

Total	1,157.67	919.92

28 Tax Expenses

(Rs in lakhs)

Particulars	31-March-2026	31-March-2025
Current Tax	714.14	564.12
Deferred Tax	4.07	41.20
Prior Period Taxes	37.27	9.72
Total	**755.48**	**615.04**

De Neers Tools Limited
(CIN: L29309DL2021PLC384229)

Notes forming part of the Financial Statements

29 Earning per share

Particulars	31-March-2026	31-March-2025
Profit for the year (Rs in lakhs)	2,056.89	1,762.97
Less: Dividend on Preference Shares (Rs in lakhs)	0.10	0.15
Profit attributable to equity shareholders (Rs in lakhs)	2,056.79	1,762.82
Weighted average number of Equity Shares	8,606,400	8,606,400
Earnings per share basic (Rs)	23.90	20.48
Earnings per share diluted (Rs)	23.90	20.48
Face value per equity share (Rs)	10	10

30 Contingent Liabilities and Commitments

(Rs in lakhs)

Particulars	31-March-2026	31-March-2025
Claims against the Company not acknowledged as debt		
- Income tax demands	-	-
- Indirect tax demands	-	-
Total	**-**	**-**

31 Earnings in Foreign Currencies

(Rs in lakhs)

Particulars	31-March-2026	31-March-2025
Export of Goods calculated on FOB basis	290.93	223.14
Total	**290.93**	**223.14**

*Export includes export to Nepal for Rs. 13,77,753 (Previous Year Rs. 15,24,209).

32 Expenditure made in Foreign Currencies

(Rs in lakhs)

Particulars	31-March-2026	31-March-2025
VDE Certification Charges	0.39	4.03
Total	**0.39**	**4.03**

33 Value of Import on CIF basis

(Rs in lakhs)

Particulars	31-March-2026	31-March-2025
Goods	9.00	6.88
Total	**9.00**	**6.88**

34 Related Party Disclosure

(i) List of Related Parties	Relationship
Neeraj Kumar Aggarwal	Managing Director
Shilpy Aggarwal	Whole time Director
Deepali Gupta	Director's Relative
Riya Aggarwal	Director's Relative & Additional Director Appointed on 22/10/2025
Aarti Arora	Independent Director
Rajesh Gupta	Independent Director (resigned on 15.01.2026)
Dhikash	Independent Director
Mahabir Enterprises	Director's Relative firm
DN Safety Products P Ltd	Director's relative is director in company
Deneers Tools Trading LLC	Subsidiary
Daamaria Home and Living Limited	Director's relative is director in company
Savita Mahajan	Additional Independent Director Appointed on 31/03/2026
Kanav Gupta	CFO & Whole time Director(Resigned on 01/10/2025)

(ii) Related Party Transactions

(Rs in lakhs)

Particulars	Relationship	31-March-2026	31-March-2025
Remuneration			
- Kanav Gupta	CFO & Whole time Director(Resigned on 01/10/2025)	6.00	13.20
- Neeraj Kumar Aggarwal	Managing Director	24.00	24.00
- Shilpy Aggarwal	Whole time Director	24.00	20.40
- Riya Aggarwal	Director's Relative & Additional Director Appointed on 22/10/2025	9.00	-
Rent			
- Neeraj Kumar Aggarwal	Managing Director	63.00	18.00
- Shilpy Aggarwal	Whole time Director	75.00	30.00
Interest			
- Shilpy Aggarwal	Whole time Director	4.64	15.08
- Kanav Gupta	CFO & Whole time Director(Resigned on 01/10/2025)	0.63	11.08
- Neeraj Kumar Aggarwal	Managing Director	10.95	43.57
Loan Taken			

- Neeraj Kumar Aggarwal	Managing Director	1,944.48	679.70
- Shilpy Aggarwal	Whole time Director	458.29	460.60
- Kanav Gupta	CFO & Whole time Director(Resigned on 01/10/2025)	264.03	225.53
Loan Repayment			
- Neeraj Kumar Aggarwal	Managing Director	1,150.39	1,814.53
- Shilpy Aggarwal	Whole time Director	565.94	580.14
- Kanav Gupta	CFO & Whole time Director(Resigned on 01/10/2025)	326.81	1,077.47
Reimbursement of Exp.			
- Neeraj Kumar Aggarwal	Managing Director	-	0.07

Continued to next page

Related Party Transactions (Rs in lakhs)

Particulars	Relationship	31-March-2026	31-March-2025
Continued from previous page			
Royalty			
- DN Safety Products P Ltd	Director's relative is director in company	60.00	-
Bonus			
- Deepali Gupta	Director's Relative	-	1.35
- Riya Aggarwal	Director's Relative & Additional Director Appointed on 22/10/2025	-	1.35
Salary			
- Deepali Gupta	Director's Relative	-	16.20
- Riya Aggarwal	Director's Relative & Additional Director Appointed on 22/10/2025	9.00	16.20
Sitting Fees			
- Aarti Arora	Independent Director	0.22	0.25
- Rajesh Gupta	Independent Director (resigned on 15.01.2026)	0.12	0.20
- Dhikash	Independent Director	0.19	0.25
- Savita Mahajan	Additional Independent Director Appointed on 31/03/2026	0.05	-
Vehicle Hiring Charges			
- DN Safety Products P Ltd	Director's relative is director in company	3.85	-
Sales			
- DN Safety Products P Ltd	Director's relative is director in company		

		875.92	112.95
- Deneers Tools Trading LLC	Subsidiary	224.77	164.73
- Daamaria Home and Living Limited	Director's relative is director in company	0.40	278.44
- Mahabir Enterprises	Director's Relative firm	272.59	-
Purchases			
- DN Safety Products P Ltd	Director's relative is director in company	112.40	-
- Daamaria Home and Living Limited	Director's relative is director in company	2.40	-
- Mahabir Enterprises	Director's Relative firm	229.14	-

(iii) Related Party Balances

(Rs in lakhs)

Particulars	Relationship	31-March-2026	31-March-2025
Unsecured Loans			
- Kanav Gupta	CFO & Whole time Director(Resigned on 01/10/2025)	-	62.78
- Neeraj Kumar Aggarwal	Managing Director	982.90	188.88
- Shilpy Aggarwal	Whole time Director	120.17	227.82
Ineterst Payable			
- Kanav Gupta	CFO & Whole time Director(Resigned on 01/10/2025)	-	0.37
- Neeraj Kumar Aggarwal	Managing Director	5.48	3.94
- Shilpy Aggarwal	Whole time Director	2.44	3.01
Salary Payable			
- Kanav Gupta	CFO & Whole time Director(Resigned on 01/10/2025)	-	2.03
- Neeraj Kumar Aggarwal	Managing Director	1.30	1.37
- Shilpy Aggarwal	Whole time Director	1.20	0.80
- Deepali Gupta	Director's Relative	-	3.48
- Riya Aggarwal	Director's Relative & Additional Director Appointed on 22/10/2025	1.30	1.90
Director Sitting Fees Payable			
- Aarti Arora	Independent Director	0.22	0.23
- Rajesh Gupta	Independent Director (resigned on 15.01.2026)	0.12	0.18
- Dhikash	Independent Director	0.19	0.23
- Savita Mahajan	Additional Independent Director Appointed on		

Continued to next page	31/03/2026	0.05	-

Related Party Balances (Rs in lakhs)

Particulars	Relationship	31-March-2026	31-March-2025
Continued from previous page			
Imprest			
- Neeraj Kumar Aggarwal	Managing Director	0.19	0.07
- Kanav Gupta	CFO & Whole time Director(Resigned on 01/10/2025)	-	0.35
Advances from customer			
- Daamaria Home and Living Limited	Director's relative is director in company	-	139.53
Trade Receivables			
- DN Safety Products P Ltd	Director's relative is director in company	-	50.41
- Deneers Tools Trading LLC	Subsidiary	-	169.26
Rent			
- Shilpy Aggarwal	Whole time Director	0.01	-
Trade Payable			
- DN Safety Products P Ltd	Director's relative is director in company	4.19	-

35 Security of Current Assets Against Borrowings

Reconciliation between Current Assets as per Quarterly statement filed with Bank and Current Asset as per Books of Account (Rs in lakhs)

Quarter	Name of the Bank	Particulars of Securities provided	Amount as per books of account	Amount as reported in the quarterly statement	Amount of difference	Reason for material discrepancies
Q1, FY2025-26	HDFC Bank	Stock	10,377.83	10,333.92	43.90	On account of mistake in compiling and reconciling the data at
Q1, FY2025-26	HDFC Bank	Trade Payable	1,247.64	1,238.52	9.12	
Q1, FY2025-26	HDFC Bank	Trade Receivable	3,959.26	3,667.21	292.05	
Q2, FY2025-26	HDFC Bank	Stock	11,429.72	11,407.57	22.16	
Q2,	HDFC Bank	Trade				

FY2025-26		Payable	1,196.04	1,275.04	-79.00	the time of preparation of stock statement
Q2, FY2025-26	HDFC Bank	Trade Receivable	3,931.44	3,945.07	-13.63	
Q3, FY2025-26	HDFC Bank	Stock	11,768.38	11,721.36	47.02	
Q3, FY2025-26	HDFC Bank	Trade Payable	1,712.99	1,714.10	-1.11	
Q3, FY2025-26	HDFC Bank	Trade Receivable	4,144.87	4,076.74	68.13	
Q4, FY2025-26	HDFC Bank	Stock	12,917.48	12,899.97	17.52	
Q4, FY2025-26	HDFC Bank	Trade Payable	1,911.68	1,907.02	4.66	
Q4, FY2025-26	HDFC Bank	Trade Receivable	5,171.41	5,204.59	-33.18	

36 Ratio Analysis

Particulars	Numerator/Denominator	31-March-2026	31-March-2025	Change in %
(a) Current Ratio	Current Assets Current Liabilities	2.77	2.60	6.83%
(b) Debt-Equity Ratio	Total Debts Shareholder's Equity	0.79	0.75	4.20%
(c) Debt Service Coverage Ratio	Earning available for Debt Service Debt Service	609,042.68	657,090.43	-7.31%
(d) Return on Equity Ratio	Profit after tax-Preference Dividend Average Shareholder's Equity	24.75%	25.55%	-3.12%
(e) Inventory turnover ratio	Total Turnover Average Inventories	1.39	1.58	-11.70%
(f) Trade receivables turnover ratio	Total Turnover Average Trade Receivable	3.62	3.95	-8.26%
(g) Trade payables turnover ratio	Total Purchases Average Trade Payable	7.91	8.47	-6.53%
(h) Net capital turnover ratio	Total Turnover Closing Working	1.29	1.58	-18.62%

	Capital			
(i) Net profit ratio	Net Profit / Total Turnover	13.00%	12.17%	6.84%
(j) Return on Capital employed	Earning before interest and taxes / Capital Employed	19.85%	21.59%	-8.05%
(k) Return on investment	Return on Investment / Total Investment	0.00%	0.00%	

Note:

i. Earning available for Debt Service = Net Profit before taxes + Non-cash operating expenses + Interest + other exceptional item

ii. Debt service = Interest & Lease Payments + Principal Repayments

iii. Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability

37 CSR Expenditure

(Rs in lakhs)

Particulars	31-March-2026	31-March-2025
Amount required to be spent by the company during the year	30.33	18.98
Amount of expenditure incurred	30.36	19.01
Shortfall at the end of the year	-0.03	-0.03

38 Other Statutory Disclosures as per the Companies Act, 2013

Disclosure requirements as notified by MCA pursuant to amended Schedule III:

- The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- The Company does not have any Benami Property under Prohibition of Benami Property Transactions Act, 1988.
- The Company has not been declared a wilful defaulter by any lender who has powers to declare a company as a wilful defaulter.
- The Company has no Scheme of Arrangement approved by the competent authority specified under Section 230 to 237 of the Companies Act, 2013.
- Previous Period figures have been re-grouped / re-classified, wherever necessary, to make them comparable with Current Period's classification.
- The company has only one reportable business segment which is wholesale trading of hardware tools. The entire operations are governed by the same set of risks and return hence have been considered as representing a single segment. The said treatment is in accordance with the guiding principles enunciated in the Accounting Standards Segment Reporting AS 17.
- The Company has not recognised any loss on impairment in respect of assets of the Company as is required in terms of Accounting Standard 28 on 'Impairment of Assets', since in the opinion of the management of the

Company, the reduction in value of any asset if any, to the extent required, has already been provided for in the books.

- Debit and credit balances of trade payables, trade receivables, loans and advances to the extent not confirmed are subject to confirmation and reconciliation with the parties as at March 31, 2026.
- As per the requirement of Schedule III, the Board of Directors have considered the values of all assets of the Company other than fixed assets, and have come to a conclusion that these have a value on realisation in the ordinary course of business which is not less than the value at which they are stated in the balance sheet.
- Past years TDS, TCS have been adjusted in the books. The same has been adjusted as per the various Assesment Orders. The amount to be recovered from the Income Tax Authority has been shown under the head 'Loans and Advances'.
- The Company has used the borrowings from banks and financial institutions for the specific purpose for which it was obtained.
- The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017."
- The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall :
  a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or
  b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

- The Company has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall :
  a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or
  b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

- The company has not owned any immovable property as at balance sheet date.
- The company has not revalued its Property, Plant and Equipment during the year.
- The company has not given any Loans or Advances to its promoters, directors or related parties.
- The company has availed discounting of purchase bills facility from SG Finserve Limited, a listed registered NBFC which has been shown as Unsecured Loan from other than related parties in the audited financials.
- The financial results of the company has been reviewed and recommended by the audit committee and approved by the board of directors in their meeting held on 16/05/2026.
- As per the Ministry of Corporate Affairs Notification dated February 16, 2015, Companies whose securities are listed on SME Exchange as referred to in Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 [ICDR, 2009] are exempted from the compulsory requirement of adoption of Ind AS.
- The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period
- The Company has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- No Investor Complaints pending at beginning of the Period and no complaint were received during the Period and pending for disposal at the end of the Period."

For Gautam Sehgal & Co.

Chartered Accountants
Firm's Registration No. 015736N
Sd/-

Gautam Sehgal

Partner
Membership No. 095938
UDIN: 26095938AWRUPA8653

For De Neers Tools Limited

Sd/-

Riya Aggarwal

Additional Director
DIN: 09158220
Sd/-

Bhagyashree Periwal

Company Secretary
M No.: A50954

For and on behalf of the Board of De Neers Tools Limited

Sd/-

Neeraj Kumar Aggarwal

Managing Director
DIN: 08058134
Sd/-

Santosh Kumar Mishra

CFO
PAN: AROPM1127B

Place: Delhi
Date: 16/05/2026

GAUTAM SEHGAL & Co.
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To, The Members of De Neers Tools Limited

Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **DE Neers Tools Limited,** and its Subsidiaries; Deneers Tools Trading LLC, together referred to as **"the Group"**, which comprises the Consolidated Balance Sheet as at **31 March 2026** and the Consolidated Statement of Profit and Loss and the Consolidated Statement of Cash Flow for the year then ended and the consolidated change in Equity and notes to Consolidated financial statement including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Group as at 31st March 2026 and its consolidated profit/loss, and its consolidated cash flow and their consolidated changes in equity for the year ended on that date.

Basis of Opinion

We have conducted our audit in accordance with the standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statement under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements
The Holding Comopay's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated cash flow and consolidated change in equity of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation

of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
In preparing the consolidated financial statements, the Board of Directors is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matter related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the group or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements
Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the group has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of foreign subsidiary company whose financial statements reflect total assets of Rs. 1322.93 Lacs as at 31st March, 2026, total revenues of Rs. 2201.54 Lacs and net cash inflows amounting to Rs. 54.07 Lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the reports of the other auditors.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above maters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we enclose in "**Annexure "A"**, a statement on the matters specified in the paragraph 3 and 4 of the said order, to the extent applicable.

2. As required by section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   b) In our opinion proper books of account as required by law have been kept by the Group so far as it appears from our examination of those books.

   c) The Consolidated Balance Sheet and the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

   d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e) On the basis of written representations received from the directors of parent company as on 31 March, 2026, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2026, from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to adequacy of the internal financial control over financial reporting of the group and the operating effectiveness of such controls, refer to our separate report in '**Annexure B**'.

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit & Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Group does not have any pending litigations which would impact its financial position.

ii. The Group did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group.

iv.

a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

b) The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Group from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) of the Companies (Audit and Auditors) Rules, 2014, as provided under (a) and (b) above, contain any material misstatement.

v. The group has not declared any dividend in previous year.

vi. Based on our examination, which included test checks, the Holding Company, has used accounting software for maintaining its books of account for the financial year ended March 31, 2026, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

The foreign subsidiary did not maintain recording audit trail (edit log) facility during the financial year ended March 31, 2026.

vii. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act: In our opinion and according to the information and explanations given to us, the remuneration paid by the Group to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

*f*or Gautam Sehgal & Co.
Chartered Accountants
FRN : 015736N

Place: New Delhi
Dated : 16th May, 2026

Sd/-
Gautam Sehgal
(Partner)
M. No. : 095938
UDIN: 26095938AWRUPA8653

Annexure A to the Independent Auditor' Report to the Members of De Neers Tools Limited dated 16th May 2026

Referred to in paragraph 1 of 'Report on other Legal and Regulatory Requirements' section.

With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of respective companies included in the Consolidated Financial Statements, to which reporting under CARO is applicable, as provided to us by the Management of the Parent, we report that in respect of those companies where audits have been completed under Section 143 of the Act, there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said companies included in the Consolidated Financial Statements.

*f*or Gautam Sehgal & Co.
Chartered Accountants
FRN : 015736N

Sd/-
Gautam Sehgal
(Partner)
M. No. : 095938
UDIN: 26095938AWRUPA8653

Place: Delhi
Dated : 16th May, 2026

DE NEERS TOOLS LIMITED

Annexure B to the Independent Auditor' Report to the Members of DE Neers Tools Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 2(f) of 'Report on other Legal and Regulatory Requirements' section

We have audited the internal financial controls over financial reporting of De Neers Tools Limited as on March 31, 2026 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the I.C.A.I and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purpose in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

(a) Pertain to the maintenance of records that, in reasonable details, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(b) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(c) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of an information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2026, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit if Internal Financial Controls Over Financial Reporting issued by The Institute of Chartered Accountants of India".

for Gautam Sehgal & Co.
Chartered Accountants
FRN : 015736N

Place : Delhi
Date : 16th May, 2026

Sd/-
Gautam Sehgal
(Partner)
M. No. : 095938
UDIN: 26095938AWRUPA8653

De Neers Tools Limited
(CIN: L29309DL2021PLC384229)
(Address: 468, F.I.E, Patparganj, Industrial Area, New Delhi, Delhi-110092)

Consolidated Balance Sheet as at 31-March-2026

(In Rs.)

Particulars	Note	31-March-2026	31-March-2025
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share Capital	3	18,60,64,000	18,60,64,000
(b) Reserves and Surplus	4	76,69,51,250	52,26,38,670
Total		**95,30,15,250**	**70,87,02,670**
(2) Minority Interest	5	3,52,595	(1,19,425)
(3) Non-current liabilities			
(a) Long-term Borrowings	6	32,54,46,583	24,91,85,223
(b) Other Long-term Liabilities	7	36,00,462	27,76,345
Total		**32,90,47,045**	**25,19,61,568**
(4) Current liabilities			
(a) Short-term Borrowings	8	40,80,61,856	32,18,61,268
(b) Trade Payables	9		
- Due to Micro and Small Enterprises		4,02,77,887	5,20,52,506
- Due to Others		20,50,29,966	19,13,07,459
(c) Other Current Liabilities	10	5,48,68,992	4,18,49,174
(d) Short-term Provisions	11	7,52,56,988	5,64,26,727
Total		**78,34,95,689**	**66,34,97,134**
Total Equity and Liabilities		**2,06,59,10,579**	**1,62,40,41,947**
II. ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment and Intangible Assets			
(i) Property, Plant and Equipment	12	1,90,85,059	2,59,26,585
(b) Deferred Tax Assets (net)	13	94,69,507	98,76,464
(c) Other Non-current Assets	14	32,58,351	51,86,234
Total		**3,18,12,917**	**4,09,89,283**
(2) Current assets			
(a) Inventories	15	1,39,48,38,700	1,07,15,56,468
(b) Trade Receivables	16	51,62,85,701	35,07,76,381
(c) Cash and cash equivalents	17	91,04,202	1,04,23,113
(d) Short-term Loans and Advances	18	10,20,76,533	13,35,10,976
(e) Other Current Assets	19	1,17,92,526	1,67,85,726

Total		**2,03,40,97,662**	**1,58,30,52,664**
Total Assets		**2,06,59,10,579**	**1,62,40,41,947**

See accompanying notes to the financial statements

For Gautam Sehgal & Co.

Chartered Accountants
Firm's Registration No. 015736N
Sd/-

Gautam Sehgal

Partner
Membership No. 095938
UDIN: 26095938AWRUPA8653

For De Neers Tools Limited

Sd/-

Riya Aggarwal

Additional Director
DIN: 09158220
Sd/-

Bhagyashree Periwal

Company Secretary
M No.: A50954

For and on behalf of the Board of De Neers Tools Limited

Sd/-

Neeraj Kumar Aggarwal

Managing Director
DIN: 08058134
Sd/-

Santosh Kumar Mishra

CFO
PAN: AROPM1127B

Place: Delhi
Date: 16/05/2026

De Neers Tools Limited
(CIN: L29309DL2021PLC384229)
(Address: 468, F.I.E, Patparganj, Industrial Area, New Delhi, Delhi-110092)

Consolidated Statement of Profit and loss for the year ended 31-March-2026

(In Rs.)

Particulars	Note	31-March-2026	31-March-2025
Revenue from Operations	20	1,78,02,76,473	1,44,69,88,894
Other Income	21	23,45,080	64,69,827
Total Income		**1,78,26,21,553**	**1,45,34,58,721**
Expenses			
Purchases of Stock in Trade	22	1,53,12,07,413	1,25,49,69,442
Change in Inventories of work in progress and finished goods	23	(32,32,82,232)	(21,47,11,613)
Employee Benefit Expenses	24	5,70,03,827	4,38,00,639
Finance Costs	25	4,97,93,724	3,79,45,805
Depreciation and Amortization Expenses	26	75,92,022	77,16,203
Other Expenses	27	12,80,09,228	10,46,48,232
Total expenses		**1,45,03,23,982**	**1,23,43,68,708**
Profit/(Loss) before Exceptional and Extraordinary Item and Tax		**33,22,97,571**	**21,90,90,013**
Exceptional Item		-	-
Profit/(Loss) before Extraordinary Item and Tax		**33,22,97,571**	**21,90,90,013**
Extraordinary Item		-	-
Profit/(Loss) before Tax		**33,22,97,571**	**21,90,90,013**
Tax Expenses	28		
- Current Tax		7,52,51,988	5,64,11,727
- Deferred Tax		4,06,957	41,19,641
- Prior Period Taxes		37,26,648	9,71,798
Profit/(Loss) after Tax		**25,29,11,978**	**15,75,86,847**
Profit/(Loss) for the period (before Minority interest adjustment)		**25,29,11,978**	**15,75,86,847**
Less: Minority interest in (Profit)/losses		5,51,616	(1,42,685)
Profit/(Loss) for the period (after Minority interest adjustment)		**25,23,60,362**	**15,77,29,532**
Earnings Per Share (Face Value per Share Rs.10 each)			
-Basic (In Rs)	29	29.32	18.33
-Diluted (In Rs)	29	29.32	18.33

See accompanying notes to the financial statements

For Gautam Sehgal & Co.

Chartered Accountants
Firm's Registration No. 015736N
Sd/-

Gautam Sehgal

Partner
Membership No. 095938
UDIN: 26095938AWRUPA8653

For De Neers Tools Limited

Sd/-

Riya Aggarwal

Additional Director
DIN: 09158220
Sd/-

Bhagyashree Periwal

Company Secretary
M No.: A50954

For and on behalf of the Board of De Neers Tools Limited

Sd/-

Neeraj Kumar Aggarwal

Managing Director
DIN: 08058134
Sd/-

Santosh Kumar Mishra

CFO
PAN: AROPM1127B

Place: Delhi
Date: 16/05/2026

De Neers Tools Limited
(CIN: L29309DL2021PLC384229)
(Address: 468, F.I.E, Patparganj, Industrial Area, New Delhi, Delhi-110092)

Consolidated Cash Flow Statement for the year ended 31-March-2026

(In Rs.)

Particulars	Note	31-March-2026	31-March-2025
CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before tax		33,22,97,571	21,90,90,013
FXpc Translation reserve			
Depreciation and Amortization Expense		75,92,022	77,16,203
Effect of Exchange Rate Change		(80,37,782)	(8,40,128)
Loss/(Gain) on Sale / Discard of Assets (Net)		-	(7,23,799)
Interest Income		(2,77,222)	(5,95,542)
Finance Costs		4,97,93,724	3,79,45,805
Operating Profit before working capital changes		**38,19,22,757**	**26,25,92,552**
Adjustment for:			
Inventories		(32,32,82,232)	(21,47,11,613)
Trade Receivables		(16,55,09,320)	2,66,18,785
Loans and Advances		62,12,723	75,23,547
Other Current Assets		54,74,492	1,12,91,094
Trade Payables		19,47,888	12,34,22,823
Other Current Liabilities		1,30,19,818	1,40,87,330
Long term Liabilities		8,24,117	8,99,753
Short-term Provisions		(10,000)	(3,000)
Cash (Used in)/Generated from Operations		**(7,93,99,757)**	**23,17,21,271**
Tax paid (Net)		3,54,27,543	6,27,21,798
Net Cash (Used in)/Generated from Operating Activities		**(11,48,27,300)**	**16,89,99,473**
CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Property, Plant and Equipment		(7,50,496)	(1,35,88,783)
Sale of Property, Plant and Equipment		-	8,55,000
Investment in Term Deposits		-	(95,72,162)
Maturity of Term Deposits		95,72,162	-
Movement in other non current assets		19,27,883	16,43,584
Interest received		(2,77,222)	5,95,542
Net Cash (Used in)/Generated from Investing Activities		**1,04,72,327**	**(2,00,66,819)**
CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from Issue of Share Capital		-	(9,99,76,740)
Proceeds from Long Term Borrowings		11,05,41,529	-
Repayment of Long Term Borrowings		-	(7,92,69,440)

Proceeds from Short Term Borrowings		5,19,20,419	6,69,38,057
Dividends Paid (including Dividend Distribution Tax)		(10,000)	(15,000)
Interest Paid		(4,97,93,724)	(3,79,45,805)
Net Cash (Used in)/Generated from Financing Activities		**11,26,58,224**	**(15,02,68,928)**
Net Increase/(Decrease) in Cash and Cash Equivalents		**82,53,251**	**(13,86,274)**
Opening Balance of Cash and Cash Equivalents		8,50,951	21,87,225
Closing Balance of Cash and Cash Equivalents	17	**91,04,202**	**8,50,951**

Components of cash and cash equivalents	31-March-2026	31-March-2025
Cash on hand	62,21,214	6,84,870
Balances with banks in current accounts	28,82,988	1,66,081
Cash and cash equivalents as per Cash Flow Statement	**91,04,202**	**8,50,951**
Other Bank Balance		
Bank Deposit having maturity of greater than 3 months and less than 12 months	-	95,72,162
Cash and bank balance as per Balance Sheet	**91,04,202**	**1,04,23,113**

Note:

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (AS-3), "Cash Flow Statements".

See accompanying notes to the financial statements

As per our report of even date

For Gautam Sehgal & Co.

Chartered Accountants
Firm's Registration No. 015736N
Sd/-

Gautam Sehgal

Partner
Membership No. 095938
UDIN: 26095938AWRUPA8653

For De Neers Tools Limited

Sd/-

Riya Aggarwal

Additional Director
DIN: 09158220
Sd/-

Bhagyashree Periwal

Company Secretary
M No.: A50954

For and on behalf of the Board of De Neers Tools Limited

Sd/-

Neeraj Kumar Aggarwal

Managing Director
DIN: 08058134
Sd/-

Santosh Kumar Mishra

CFO
PAN: AROPM1127B

Place: Delhi
Date: 16/05/2026

De Neers Tools Limited
(CIN: L29309DL2021PLC384229)

Notes forming part of the Financial Statements

1 COMPANY INFORMATION

De Neers Tools Limited is a public company domiciled in India and incorporated as on 26/07/2021 with its registered office located at 468, F.I.E, PATPARGANJ, INDUSTRIAL AREA, NEW DELHI, DELHI-110092 under the provisions of the Companies Act, 2013. The company is engaged in the business of wholesale trading of Hardware Tools.

The Consolidated consolidated financial statements comprise the consolidated financial statements of the Holding group, its subsidiary Deneers Tools Trading LLC hereinafter referred to as the "Group". The Group is in the business of wholesale trading of Hardware Tools.

2 SIGNIFICANT ACCOUNTING POLICIES

a Basis of Preparation of consolidated financial statemen

The consolidated financial statements of the group have been prepared and presented in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP'). It comprises the Accounting Standards notified u/s 133 read with section 469 of the Companies Act, 2013. The accounting policies have been framed, keeping in view the fundamental accounting assumptions of Going Concern, Consistency and Accrual, and also the basic considerations of Prudence, Substance over form, and Materiality. Based on the nature of products and the time between acquisition of assets and their realisation in cash and cash equivalents, the group has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities. These consolidated financial statements have been prepared on historical cost basis except certain items like Financial Leases and Defined Benefit Plans are measured at fair value. Group has uniformly applied the accounting policies during the year presented.

The financial statement are presented in Indian Rupees which is also the functional currency of the Holding Company.

b Basis of Consolidation

The Group combines the financial statements of the Holding Company and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and un-realized gains/ losses on transactions between group companies are eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

c Use of Estimates

The preparation of consolidated financial statements requires the management to make certain estimates and assumptions that affect the amounts reported in the consolidated financial statements and notes thereto. The management believes that these estimates and assumptions are reasonable and prudent but the actual results may differ from them. They are reviewed on an on-going basis and any revision to accounting estimates is recognised prospectively in current and future periods. Accounting estimates and assumptions that have a significant effect on the amounts reported in the consolidated financial statements include:

i) Net Realisable value of items of Inventories

ii) Useful life and Residual value of Property, Plant and Equipment and Intangible Assets

iii) Defined Benefit obligations

iv) Deferred Tax asset or liability

v) Provisions for Trade Receivables

vi) Other Provisions and Contingencies

d Property, Plant and Equipment

Property, plant and equipments are initially recognised at cost. Cost includes purchase price, taxes and duties and other costs directly attributable to bringing the asset to the working condition for its intended use. However, cost excludes duties and taxes wherever credit of such duties and taxes is availed. It is thereafter carried at its cost less accumulated depreciation and accumulated impairment losses, if any.

Depreciation is provided under the 'Written-Down Value' method as per the useful life specified in Schedule II to the Companies Act, 2013. Residual values of assets are measured at 5% of their original cost. For assets added or disposed during the year, depreciation is charged on pro-rata basis from the date of addition or till the date of disposal.

e Depreciation and amortization

Depreciation is provided under the 'Written-Down Value' method as per the useful life specified in Schedule II to the Companies Act, 2013. Residual values of assets are measured at 5% of their original cost. For assets added or disposed during the year, depreciation is charged on pro-rata basis from the date of addition or till the date of disposal.

The useful life of the Assets has been taken as below;

Type of Assets	Useful Life
Buildings	30 Years
Plant and Equipment	15 Years
Furniture and Fixtures	10 Years
Vehicles	8 Years
Office equipment	5 Years
Computers	3 Years

f Impairment of assets

At the end of each reporting period, the carrying amounts of Property, Plant & Equipment, and Intangible assets are tested for impairment. An Impairment loss is recognised for an amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and Value-in-use. Value-in-use is the present value of future cash flows discounted using a rate which reflects the current market rates and the risks specific to the asset.

For the purposes of assessing impairment, assets are grouped at the lowest levels (cash-generating units) for which independent cash inflows can be identified. Impairment losses, if any, are recognised in the Statement of Profit and Loss and included in depreciation and amortisation expenses.

g Inventories

Inventories are valued at the lower of cost and net realisable value. Cost is computed on a 'First In First Out' basis.

Cost of raw materials and stores and spares includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

h Cash and cash equivalents

All highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase are considered to be cash equivalents.

i Trade Receivables and Loans and Advances

Trade Receivables and Loans and Advances are presented after making adequate provision for any shortfall in their recovery. The provision and any subsequent recovery is recognised in the Profit and Loss statement. Bad debts are written off when they are identified.

j Revenue recognition

Revenue from sale of goods is recognised when control and significant risks and rewards of ownership of the products being sold is transferred to the customer. This is generally fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms. Revenue is measured on the basis of contracted price, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government such as goods and services tax, etc. Previous experience is used to estimate the provision for such discounts and rebates. Revenue is only recognised to the extent that it is highly probable a significant reversal will not occur. Income from services rendered is recognised based on agreements/arrangements with the customers as the service is performed and there are no unfulfilled obligations.

Interest income is recognized on accrual basis, adopting the time proportion method, taking into account the amount outstanding and the rate applicable. Dividend income on investments is accounted for when the right to receive the income is established. Export incentives are recognised on accrual basis to the extent that management is certain of this income.

k Employee Benefits

Short-term employee Benefits

Benefits such as salaries, wages and performance incentives are charged to the statement of profit and loss at the actual amounts due in the period in which the employee renders the related service.

Defined Contribution Plans

Payments made to defined contribution plans such as provident and pension fund are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees.

Defined Benefit Plans

All defined benefit plans obligations are determined based on valuations, as at the Balance Sheet date, made by independent actuary using the projected unit credit method. Actuarial gains and losses are recognised immediately in the statement of profit and loss. The fair value of the plan assets is reduced from the gross obligation under the defined benefit plan, to recognise the obligation on net basis.

l Foreign currency transactions

Income and expense in foreign currencies are converted at exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities other than net investments in non-integral foreign operations are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses are recognised in the statement of profit and loss. Exchange difference arising on a monetary item that, in substance, forms part of an enterprise's net investments in a non-integral foreign operation are accumulated in a foreign currency translation reserve.

m Taxation

Income tax expense for the year comprises of current tax and deferred tax.

Current tax

Current tax is the estimated amount of tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date. Minimum Alternate Tax (MAT) is accounted as Current tax when the taxes calculated as per Book profits are greater than the taxes calculated as per normal provisions of Income Tax. Credit for such MAT is availed when the entity is subjected to normal tax provisions in the future. MAT credit Entitlement is recognised as an asset based on the management's estimate of its recoverability in the future.

Deferred tax

Deferred tax is recognised in respect of timing differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised except for deferred tax assets in respect of tax losses, where they are recognised only to the extent the management is virtually certain as to the sufficiency of future taxable income. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

n Earnings Per Shares

In determining earnings per share, the group considers the net profit after tax attributable to equity shareholders. The number of shares used in computing basic earnings per share is the weighted average number of equity shares outstanding during the year. The number of equity shares used in computing diluted earnings per share comprises weighted average number of equity shares considered for deriving basic earnings per share and also weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

o Provisions, Contingent liabilities and Contingent assets

A Provision is recognised when the entity has a present obligation as a result of past event and it is probable that an outflow of resources will be required and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. A Contingent asset is neither recognised nor disclosed.

As per our report of even date

For Gautam Sehgal & Co.

Chartered Accountants
Firm's Registration No. 015736N
Sd/-

Gautam Sehgal

Partner
Membership No. 095938
UDIN: 26095938AWRUPA8653

For De Neers Tools Limited

Sd/-

Riya Aggarwal

Additional Director
DIN: 09158220
Sd/-

Bhagyashree Periwal

Company Secretary
M No.: A50954

For and on behalf of the Board of De Neers Tools Limited

Sd/-

Neeraj Kumar Aggarwal

Managing Director
DIN: 08058134
Sd/-

Santosh Kumar Mishra

CFO
PAN: AROPM1127B

Place: Delhi
Date: 16/05/2026

De Neers Tools Limited
(CIN: L29309DL2021PLC384229)

Notes forming part of the Financial Statements

3 Share Capital

(In Rs.)

Particulars	31-March-2026	31-March-2025
Authorised Share Capital		
Equity Shares, of Rs. 10 each, 10000000 (Previous Year -10000000) Equity Shares	10,00,00,000	10,00,00,000
Preference Shares, of Rs. 100 each, 2000000 (Previous Year -2000000) Preference Shares	20,00,00,000	20,00,00,000
Issued, Subscribed and Fully Paid up Share Capital		
Equity Shares, of Rs. 10 each, 8606400 (Previous Year -8606400) Equity Shares paid up	8,60,64,000	8,60,64,000
Preference Shares, of Rs. 100 each, 1000000 (Previous Year -1000000) Preference Shares paid	10,00,00,000	10,00,00,000
Total	**18,60,64,000**	**18,60,64,000**

(i) Reconciliation of number of shares

Particulars	31-March-2026			31-March-2025
Equity Shares	No. of shares	(In Rs)	No. of shares	(In Rs)
Opening Balance	86,06,400	8,60,64,000	86,06,400	8,60,64,000
Issued during the year	-	-	-	-
Deletion	-	-	-	-
Closing balance	**86,06,400**	**8,60,64,000**	**86,06,400**	**8,60,64,000**

Preference Shares	31-March-2026			31-March-2025
Particulars	No. of shares	(In Rs)	No. of shares	(In Rs)
Opening Balance	10,00,000	10,00,00,000	20,00,000	20,00,00,000
Issued during the year	-	-	-	-
Deletion	-	-	10,00,000	10,00,00,000
Closing balance	**10,00,000**	**10,00,00,000**	**10,00,000**	**10,00,00,000**

(ii) Rights, preferences and restrictions attached to shares

Equity Shares: The group has one class of equity shares. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(iii) Details of Shares held by shareholders holding more than 5% of the aggregate shares in the company

Equity Shares	31-March-2026			31-March-2025
Name of Shareholder	**No. of shares**	**In %**	**No. of shares**	**In %**
Neeraj Kumar Aggarwal	17,30,700	20.11%	17,30,700	20.11%
Kanav Gupta	7,45,200	8.66%	13,38,600	15.55%
Shilpy Aggarwal	10,29,900	11.97%	13,29,900	15.45%
India Equity Fund 1	7,72,200	8.97%	6,27,000	7.23%

Notes forming part of the Financial Statements

Preference Shares	31-March-2026			31-March-2025
Name of Shareholder	**No. of shares**	**In %**	**No. of shares**	**In %**
MK Goenka Construction P. Ltd.	10,00,000	100.00%	10,00,000	100.00%

(iv) Shares held by Promoters at the end of the year 31-March-2026

Name of Promoter	Class of Shares	No. of Shares	% of total shares	% Change during the year
Neeraj Kumar Aggarwal	Equity Shares	17,30,700	20.11%	-
Kanav Gupta	Equity Shares	7,45,200	8.66%	-
Shilpy Aggarwal	Equity Shares	10,29,900	11.97%	-
Manoj Gupta	Equity Shares	300	0.01%	-
Deepali Gupta	Equity Shares	3,92,700	4.56%	-
Riya Aggarwal	Equity Shares	1,92,300	2.23%	-
Anju Gupta	Equity Shares	300	0.01%	-

Shares held by Promoters at the end of the year 31-March-2025

Name of Promoter	Class of Shares	No. of Shares	% of total shares	% Change during the year
Neeraj Kumar Aggarwal	Equity Shares	17,30,700	20.11%	-
Kanav Gupta	Equity Shares	13,38,600	15.55%	-
Shilpy Aggarwal	Equity Shares	13,29,900	15.45%	-
Manoj Gupta	Equity Shares	1,92,300	2.23%	-
Deepali Gupta	Equity Shares	3,92,700	4.56%	-
Riya Aggarwal	Equity Shares	1,92,300	2.23%	-
Anju Gupta	Equity Shares	1,92,300	2.23%	-

Details regarding number and class of shares for the period of five years immediately preceding March 31, 2026

a) The group has not allotted any shares as fully paid-up without payment being received in cash.

b) The group has not alloted any shares as fully paid up bonus shares.

c) The group has not bought back any of its shares.

Other Details regarding issue of shares

There are no shares reserved for issue under options and contracts / commitments for the sale of shares.

There are no securities convertible into equity or preference shares.

There are no calls unpaid on any shares.

There are no forfeited shares.

Dividend

The group has booked provision for dividend @0.01% on paid up preference share capital for Rs 10,000.

De Neers Tools Limited
(CIN: L29309DL2021PLC384229)

Notes forming part of the Financial Statements

4 Reserves and Surplus

(In Rs.)

Particulars	31-March-2026	31-March-2025
Securities Premium		
Opening Balance	20,71,52,400	20,71,52,400
Closing Balance	**20,71,52,400**	**20,71,52,400**
FXPC Translation reserve		
Opening Balance	(8,40,128)	-
(Add)/Less: Adjustment	80,37,782	8,40,128
Closing Balance	**(88,77,910)**	**(8,40,128)**
Statement of Profit and loss		
Balance at the beginning of the year	31,63,26,398	15,86,11,866
Add: Profit/(loss) during the year	25,23,60,362	15,77,29,532
Less: Appropriation		
Dividend on Preference Shares	10,000	15,000
Balance at the end of the year	**56,86,76,760**	**31,63,26,398**
Total	**76,69,51,250**	**52,26,38,670**

6 Long term borrowings

(In Rs.)

Particulars	31-March-2026	31-March-2025
Secured Term loans from banks	13,37,66,830	8,94,81,330
Unsecured Term loans from other parties	8,13,73,099	9,84,38,354
Unsecured Loans and advances from related parties	11,03,06,654	6,12,65,539
Total	**32,54,46,583**	**24,91,85,223**

7 Other Long term liabilities

(In Rs.)

Particulars	31-March-2026	31-March-2025
Provision for Gratuity	35,95,462	27,35,238
Secutiry Deposits	5,000	41,107
Total	**36,00,462**	**27,76,345**

8 Short term borrowings

(In Rs.)

Particulars	31-March-2026	31-March-2025
Current maturities of long-term debt	3,42,80,169	45,60,106
Secured Loans repayable on demand from banks	37,37,81,687	31,73,01,162
Total	**40,80,61,856**	**32,18,61,268**

9 Trade payables

(In Rs.)

Particulars	31-March-2026	31-March-2025
Due to Micro and Small Enterprises	4,02,77,887	5,20,52,506
Due to others	20,50,29,966	19,13,07,459
Total	**24,53,07,853**	**24,33,59,965**

De Neers Tools Limited
(CIN: L29309DL2021PLC384229)

Notes forming part of the Financial Statements

9.1 Trade Payable ageing schedule as at 31-March-2026

(In Rs.)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	3,98,97,446	3,80,441	-	-	4,02,77,887
Others	20,50,29,966	-	-	-	20,50,29,966
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
Sub total					**24,53,07,853**
MSME - Undue					-
Others - Undue					-
Total					**24,53,07,853**

9.2 Trade Payable ageing schedule as at 31-March-2025

(In Rs.)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	5,18,86,237	1,66,269	-	-	5,20,52,506
Others	19,12,88,213	19,246	-	-	19,13,07,459
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
Sub total					**24,33,59,965**
MSME - Undue					-
Others - Undue					-
Total					**24,33,59,965**

10 Other current liabilities

(In Rs.)

Particulars	31-March-2026	31-March-2025
Advances from customers	4,55,00,591	3,20,50,082
EPF Payable	4,11,724	3,41,218
ESI Payable	53,724	40,776
Gratuity Payable	66,968	7,787
GST Payable	42,719	8,22,373
Imprest Account	1,30,942	49,704

Payable for Expenses	77,18,202	77,31,251
TCS Payable	-	80,587
TDS Payable	9,44,122	7,25,396
Total	**5,48,68,992**	**4,18,49,174**

11 Short term provisions

(In Rs.)

Particulars	31-March-2026	31-March-2025
Provision for income tax	7,52,51,988	5,64,11,727
Provision for Dividend	5,000	15,000
Total	**7,52,56,988**	**5,64,26,727**

De Neers Tools Limited
(CIN: L29309DL2021PLC384229)

Notes forming part of the Financial Statements

12 (i) Property, Plant and Equipment

(In Rs.)

Particulars	Computers	Furniture & Fittings	Plant & Machinery	Motor Cars	Motor Cycle	Office Equipments	Total
Gross Block							
As at 01-Apr-25	15,32,141	1,17,30,343	44,93,493	3,03,12,299	1,72,676	71,79,440	5,54,20,392
Additions during the year	65,405	-	84,946	-	-	6,00,145	7,50,496
Deductions	-	-	-	-	-	-	-
As at 31-Mar-26	**15,97,546**	**1,17,30,343**	**45,78,439**	**3,03,12,299**	**1,72,676**	**77,79,585**	**5,61,70,888**
Depreciation							
As at 01-Apr-25	13,30,205	19,41,339	17,02,350	1,92,91,725	40,221	51,87,967	2,94,93,807
Depreciation for the year	1,12,968	25,34,367	5,09,035	34,41,727	34,293	9,59,632	75,92,022
Deductions	-	-	-	-	-	-	-
As at 31-Mar-26	**14,43,173**	**44,75,706**	**22,11,385**	**2,27,33,452**	**74,514**	**61,47,599**	**3,70,85,829**
Net Block							
As at 31-Mar-26	**1,54,373**	**72,54,637**	**23,67,054**	**75,78,847**	**98,162**	**16,31,986**	**1,90,85,059**
As at 31-Mar-25	**2,01,936**	**97,89,004**	**27,91,143**	**1,10,20,574**	**1,32,455**	**19,91,473**	**2,59,26,585**

De Neers Tools Limited
(CIN: L29309DL2021PLC384229)

Notes forming part of the Financial Statements

13 Deferred tax assets net

(In Rs.)

Particulars	31-March-2026	31-March-2025
Deferred Tax Assets	94,69,507	98,76,464
Total	**94,69,507**	**98,76,464**

14 Other non current assets

(In Rs.)

Particulars	31-March-2026	31-March-2025
Security Deposits	32,58,351	51,86,234
Total	**32,58,351**	**51,86,234**

15 Inventories

(In Rs.)

Particulars	31-March-2026	31-March-2025
Stock-in-trade	1,39,48,38,700	1,06,62,64,550
Goods-in-transit	-	52,91,918
Total	**1,39,48,38,700**	**1,07,15,56,468**

16 Trade receivables

(In Rs.)

Particulars	31-March-2026	31-March-2025
Unsecured considered good	51,62,85,701	35,07,76,381
Total	**51,62,85,701**	**35,07,76,381**

16.1 Trade Receivables ageing schedule as at 31-March-2026

(In Rs.)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables-considered good	49,75,63,717	1,87,21,984	-	-	-	51,62,85,701
Undisputed Trade Receivables-considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables considered	-	-	-	-	-	-

good						
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Sub total						**51,62,85,701**
Undue - considered good						-
Total						**51,62,85,701**

Notes forming part of the Financial Statements

16.2 Trade Receivables ageing schedule as at 31-March-2025

(In Rs.)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables-considered good	33,49,49,539	1,58,26,842	-	-	-	35,07,76,381
Undisputed Trade Receivables-considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Sub total						**35,07,76,381**
Undue - considered good						-
Total						**35,07,76,381**

17 Cash and cash equivalents

(In Rs.)

Particulars	31-March-2026	31-March-2025
Cash on hand	62,21,214	6,84,870
Balances with banks in current accounts	28,82,988	1,66,081
Cash and cash equivalents - total	**91,04,202**	**8,50,951**
Other Bank Balances		
Deposits with original maturity for more than 3 months but less than 12 months	-	95,72,162
Total	**91,04,202**	**1,04,23,113**

18 Short term loans and advances

(In Rs.)

Particulars	31-March-2026	31-March-2025
Advances to suppliers	9,33,92,457	9,80,34,682
Advance Income Tax	70,78,280	3,23,00,000

Prepaid Expenses	16,05,796	31,76,294
Total	**10,20,76,533**	**13,35,10,976**

19 Other current assets

(In Rs.)

Particulars	31-March-2026	31-March-2025
GST Receivable	75,59,098	1,17,91,447
Other Recoverable	3,17,181	46,061
Security Deposits	6,36,250	-
TCS Receivable	658	43,013
TDS Receivable	8,95,874	3,72,227
VAT Input	23,83,465	45,32,978
Total	**1,17,92,526**	**1,67,85,726**

De Neers Tools Limited
(CIN: L29309DL2021PLC384229)

Notes forming part of the Financial Statements

20 Revenue from operations

(In Rs.)

Particulars	31-March-2026	31-March-2025
Sale of products	1,77,36,60,313	1,44,11,47,872
Export Sales	66,16,160	58,41,022
Total	**1,78,02,76,473**	**1,44,69,88,894**

21 Other Income

(In Rs.)

Particulars	31-March-2026	31-March-2025
Interest Income	2,77,222	5,95,542
Credit Balance Written Off	-	44,68,734
Disount Received	-	20,533
Duty Drawback	4,64,759	1,66,547
Exchange Fluctuation	16,03,099	4,82,350
Profit on sale of Assets	-	7,23,799
Rounded Off	-	12,322
Total	**23,45,080**	**64,69,827**

22 Purchases of stock in trade

(In Rs.)

Particulars	31-March-2026	31-March-2025
Purchases of goods	1,53,03,07,268	1,25,42,93,567
Import Purchase	9,00,145	6,75,875
Total	**1,53,12,07,413**	**1,25,49,69,442**

23 Change in Inventories of work in progress and finished goods

(In Rs.)

Particulars	31-March-2026	31-March-2025
Opening Inventories		
Stock-in-trade	1,06,62,64,550	85,68,44,855
Goods-in-transit	52,91,918	-
Less: Closing Inventories		
Stock-in-trade	1,39,48,38,700	1,06,62,64,550
Goods-in-transit	-	52,91,918
Total	**(32,32,82,232)**	**(21,47,11,613)**

24 Employee benefit expenses

(In Rs.)

Particulars	31-March-2026	31-March-2025
Salaries and wages	4,14,03,997	3,10,22,442
Contribution to provident and other funds	28,19,425	17,68,325
Staff welfare expenses	17,08,641	5,13,080
Bonus Paid	23,66,988	19,48,888
City Compensation Allowances	1,96,820	9,00,591
Sub-total	**4,84,95,871**	**3,61,53,326**
Director's Remuneration	61,80,000	57,60,000
Ex Gratia Expenses	7,54,004	2,64,075
Gratuity Paid	9,19,405	8,85,587
Incentive to Staff	26,100	3,05,859
LEAVE ENCASHMENT A/C	5,06,354	4,31,792
PF & ESI Expense	1,22,093	-
Total	**5,70,03,827**	**4,38,00,639**

De Neers Tools Limited
(CIN: L29309DL2021PLC384229)

Notes forming part of the Financial Statements

Employee benefit expenses (continued)

Defined Contribution Plan

(In Rs.)

Particulars	31-March-2026	31-March-2025
Employers Contribution to Provident Fund	23,53,341	16,17,674
Employers Contribution to Employee State Insurance	4,66,084	2,75,111

Defined Benefit Plan

Changes in the present value of the defined benefit obligation

(In Rs.)

Particulars	31-March-2026	31-March-2025
Defined Benefit Obligation at beginning of the year	27,43,025	18,57,438
Current Service Cost	9,77,392	8,93,769
Interest Cost	1,91,737	1,34,107
Actuarial (Gain) / Loss	(6,66,833)	(1,42,289)
Past Service Cost	4,17,112	-
Defined Benefit Obligation at year end	**36,62,433**	**27,43,025**

Fair value of plan assets as at the end of the year

(In Rs.)

Particulars	31-March-2026	31-March-2025
	-	-

Reconciliation of present value of defined benefit obligation and fair value of assets

(In Rs.)

Particulars	31-March-2026	31-March-2025
Present value obligation as at the end of the year	36,62,433	27,43,025
Funded status/(deficit) or Unfunded net liability	(36,62,433)	(27,43,025)
Amount classified as:		
Short term provision	66,968	7,787
Long term provision	35,95,465	27,35,238

Expenses recognized in Profit and Loss Account

(In Rs.)

Particulars	31-March-2026	31-March-2025
Current service cost	9,77,392	8,93,769
Interest cost	1,91,737	1,34,107
Past Service Cost	4,17,112	-
Net actuarial loss/(gain) recognized during the year	(6,66,833)	(1,42,289)
Total expense recognised in Profit and Loss	**9,19,408**	**8,85,587**

Actuarial assumptions

(In Rs.)

Particulars	31-March-2026	31-March-2025
Discount Rate	7.78%	6.99%
Expected Rate of increase in Compensation Level	6.00%	6.00%
Expected Rate of return on Plan assets	-	-
Mortality Rate	100% of IALM	100% of IALM
Average Attained Age	60	60
Withdrawal Rate	5.00%	5.00%

Notes forming part of the Financial Statements

General Description of the Plan

The Entity operates gratuity plan through a trust wherein every employee is entitled to the benefit equivalent to fifteen days salary last drawn for each completed year of service. The same is payable on termination of service or retirement, whichever is earlier. The benefit vests after five years of continuous service. In case of some employees, the Entity's scheme is more favourable as compared to the obligation under Payment of Gratuity Act, 1972.

25 Finance costs

(In Rs.)

Particulars	31-March-2026	31-March-2025
Loan Insurance Charges	20,34,250	-
Interest on Loan	2,33,71,913	1,69,19,627
Interest on O/D	2,40,49,245	2,04,46,302
Processing Fees	3,38,316	5,79,876
Total	**4,97,93,724**	**3,79,45,805**

26 Depreciation and amortization expenses

(In Rs.)

Particulars	31-March-2026	31-March-2025
Depreciation on property, plant and equipment	75,92,022	77,16,203
Total	**75,92,022**	**77,16,203**

27 Other expenses

(In Rs.)

Particulars	31-March-2026	31-March-2025
Auditors' Remuneration	7,80,000	6,00,000
Administrative Expenses	6,469	4,61,832
Advertisement	15,99,175	57,74,763
Commission	79,77,059	89,72,368
Conveyance expenses	2,71,950	98,407
Freight Inward	8,200	6,97,939
Freight outward	1,14,03,377	78,07,651
Insurance	12,59,774	8,54,493
Power and fuel	14,33,949	18,55,329
Professional fees	91,29,622	47,26,028
Rent	3,15,24,605	2,42,99,559
Repairs others	30,435	12,06,419

Rates and taxes	95,12,802	18,79,959
Other Business Administrative Expenses	20,69,661	10,75,928
Telephone expenses	1,15,395	1,68,887
Travelling Expenses	68,99,266	47,20,840
Miscellaneous expenses	2,57,963	81,755
Bank Charges	6,15,822	5,26,180
Business Promotion Expenses	41,20,378	69,16,800
CSR Expenses	30,35,500	19,00,720
Custom Duty	1,70,758	1,32,621
Director's Sitting Fees	57,000	70,000
Discount	1,07,27,130	1,07,52,111
E Sale Expenses	1,92,505	2,40,451
Exchange Fluctuation	12,52,151	4,95,322
Sub-total	**10,44,50,946**	**8,63,16,362**
Festival Expenses	2,140	10,550
GST Reversed	30,922	8,77,473
Import Expenses	21,238	98,998
Internet Expenses	2,56,672	1,58,795
Licence Fees	7,500	-
Logistics Expenses	14,78,910	15,55,862
Membership Fees	57,708	26,600
Packing Material Expenses	87,97,603	80,82,303
Postage Expenses	4,47,114	8,23,173
Printing & Stationery Expenses	9,10,628	10,33,427
Rebate & Discount	19,81,793	71,797
Repair & Maintenance	19,54,076	20,21,932
Short & Excess	3,889	-
Trade Marks	-	48,800
Transportation Charges	-	2,995
Turnover Discount	76,08,089	35,19,165
Total	**12,80,09,228**	**10,46,48,232**

28 Tax Expenses

(In Rs.)

Particulars	31-March-2026	31-March-2025
Current Tax	7,52,51,988	5,64,11,727
Deferred Tax	4,06,957	41,19,641
Prior Period Taxes	37,26,648	9,71,798
Total	**7,93,85,593**	**6,15,03,166**

Notes forming part of the Financial Statements

29 Earning per share

(In Rs.)

Particulars	31-March-2026	31-March-2025
Profit for the year (In Rs)	25,23,60,362	15,77,29,532
Less: Dividend on Preference Shares (In Rs)	10,000	15,000
Profit attributable to equity shareholders (In Rs)	25,23,50,362	15,77,14,532
Weighted average number of Equity Shares	86,06,400	86,06,400
Earnings per share basic (Rs)	29.32	18.33
Earnings per share diluted (Rs)	29.32	18.33
Face value per equity share (Rs)	10	10

30 Contingent Liabilities and Commitments

(In Rs.)

Particulars	31-March-2026	31-March-2025
Claims against the Company not acknowledged as debt		
- Income tax demands	-	-
- Indirect tax demands	-	-
Total	**-**	**-**

31 Earnings in Foreign Currencies

(In Rs.)

Particulars	31-March-2026	31-March-2025
Export of Goods calculated on FOB basis	66,16,160	59,41,022
Total	**66,16,160**	**59,41,022**

*Export includes export to Nepal for Rs. 13,77,753 (Previous Year Rs. 15,24,209).

32 Expenditure made in Foreign Currencies

(In Rs.)

Particulars	31-March-2026	31-March-2025
VDE Certification Charges	39,252	4,02,782
Total	**39,252**	**4,02,782**

33 Value of Import on CIF basis

(In Rs.)

Particulars	31-March-2026	31-March-2025
Goods	9,00,145	6,87,575
Total	**9,00,145**	**6,87,575**

De Neers Tools Limited
(CIN: L29309DL2021PLC384229)

Notes forming part of the Financial Statements

34 Related Party Disclosure

(i) List of Related Parties

Name	Relationship
Neeraj Kumar Aggarwal	Managing Director
Shilpy Aggarwal	Whole time Director
Deepali Gupta	Director's Relative
Riya Aggarwal	Director's Relative & Additional Director Appointed on 22/10/2025
Aarti Arora	Independent Director
Rajesh Gupta	Independent Director (resigned on 15.01.2026)
Dhikash	Independent Director
Mahabir Enterprises	Director's Relative firm
DN Safety Products P Ltd	Director's relative is director in company
Daamaria Home and Living Limited	Director's relative is director in company
Savita Mahajan	Additional Independent Director Appointed on 31/03/2026
Kanav Gupta	CFO & Whole time Director(Resigned on 01/10/2025)

(ii) Related Party Transactions

(In Rs.)

Particulars	Relationship	31-March-2026	31-March-2025
Remuneration			
- Kanav Gupta	CFO & Whole time Director(Resigned on 01/10/2025)	6,00,000	13,20,000
- Neeraj Kumar Aggarwal	Managing Director	24,00,000	24,00,000
- Shilpy Aggarwal	Whole time Director	24,00,000	20,40,000
- Riya Aggarwal	Director's Relative & Additional Director Appointed on 22/10/2025	9,00,000	-
Rent			
- Neeraj Kumar Aggarwal	Managing Director	63,00,000	18,00,000
- Shilpy Aggarwal	Whole time Director	75,00,000	30,00,000
Interest			
- Shilpy Aggarwal	Whole time Director	4,64,296	15,07,549
- Kanav Gupta	CFO & Whole time Director(Resigned on 01/10/2025)	63,370	11,07,587
- Neeraj Kumar Aggarwal	Managing Director	10,95,010	43,56,802

Loan Taken			
- Neeraj Kumar Aggarwal	Managing Director	19,44,48,000	6,79,70,000
- Shilpy Aggarwal	Whole time Director	4,58,29,000	4,60,60,000
- Kanav Gupta	CFO & Whole time Director(Resigned on 01/10/2025)	2,64,02,890	2,25,53,000
Loan Repayment			
- Neeraj Kumar Aggarwal	Managing Director	11,50,39,000	18,14,53,000
- Shilpy Aggarwal	Whole time Director	5,65,94,000	5,80,14,346
- Kanav Gupta	CFO & Whole time Director(Resigned on 01/10/2025)	3,26,81,261	10,77,47,192
Reimbursement of Exp.			
- Neeraj Kumar Aggarwal	Managing Director	-	6,564
Royalty			
- DN Safety Products P Ltd	Director's relative is director in company	60,00,000	-
Bonus			
- Deepali Gupta	Director's Relative	-	1,35,000
- Riya Aggarwal	Director's Relative & Additional Director Appointed on 22/10/2025	-	1,35,000
Salary			
- Deepali Gupta	Director's Relative	-	16,20,000
- Riya Aggarwal	Director's Relative & Additional Director Appointed on 22/10/2025	9,00,000	16,20,000
Sitting Fees			
- Aarti Arora	Independent Director	22,000	25,000
- Rajesh Gupta	Independent Director (resigned on 15.01.2026)	11,500	20,000
- Dhikash	Independent Director	19,000	25,000
- Savita Mahajan	Additional Independent Director Appointed on 31/03/2026	4,500	-
Vehicle Hiring Charges			
- DN Safety Products P Ltd	Director's relative is director in company	3,85,000	-

De Neers Tools Limited
(CIN: L29309DL2021PLC384229)

Notes forming part of the Financial Statements

Related Party Transactions (continued)

(In Rs.)

Particulars	Relationship	31-March-2026	31-March-2025
Sales			
- DN Safety Products P Ltd	Director's relative is director in company	8,75,91,638	1,12,94,708
- Daamaria Home and Living Limited	Director's relative is director in company	39,644	2,78,43,809
- Mahabir Enterprises	Director's Relative firm	2,72,59,245	-
Purchases			
- DN Safety Products P Ltd	Director's relative is director in company	1,12,39,772	-
- Daamaria Home and Living Limited	Director's relative is director in company	2,40,000	-
- Mahabir Enterprises	Director's Relative firm	2,29,13,513	-

(iii) Related Party Balances

(In Rs.)

Particulars	Relationship	31-March-2026	31-March-2025
Unsecured Loans			
- Kanav Gupta	CFO & Whole time Director(Resigned on 01/10/2025)	-	62,78,371
- Neeraj Kumar Aggarwal	Managing Director	9,82,90,152	1,88,88,152
- Shilpy Aggarwal	Whole time Director	1,20,16,502	2,27,81,502
Interest Payable			
- Kanav Gupta	CFO & Whole time Director(Resigned on 01/10/2025)	-	36,738
- Neeraj Kumar Aggarwal	Managing Director	5,48,496	3,94,065
- Shilpy Aggarwal	Whole time Director	2,43,788	3,00,510
Salary Payable			
- Kanav Gupta	CFO & Whole time Director(Resigned on 01/10/2025)	-	2,02,000
- Neeraj Kumar Aggarwal	Managing Director	1,30,000	1,37,164
- Shilpy Aggarwal	Whole time Director	1,20,000	80,000
- Deepali Gupta	Director's Relative	-	3,47,946
- Riya Aggarwal	Director's Relative & Additional Director	1,30,000	1,89,837

	Appointed on 22/10/2025		
Director Sitting Fees Payable			
- Aarti Arora	Independent Director	22,000	22,500
- Rajesh Gupta	Independent Director (resigned on 15.01.2026)	11,500	18,000
- Dhikash	Independent Director	19,000	22,500
- Savita Mahajan	Additional Independent Director Appointed on 31/03/2026	4,500	-
Imprest			
- Neeraj Kumar Aggarwal	Managing Director	19,107	6,564
- Kanav Gupta	CFO & Whole time Director(Resigned on 01/10/2025)	-	35,484
Advances from customer			
- Daamaria Home and Living Limited	Director's relative is director in company	-	1,39,53,482
Trade Receivables			
- DN Safety Products P Ltd	Director's relative is director in company	-	50,41,083
Rent			
- Shilpy Aggarwal	Whole time Director	1,485	-
Trade Payable			
- DN Safety Products P Ltd	Director's relative is director in company	4,18,654	-

De Neers Tools Limited
(CIN: L29309DL2021PLC384229)

Notes forming part of the Financial Statements

35 Disclosure for Consolidation

Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	(In Rs)	As % of consolidated profit or loss	(In Rs)
Parent	97.95%	93,37,89,115	81.33%	20,56,89,052
Indian Subsidiary	-	-	-	-
Foreign Subsidiary	2.01%	1,92,26,135	18.45%	4,66,71,310
Minority Interest in all Subsidiaries	0.04%	3,52,595	0.22%	5,51,616
Associates	-	-	-	-
Joint Ventures	-	-	-	-
Total	**100.00%**	**95,33,67,845**	**100.00%**	**25,29,11,978**

36 Security of Current Assets Against Borrowings

Reconciliation between Current Assets as per Quarterly statement filed with Bank and Current Asset as per Books of Account

(In Rs.)

Quarter	Name of the Bank	Particulars of Securities provided	Amount as per books of account	Amount as reported in the statement	Amount of difference	Reason for material discrepancies
Q1, FY2025-26	HDFC Bank	Stock	1,03,77,82,790	1,03,33,92,360	43,90,430	On account of mistake in compiling and reconciling the data at the time of preparation of stock statement
Q1, FY2025-26	HDFC Bank	Trade Payable	12,47,64,156	12,38,52,068	9,12,088	
Q1, FY2025-26	HDFC Bank	Trade Receivable	39,59,26,217	36,67,20,845	2,92,05,372	
Q2, FY2025-26	HDFC Bank	Stock	1,14,29,72,495	1,14,07,56,558	22,15,937	
Q2, FY2025-26	HDFC Bank	Trade Payable	11,96,03,969	12,75,04,075	(79,00,106)	
Q2, FY2025-26	HDFC Bank	Trade Receivable	39,31,44,156	39,45,07,483	(13,63,327)	

Q3, FY2025-26	HDFC Bank	Stock	1,17,68,37,764	1,17,21,35,884	47,01,881	
Q3, FY2025-26	HDFC Bank	Trade Payable	17,12,99,229	17,14,10,480	(1,11,251)	
Q3, FY2025-26	HDFC Bank	Trade Receivable	41,44,87,193	40,76,73,958	68,13,235	
Q4, FY2025-26	HDFC Bank	Stock	1,29,17,48,116	1,28,99,96,541	17,51,575	
Q4, FY2025-26	HDFC Bank	Trade Payable	19,11,68,293	19,07,01,946	4,66,347	
Q4, FY2025-26	HDFC Bank	Trade Receivable	51,71,41,411	52,04,58,969	(33,17,558)	

37 Ratio Analysis

Particulars	Numerator/Denominator	31-March-2026	31-March-2025	Change in %
(a) Current Ratio	Current Assets / Current Liabilities	2.60	2.39	8.81%
(b) Debt-Equity Ratio	Total Debts / Shareholder's Equity	0.77	0.81	-4.48%
(c) Debt Service Coverage Ratio	Earning available for Debt Service / Debt Service	8.17	7.07	15.53%
(d) Return on Equity Ratio	Profit after tax-Preference Dividend / Average Shareholder's Equity	30.37%	22.86%	32.87%
(e) Inventory turnover ratio	Total Turnover / Average Inventories	1.44	1.58	-8.38%
(f) Trade receivables turnover ratio	Total Turnover / Average Trade Receivable	4.11	3.94	4.11%
(g) Trade payables turnover ratio	Total Purchases / Average Trade Payable	6.27	9.14	-31.46%
(h) Net capital turnover ratio	Total Turnover / Closing Working Capital	1.42	1.57	-9.53%
(i) Net profit ratio	Net Profit / Total Turnover	14.18%	10.90%	30.04%
(j) Return on Capital employed	Earning before interest and taxes / Capital Employed	22.66%	20.08%	12.80%
(k) Return on investment	Return on Investment / Total Investment	0.00%	0.00%	

Note:

i. Earning available for Debt Service = Net Profit before taxes + Non-cash operating expenses + Interest + other exceptional item

ii. Debt service = Interest & Lease Payments + Principal Repayments

iii. Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability

38 CSR Expenditure

(In Rs.)

Particulars	31-March-2026	31-March-2025
Amount required to be spent by the company during the year	30,32,991	18,97,760
Amount of expenditure incurred	30,35,500	19,00,720
Shortfall at the end of the year	(2,509)	(2,960)

39 Other Statutory Disclosures as per the Companies Act, 2013

Disclosure requirements as notified by MCA pursuant to amended Schedule III:

- The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

- The Group does not have any Benami Property under Prohibition of Benami Property Transactions Act, 1988.

- The Group has not been declared a wilful defaulter by any bank who has powers to declare a company as a wilful defaulter under section 230 to 237 of the Companies Act, 2013.

- The Group has no Scheme of Arrangement approved by the competent authority specified under Section 230 to 237 of the Companies Act, 2013.

- Previous Period figures have been re-grouped / re-classified, wherever necessary, to make them comparable with Current Period's classification.

- The Group has only one reportable business segment which is wholesale trading of hardware tools. The entire operations are governed by the same set of risks and returns hence these have been considered as representing a single segment, the said treatment is in accordance with the guiding principles enunciated in the Accounting Standards Segment Reporting AS 17.

- The Group has not recognised any loss on impairment of assets in respect of assets of The Group as is required in terms of Accounting Standard 28 on 'Impairment of Assets', since in the opinion of the management of the Group, the reduction in value of any asset if any, to the extent not confirmed and subject to confirmation and reconciliation with the parties.

- Debit and credit balances of trade payables, trade receivables, loans and advances to the extent not confirmed are subject to confirmation and reconciliation with the parties as at March 31, 2026.

- As per the requirement of Schedule III, the Board of Directors have considered the values of all assets of the Group other than fixed assets, have come to a conclusion that these have a value on realisation in the ordinary course of business which is not less than the value at which they are stated in the balance sheet.

- Past years TDS, TCS have been adjusted in the books. The same has been adjusted as per the various Assessment Orders. The amount to be recovered from the Income Tax Authority has been shown under the head 'Loans and Advances'.

- The Group has used the borrowings from banks and financial institutions for the specific purpose for which it was obtained.

- The Group has complied with the number of layers prescribed under the Companies (Restriction on number of Layers) Rules, 2017.

- The Group does not have not recorded or disclosed any income surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as search or survey or any other relevant provisions of the Income Tax Act, 1961).

- The Group has not any transaction to lend or invest in other persons or entities identified in any manner whatsoever (Intermediaries) with the understanding that the Intermediary shall :

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (ultimate beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

- The Group has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

- The Group has not owned any immovable property at balance sheet date.

- The Group has not given any Loans or Advances to its promoters, directors or related parties.

- The Group has availed discounting of purchase bills facility from SG Finserve Limited, a listed registered NBFC which has been shown as Unsecured Loan from other than related parties in the audited financials.

- The financial results of the Group has been reviewed and recommended and approved by the audit committee and approved by the board of directors in their meeting held on 16th May 2026.

- As per the Ministry of Corporate Affairs Notification dated February 16, 2015, Companies whose securities are listed on the SME Exchange as referred to in Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (ICDR, 2009) are exempted from the compulsory requirement of adoption of Ind AS.

- The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

- The Group has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

- No Investor Complaints pending at beginning of the Period and no complaint were received during the Period and pending for disposal at the end of the Period.

As per our report of even date

For Gautam Sehgal & Co.

Chartered Accountants

Firm's Registration No. 015736N

Sd/-

Gautam Sehgal

Partner

Membership No. 095938

UDIN: 26095938AWRUPA8653

For De Neers Tools Limited

Sd/-

Riya Aggarwal

Additional Director

DIN: 09158220

Sd/-

Bhagyashree Periwal

Company Secretary

M No.: A50954

For and on behalf of the Board of

De Neers Tools Limited

Sd/-

Neeraj Kumar Aggarwal

Managing Director

DIN: 08058134

Sd/-

Santosh Kumar Mishra

CFO

PAN: AROPM1127B

Place: Delhi

Date: 16th May 2026

DE NEERS®
Best Ever Tools

NOTICE OF 05TH ANNUAL GENERAL MEETING (AGM)

Notice is hereby given that the Fifth (5th) Annual General Meeting (AGM) of the members of the "De Neers Tools Limited" will be held on **Tuesday, 29th September 2026 at 11:00 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, 2026, 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, 2026, TOGETHER WITH THE REPORT OF THE AUDITORS THEREON. (ORDINARY RESOLUTION)

"RESOLVED THAT the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon, as circulated to the Members and laid before this meeting, be and are hereby received, considered and adopted."

2. TO APPOINT A DIRECTOR IN PLACE OF MRS. SHILPY AGGARWAL (DIN: 08058135), WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT. (ORDINARY RESOLUTION)

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mrs. Shilpy Aggarwal (DIN: 08058135), who retires by rotation at this Annual General Meeting and, being eligible, has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. TO CONSIDER AND APPROVE THE ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such other approvals, permissions and sanctions as may be necessary, consent of the Members of the Company be and is hereby accorded to alter the Objects Clause of the Memorandum of Association of the Company by inserting the following new object as an additional object in Clause III(A) of the Memorandum of Association, immediately after the existing objects in clause 3, following clauses shall be inserted:

4. *To carry on the business as traders, wholesalers, retailers, buyers, sellers, stockists, distributors, dealers, commission agents, consignment agents, importers, exporters, franchisees, licensors, e-commerce sellers, procurement agents, manufacturers, processors, assemblers, fabricators, converters, repairers, reconditioners, recyclers, packers, brand owners, job workers and otherwise to deal in all kinds of hand tools, power tools, machine tools, industrial tools, engineering tools, precision tools, measuring tools, cutting tools, insulated tools, non-sparking tools, VDE tools, torque tools, pneumatic tools, hydraulic tools, electrical tools, cordless tools, automotive tools, garage tools, construction tools, agricultural tools, woodworking tools, mining tools, oil & gas tools, railway tools, workshop tools, tool kits, tool boxes, storage systems, machinery, machine tools, industrial machinery, plant, equipment, apparatus, appliances, instruments, spare parts, components, accessories, dies, moulds, jigs, fixtures, fasteners, hardware products, engineering goods, industrial hardware and allied products of every description.*

5. *To manufacture, process, fabricate, forge, cast, machine, assemble, finish, convert, alter, repair, refurbish, calibrate, test, brand, package, market, purchase, sell, import, export, distribute, lease, hire and otherwise deal in the aforesaid products and all parts, components, accessories, attachments and consumables connected therewith.*

6. *To carry on the business of trading, importing, exporting, buying, selling, stocking, processing, recycling and otherwise dealing in ferrous and non-ferrous metals, metal scrap, iron scrap, steel scrap, stainless steel scrap, alloy steel scrap, aluminium scrap, copper scrap, brass scrap, bronze scrap, plastic scrap and other recyclable materials; iron, mild steel, stainless steel, carbon steel, alloy steel, tool steel, high-speed steel, chrome vanadium steel, chrome molybdenum steel, aluminium, copper, brass, bronze and other metals and alloys in the form of ingots, billets, blooms, bars, rods, flats, rounds, squares, hexagons, angles, channels, beams, sheets, plates, strips, coils, pipes, tubes, wires, castings, forgings, extrusions and all other raw materials, semi-finished and finished products used in or capable of being used for the manufacture, fabrication, repair, maintenance or trading of tools, hardware, machinery, engineering goods and industrial products.*

7. *To manufacture, process, import, export, buy, sell, stock, distribute and otherwise deal in abrasives, grinding wheels, cutting wheels, flap discs, sanding discs, polishing materials, abrasive belts, emery products, wire brushes, diamond tools, carbide tools, drill bits, saw blades, cutting inserts, welding consumables, industrial consumables, lubricants, adhesives, sealants, safety products, personal*

protective equipment (PPE), workshop equipment, material handling equipment and all other goods, materials and accessories used in engineering, fabrication, construction, automotive, industrial, electrical and mechanical applications.

8. *To establish, own, operate, maintain or appoint branches, warehouses, depots, distribution centres, logistics facilities, showrooms, service centres, workshops, repair centres, testing laboratories, calibration facilities, manufacturing units and e-commerce platforms in India or abroad and to undertake all activities incidental or conducive to the attainment of the above objects.*

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to take all such steps and to do all such acts, deeds, matters and things and to execute all such documents, forms and writings, including filing of the requisite e-forms with the Registrar of Companies, as may be necessary, proper or expedient to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard."

4. APPROVAL FOR INCREASE IN REMUNERATION OF MS. RIYA AGGARWAL, WHOLE-TIME DIRECTOR.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for payment of remuneration to Ms. Riya Aggarwal (DIN: 09158220), Whole-time Director of the Company, by way of upward revision in her remuneration with effect from 1st April 2026, up to a maximum of Rs. 60,00,000/- (Rupees Sixty Lakhs only) per annum, on the terms and in the manner set out in the Statement annexed to this Notice pursuant to Section 102 of the Act, and as per discretion of the Board of Directors and in consultation with committees, on the terms and in the manner set out in the Statement annexed to this Notice pursuant to Section 102 of the Act, and with the liberty to the Board of Directors of the company to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Ms. Riya Aggarwal.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board", which term shall include the Nomination and Remuneration Committee) be and is hereby authorised to alter and vary the terms and conditions of the said remuneration, including any increment, from time to time, in such manner as may be agreed between the Board and Ms. Riya Aggarwal.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of Ms. Riya Aggarwal, the remuneration set out above shall be paid to her as minimum remuneration, subject to compliance with the applicable provisions of Schedule V of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

5. APPROVAL FOR RE-APPOINTMENT AS MANAGING DIRECTOR AND INCREASE IN REMUNERATION OF MR. NEERAJ KUMAR AGGARWAL.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Neeraj Kumar Aggarwal (DIN: 08058134) as the Managing Director of the Company, for a further period of 5 (five) years with effect from 28th July 2026 up to 27th July 2031, and for payment of remuneration to him of Rs. 3,00,000 per month and up to a maximum of Rs. 1,00,00,000/- (Rupees One Crore only) per annum, as per discretion of the Board of Directors and in consultation with committees, on the terms and in the manner set out in the Statement annexed to this Notice pursuant to Section 102 of the Act, and with the liberty to the Board of Directors of the company to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Neeraj Kumar Aggarwal.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board", which term shall include the Nomination and Remuneration Committee) be and is hereby authorised to alter and vary the terms and conditions of the said re-appointment and remuneration, including any increment, from time to time, in such manner as may be agreed between the Board and Mr. Neeraj Kumar Aggarwal.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Neeraj Kumar Aggarwal, the remuneration set out above shall be paid to him as minimum remuneration, subject to compliance with the applicable provisions of Schedule V of the Act.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to sign and submit the necessary applications and forms with the appropriate authorities and to do all such acts, deeds and things as may be necessary or desirable for and on behalf of the Company to give effect to the aforesaid resolution."

6. APPROVAL FOR RE-APPOINTMENT AS WHOLE-TIME DIRECTOR AND INCREASE IN REMUNERATION OF MS. SHILPY AGGARWAL.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such other approvals, permissions and sanctions as may be necessary, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for the re-appointment of Mrs. Shilpy Aggarwal (DIN: 08058135) as the Whole-time Director of the Company, for a further period of 5 (five) years with effect from 28th July 2026 up to 27th July 2031, and for payment of remuneration to her of Rs. 3,00,000 per month and up to a maximum of Rs. 1,00,00,000/- (Rupees One Crore only) per annum, as per discretion of the Board of Directors and in consultation with committees, on the terms and in the manner set out in the Statement annexed to this Notice pursuant to Section 102 of the Act, and with the liberty to the Board of Directors of the company to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mrs. Shilpy Aggarwal.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board", which term shall include the Nomination and Remuneration Committee) be and is hereby authorised to alter and vary the terms and conditions of the said re-appointment and remuneration, including any increment, from time to time, in such manner as may be agreed between the Board and Mrs. Shilpy Aggarwal.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of Mrs. Shilpy Aggarwal, the remuneration set out above shall be paid to her as minimum remuneration, subject to compliance with the applicable provisions of Schedule V of the Act.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorised to sign and submit the necessary applications and forms with the appropriate authorities and to do all such acts, deeds and things as may be necessary or desirable for and on behalf of the Company to give effect to the aforesaid resolution."

7. APPROVAL FOR VARIATION OF TERMS AND REDEMPTION OF 10,00,000 0.01% NON-CONVERTIBLE REDEEMABLE CUMULATIVE PREFERENCE SHARES

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

"RESOLVED THAT pursuant to the provisions of Sections 48, 55 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company, and subject to such other approvals as may be required in this connection, consent of the Members of the Company be and is hereby accorded to vary the rights, terms and conditions of the 10,00,000 0.01% Non-Convertible Redeemable Cumulative Preference Shares ("NCRCPS") of Rs. 100/- each, aggregating to Rs. 10,00,00,000/- (Rupees Ten Crores only), issued to M/s. M.K. Goenka Construction Private Limited, as under:

(a) Early Redemption: The Company shall have the option to redeem the Preference Shares, in whole or in part, at any time prior to their scheduled redemption date, at the option of the Company or of the holder(s) of the Preference Shares, as the terms of issue may permit.

(b) All other rights, terms and conditions attached to the aforesaid Preference Shares shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to execute and deliver, on behalf of the Company, all such deeds, documents, declarations and undertakings, including the signing and filing of the prescribed forms and returns with the Registrar of Companies and any other authority, and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

ITEM NO. 8: APPROVAL FOR GRANTING LOAN(S), GIVING GUARANTEE(S)/PROVIDING SECURITY(IES) AND MAKING INVESTMENT(S) IN SECURITIES UNDER SECTIONS 185 AND 186 OF THE COMPANIES ACT, 2013, IN DNSJV PRIVATE LIMITED

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

"RESOLVED THAT pursuant to the provisions of Section 185, Section 186 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and in accordance with the applicable provisions of the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary, and on the recommendation of Audit Committee, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee of the Board constituted or to be constituted to exercise its powers, including the powers conferred by this resolution) to, from time to time:

(a) grant loan(s), whether secured or unsecured and whether interest-bearing or otherwise;

(b) give guarantee(s) or provide security(ies), in connection with any loan or financial assistance or credit facility availed or to be availed; and

(c) make investment(s) by way of subscription to, purchase of, or otherwise acquiring, equity shares, compulsorily/optionally convertible debentures, convertible preference shares or other securities,

of/to DNSJV Private Limited ("DNSJV"), being a subsidiary/joint venture company of the Company in which the Company holds 51% (Fifty-One Percent) of the paid-up equity share capital, for an aggregate amount <u>not exceeding Rs. 15,00,00,000/- (Rupees Fifteen Crore Only</u>) outstanding at any point of time (over and above any investment already approved by the Company in DNSJV), notwithstanding that the aggregate of the loans, guarantees, securities and investments so made or to be made to DNSJV, together with the investments, loans, guarantees or securities already subsisting, may exceed the limits prescribed under Section 186(2) of the Act.

RESOLVED FURTHER THAT such loan(s) may be granted at such rate of interest, and such guarantee(s)/security(ies) may be given upon such terms and conditions, as the Board may in its absolute discretion deem fit and in the interest of the Company, provided that where the loan carries interest, the rate thereof shall not be lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan, in terms of the proviso to Section 186(7) of the Act.

RESOLVED FURTHER THAT in case any Director of the Company is or becomes a director on the Board of DNSJV, or is otherwise interested in DNSJV within the meaning of Section 185(2) of the Act, the consent of the Members be and is hereby further accorded, pursuant to Section 185(2) of the Act, for the Company to grant such loan(s)/guarantee(s)/security(ies) to DNSJV, subject to: (i) the loan being utilised by DNSJV for its principal business activities; and (ii) compliance with such other conditions as may be prescribed under Section 185(2) of the Act and the rules made thereunder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient, including finalising the terms and conditions and execution of agreements/documents in connection therewith, without being required to seek any further consent or approval of the Members to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution to any Committee of the Board, any Director(s) or officer(s) of the Company or other authorised person(s), to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a Committee of the Board, any other director(s)/officer(s) of the Company or any other authorised persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

ITEM NO. 9: APPROVAL OF RELATED PARTY TRANSACTION(S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 WITH DNSJV PRIVATE LIMITED

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such other approvals, consents, permissions and sanctions as may be required, and on the approval by audit committee, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted or to be constituted by the Board to exercise its powers, including the powers conferred by this resolution) to enter into and/or continue contract(s)/arrangement(s)/transaction(s), whether by way of a fresh contract or renewal/continuation of an existing contract, with DNSJV Private Limited ("DNSJV"), a related party of the Company in terms of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI LODR Regulations, being a subsidiary/joint venture company in which the Company holds 51% (Fifty-One Percent) of the paid-up equity share capital, for sale, purchase or supply of any goods or materials (including raw materials, semi-finished and finished tools, bits, sockets and allied products), job-work/sub-contracting arrangements, and availing or rendering of related services, on such terms and conditions as may be mutually agreed between the Company and DNSJV from time to time, for an aggregate value not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crore Only) in any financial year.

RESOLVED FURTHER THAT the aforesaid transaction(s) shall be undertaken at an arm's length basis and in the ordinary course of business of the Company; and that where any such transaction(s) is/are not at arm's length price or not in the ordinary course of business, the same shall be undertaken only in accordance with the provisions of Section 188 of the Act and the rules made thereunder.

RESOLVED FURTHER THAT in terms of the second proviso to Section 188(1) of the Act read with Regulation 23(4) of the SEBI LODR Regulations, no member of the Company who is a related party, whether or not such member is party to the said contract(s)/arrangement(s), shall vote to approve this resolution, and the resolution shall be acted upon only if it is approved by the majority of the Members other than the related party/parties, as required under the applicable provisions of the Act and the SEBI LODR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise the terms and conditions of the aforesaid transaction(s), and to do all such acts, deeds, matters and things and execute all such documents as may be necessary, proper or expedient to give effect to this resolution, including delegating such authority to any Committee of the Board or Director(s)/officer(s) of the Company.

RESOLVED FURTHER THAT all actions taken by the Board or a Committee of the Board, any other director(s)/officer(s) of the Company or any other authorised persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

For and on behalf of the Board of Directors of
De Neers Tools Limited

Sd/-
Neeraj Kumar Aggarwal
Chairperson & Managing Director
DIN: 08058134
Date: 05.09.2026
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 5th Annual General Meeting ('5th 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 2025-26, 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, September 4th, 2026. Members may note that the Notice and Annual Report 2025-26 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 Wednesday, September 23, 2026 ("**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. Wednesday, September 23, 2026 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 Friday, September 25, 2026 and will end at 5.00 p.m. on Monday, September 28, 2026. 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 2026 to 29th September 2026 (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 Friday, September 25, 2026 and ends at 5.00 p.m. on Monday, September 28, 2026. 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 2026, 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**
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. <u>Custodian registration process for i-Vote E-Voting Website:</u>

- 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).

<u>Voting method for Custodian on i-Vote E-voting portal:</u>

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

<u>Investor Mapping:</u>

- 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.

<u>Helpdesk for queries regarding virtual meeting:</u>

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: 05.09.2026
Place: Delhi

DE NEERS®
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, Churiwalan 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

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

Mrs. Shilpy Aggarwal (DIN: 08058135), Whole-time Director of the Company, is liable to retire by rotation at this AGM in terms of Section 152 of the Companies Act, 2013 and, being eligible, has offered herself for re-appointment as a Director of the Company. Her brief profile is provided in the Annexure to this Notice. The Board of Directors recommends the Ordinary Resolution set out at Item No. 2 for approval of the Members.

Except Mrs. Shilpy Aggarwal, Ms. Riya Aggarwal and Mr. Neeraj Kumar Aggarwal (and their respective relatives, to the extent of their shareholding and relationship inter se), no other Director, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 3

With a view to enabling the Company to expand and diversify the scope of its business activities in line with its future growth plans, the Board of Directors approved the proposal to alter the Objects Clause of the Memorandum of Association of the Company by inserting the additional object set out in the resolution at Item No. 3, subject to the approval of the Members.

Pursuant to Section 13 of the Companies Act, 2013, any alteration of the Objects Clause of the Memorandum of Association requires the approval of the Members by way of a Special Resolution, followed by filing of the alteration with the Registrar of Companies in the prescribed form. The Board recommends the Special Resolution set out at Item No. 3 for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

Item Nos. 4, 5 and 6

Upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 5th September 2026, approved (i) the re-appointment of Mr. Neeraj Kumar Aggarwal as Managing Director and of Mrs. Shilpy Aggarwal as Whole-time Director, each for a further period of 5 (five) years with effect from 28th July 2026, and (ii) the revision in remuneration payable to Mr. Neeraj Kumar Aggarwal, Managing Director and Mrs. Shilpy Aggarwal and Ms. Riya Aggarwal, Whole-time Directors of the Company, with effect from 1st April 2026, subject to the approval of the Members.

Mr. Neeraj Kumar Aggarwal, Managing Director

Particulars	Details
Name / DIN	Mr. Neeraj Kumar Aggarwal (DIN: 08058134)
Tenure	Re-appointment for 5 years w.e.f. 28.07.2026 to 27.07.2031
Maximum remuneration (per annum)	Up to Rs. 1,00,00,000 as per the discretion of the Board
Break-up (per month, at ceiling)	50% Basic pay, 25% HRA and 25% Conveyance
Other benefits (not forming part of the above ceiling, to the extent permissible)	Contribution to Provident Fund and Gratuity, and encashment of leave, as per the Rules of the Company; reimbursement of expenses actually and necessarily incurred in the performance of official duties; use of Company car and telephone/communication facilities for official purposes.
Commission/Stock options	Nil
Minimum remuneration	In the event of loss or inadequacy of profits in any financial year, the above remuneration shall be paid as minimum remuneration, subject to the applicable provisions of Schedule V of the Act.

Mrs. Shilpy Aggarwal, Whole-time Director

Particulars	Details
Name / DIN	Mrs. Shilpy Aggarwal (DIN: 08058135)
Tenure	Re-appointment for 5 years w.e.f. 28.07.2026 to 27.07.2031
Maximum remuneration (per annum)	Up to Rs. 1,00,00,000 as per the discretion of the Board
Break-up (per month)	50% Basic pay, 25% HRA and 25% Conveyance
Other benefits	Contribution to Provident Fund and Gratuity, and encashment of leave, as per the Rules of the Company; reimbursement of expenses actually and necessarily incurred in the performance of official duties; use of Company car and

	telephone/communication facilities for official purposes.
Commission/Stock options	Nil
Minimum remuneration	In the event of loss or inadequacy of profits in any financial year, the above remuneration shall be paid as minimum remuneration, subject to the applicable provisions of Schedule V of the Act.

Ms. Riya Aggarwal, Whole-time Director

Particulars	Details
Name / DIN	Ms. Riya Aggarwal (DIN: 09158220)
Tenure	Continuing in the present tenure; remuneration revision w.e.f. 1st April 2026
Maximum remuneration (per annum)	Up to Rs. 60,00,000 as per the discretion of the Board
Break-up (per month)	50% Basic pay, 25% HRA and 25% Conveyance
Other benefits	Contribution to Provident Fund and Gratuity, and encashment of leave, as per the Rules of the Company; reimbursement of expenses actually and necessarily incurred in the performance of official duties; use of Company car and telephone/communication facilities for official purposes.
Commission/Stock options	Nil
Minimum remuneration	In the event of loss or inadequacy of profits in any financial year, the above remuneration shall be paid as minimum remuneration, subject to the applicable provisions of Schedule V of the Act.

The Company has adequate profits and is not in default in payment of dues to any bank, financial institution or non-convertible debenture holders, and hence the special resolution is proposed under the proviso to Section 197, 198 read with Schedule V of the Act and the SEBI Listing Regulations.

The Board recommends the Special Resolutions set out at Item Nos. 4, 5 and 6 for approval of the Members.

Mr. Neeraj Kumar Aggarwal, Mrs. Shilpy Aggarwal and Ms. Riya Aggarwal, being the appointees/recipients of remuneration under these resolutions and being related to each other, are concerned or interested in the resolutions relating to their own remuneration and may be regarded as interested to the extent of the resolutions concerning the remuneration of the others. Save as aforesaid and to the extent of their shareholding, if any, no other Director, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

Item No. 7

The Company had issued and allotted 10,00,000 0.01% Non-Convertible Redeemable Cumulative Preference Shares ("NCRCPS") of Rs. 100/- each, aggregating to Rs. 10,00,00,000/-, to M/s. M.K. Goenka Construction Private Limited.

As per Section 55 of the Companies Act, 2013 read with Rule 9(6) of the Companies (Share Capital and Debentures) Rules, 2014, a company may redeem its preference shares only on the terms on which they were issued, or as varied after due approval of preference shareholders under Section 48 of the Act, and the preference shares may be redeemed (a) at a fixed time or on the happening of a particular event, (b) at any time at the Company's option, or (c) at any time at the shareholder's option.

Preference share capital is treated as a quasi-debt instrument under the applicable Accounting Standards, resulting in a dual impact on the Company's profitability and net worth: the Company is required to recognise a finance cost on the Preference Shares, and on actual payment of dividend. Considering this, the Board of Directors, at its meeting held on 5th September 2026, approved the variation in the terms of issue of the Preference Shares as stated in the resolution at Item No. 7, subject to the approval of Members by way of a Special Resolution.

The Board recommends the Special Resolution set out at Item No. 7 for approval of the Members, in the best interest of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice, except M/s. M.K. Goenka Construction Private Limited, to the extent of its holding of the Preference Shares, and except to the extent of shareholding of any Director/KMP or their relatives in the Company.

ITEM NO. 8

DNSJV Private Limited ("DNSJV") is being established as a subsidiary/joint venture company of the Company for setting up a new manufacturing facility for tools, bits, sockets and allied products, in which the Company holds 51% (Fifty-One Per cent) of the paid-up equity share capital. As per the disclosure in the Notice of Extraordinary General Meeting which was held on 2nd September 2026, the Company has earmarked Rs. 600.00 lakhs out of the proceeds of the present preferential issue towards investment in DNSJV for capital expenditure on its new manufacturing facility.

In addition to the aforesaid investment, DNSJV may, from time to time, require further financial support by way of loan(s), corporate guarantee(s)/security(ies), and/or investment in its securities, for meeting its capital expenditure, working capital and other business requirements. Section 186(2) of the Act restricts a company from giving loans, guarantees/securities or making investments exceeding 60% of its paid-up share capital, free reserves and securities premium account, or 100% of its free reserves and securities premium account, whichever is higher, without the prior approval of Members by way of a Special Resolution. Separately, Section 185(2) of the Act permits a company to give loan(s)/guarantee(s)/security(ies) to a person in whom a director is interested (which includes a body corporate whose board includes a director of the lending company), subject to a special resolution being passed in general meeting and the loan being utilised by the borrowing entity for its principal business activity.

Accordingly, in order to enable the Company to extend need-based financial support to DNSJV from time to time, without seeking Members' approval on each occasion, it is proposed to seek the approval of the Members, by way of a Special Resolution, for granting loan(s), giving guarantee(s)/providing security(ies) and/or making investment(s) in the securities of DNSJV, up to an aggregate amount of Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) outstanding at any point of time.

Disclosures pursuant to Section 186(4) of the Act and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:

(i) Name of the entity: DNSJV Private Limited.

(ii) Relationship with the Company: Subsidiary/joint venture company (51% shareholding held by the Company).

(iii) Purpose of the loan/guarantee/security/investment: Funding capital expenditure on the new manufacturing facility, working capital and general corporate purposes of DNSJV.

(iv) Aggregate amount: Not exceeding Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) outstanding at any point of time, inclusive of loans, guarantees, securities and investments made under this resolution.

(v) Terms: As may be mutually agreed between the Company and DNSJV from time to time, subject to Section 185 and 186 of the Act, where applicable.

Except Mr. Neeraj Kumar Aggarwal, Managing Director, who is a director on the Board of DNSJV Private Limited (including relatives Ms. Riya Aggarwal and Mrs. Shilpy Aggarwal), none of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of this Notice, except to the extent of their shareholding, if any, in the Company.

The Board recommends the Special Resolution set out at Item No. 8 of this Notice for approval of the Members.

ITEM NO. 9

As stated in Item No. 8 above, DNSJV is a subsidiary/joint venture company of the Company holding 51% of the paid-up equity share capital of DNSJV, and is accordingly a "related party" of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI LODR Regulations. DNSJV is being set up to manufacture tools, bits, sockets and allied products, which are also dealt in by the Company. In the ordinary course of business, the Company proposes to enter into transaction(s)/arrangement(s) with DNSJV for sale and/or purchase of raw materials, semi-finished and finished goods, job-work/sub-contracting arrangements, and related services, on a continuing basis.

Since DNSJV is not a wholly-owned subsidiary of the Company, the exemption available under the first proviso to Section 188(1) of the Act (in respect of transactions between a holding company and its wholly-owned subsidiary whose accounts are consolidated with the holding company and placed before the shareholders at the general meeting for approval) is not available in the present case. The proposed transactions with DNSJV accordingly require the prior approval of the Members by way of an Ordinary Resolution under Section 188(1) of the Act. Further, since the said transactions may, individually or in the aggregate, exceed the materiality threshold prescribed under Regulation 23 of the SEBI LODR Regulations, the approval of the Members is also being sought under the said Regulation.

Disclosures pursuant to Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI LODR Regulations:

(i) Name of the related party: DNSJV Private Limited.

(ii) Name of Director/KMP who is related, if any: Mr. Neeraj Kumar Aggarwal, Mrs. Shilpy Aggarwal and Ms. Riya Aggarwal.

(iii) Nature of relationship: Subsidiary/joint venture company (51% shareholding held and/or proposed to be held by the Company).

(iv) Nature, duration and particulars of the contract/arrangement: Sale and purchase of goods/materials, job-work and related services, on a continuing basis, for a period of five year(s) from the date of this resolution or until renewed/modified by the Board.

(v) Material terms, including value: Aggregate value not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crore Only) in any financial year.

(vi) Advance, if any, paid or received for the contract/arrangement: Nil.

(vii) Manner of determining the pricing and other commercial terms: At arm's length basis, with reference to prevailing market prices/costs, and in the ordinary course of business of the Company.

(viii) Whether all factors relevant to the contract have been considered: Yes.

(ix) Any other information relevant or important for the Members to take a decision on the proposed resolution: None.

Except Mr. Neeraj Kumar Aggarwal, Managing Director, who is a director on the Board of DNSJV Private Limited (including relatives Ms. Riya Aggarwal and Mrs. Shilpy Aggarwal), save as aforesaid, none of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of this Notice, except to the extent of their shareholding, if any, in the Company.

In terms of Section 188 of the Act and Regulation 23(4) of the SEBI LODR Regulations, all related parties, whether or not they are party to the above contract(s)/arrangement(s), shall abstain from voting on the resolution set out at Item No. 9 of this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 9 of this Notice for approval of the Members.

DE NEERS®
Best Ever Tools

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

(Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings)

Mrs. Shilpy Aggarwal (Item No. 6)

Name of the Director	**Mrs. Shilpy Aggarwal**
DIN	08058135
Category of Director	Whole-time Director
Date of Birth & Age	August 30, 1976
Date of Appointment on the Board	26/07/2021
Qualifications	Graduate
Expertise in specific functional area	Marketing and Human Resources domain.
Terms and conditions of re-appointment	As set out in the resolution and Explanatory Statement at Item No. 6
Remuneration last drawn	Refer to Note 34 (Related Party Transactions) to the Financial Statements for FY 2025-26
Remuneration proposed	As set out in the Explanatory Statement at Item No. 6
Shareholding in the Company	13,29,900 Equity Shares (13.83%) (610000 convertible warrants are still pending for conversion. Assuming full conversion, the revised shareholding will be 19,39,900)
Relationship with other Directors/KMP	Wife of Mr. Neeraj Kumar Aggarwal, Managing Director and Mother of Ms. Riya Aggarwal. Whole-time Director
Directorship in other listed entities	Nil
Membership/Chairmanship of Committees of other public companies	Nil

Mr. Neeraj Kumar Aggarwal (Item No. 5)

Name of the Director	**Mr. Neeraj Kumar Aggarwal**
DIN	08058134
Category of Director	Managing Director & Chairperson
Age	47 years
Date of Appointment on the Board	28/07/2021
Qualifications	Graduate and Bachelor Degree hold from Delhi University
Expertise in specific functional area	Having more than 15 years of experience in the business
Terms and conditions of re-appointment	Re-appointment for a further period of 5 years w.e.f. 28.07.2026, as set out in the resolution and Explanatory Statement at Item No. 5
Remuneration last drawn	Refer Note 34 (Related Party Transactions) to the Financial Statements for FY 2025-26
Remuneration proposed	As set out in the Explanatory Statement at Item No. 5
Shareholding in the Company	22,00,700 Equity Shares (22.88%) (300000 convertible warrants are still pending for conversion. Assuming full conversion, the revised shareholding will be 25,00,700 Shares)
Relationship with other Directors/KMP	Husband of Mrs. Shilpy Aggarwal, Whole-time Director and Father of Ms. Riya Aggarwal, Whole-time Director
Directorship in other listed entities	Nil
Membership/Chairmanship of Committees of other public companies	Nil

DE NEERS®

Revolution in Hand Tools

CONTACT US

Phone No. : 011- 4207 2555

Email : support@deneerstools.com

Website : www.deneerstools.com

Address : Head Office
468, FIE, Patparganj Industrial
Area, Delhi - 110 092