DE NEERS®
Best Ever Tools

Date: 8th August 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: **Intimation pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulations 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, read with Schedule III, we wish to inform the Stock Exchange of the following: -

1. The Notice of the 1st Extraordinary 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, has been dispatched to the shareholders. The copy of the EGM Notice and annexures can be accessed through the link below:
   https://drive.google.com/file/d/19LayqkbRENUXWhHeBQEi5X0MrTXwaqGd/view?usp=drive_link

   The copy of the EGM notice is also attached herewith.

2. The remote e-voting will commence from Saturday, August 29, 2026 at 9.00 A.M. and will end on Tuesday, September 01, 2026 at 5.00 P.M.

Kindly take the same on record and acknowledge the receipt.

Thanking you,
Yours faithfully,

FOR DE NEERS TOOLS LIMITED

For DE NEERS TOOLS LTD.
Neeraj Aggarwal
Director

NEERAJ KUMAR AGGARWAL
MANAGING DIRECTOR
DIN: 08058134
Encl.: *a/a*

DE NEERS TOOLS LIMITED
CIN: L29309DL2021PLC384229
Reg. Off: P. No. 468, Ground Floor, Industrial Area Patparganj, Delhi, India, 110092
Phone: +91-11-4206-2555. Email: compliance@deneerstools.com
Web: www.deneerstools.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the 1st Extra-Ordinary General Meeting of the members of **De Neers Tools Limited** ("the Company") will be held on **Wednesday, September 02, 2026, at 11:00 A.M.** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

SPECIAL BUSINESS

ITEM NO. 1: INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and all other applicable provisions, if any, of the said Act read with the rules and regulations framed thereunder and applicable provisions 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 in accordance with the applicable provisions of the Memorandum and Articles of Association of the Company, the consent of members of the Company be and is hereby accorded to increase the existing Authorised Share Capital of the Company ***from*** 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 ***to*** Rs. 33,00,00,000/- (Rupees Thirty-Three Crores) divided into (i) 1,30,00,000 (One Crore Thirty 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 20,00,000 (Twenty Lakhs) Equity Shares of Rs. 10/- each, ranking pari-passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to alter the memorandum of association by substituting existing Clause V with the following new Clause V as under:

V. The Authorized Share Capital of the Company is Rs. 33,00,00,000/- (Rupees Thirty-Three Crores Only) divided into (i) 1,30,00,000 (One Crore Thirty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 20,00,000 (Twenty Lakhs) 0.01% Preference shares of Rs. 100/- (Rupees One Hundred Only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to increase of the Authorized Share Capital in the manner as aforementioned, including settling the questions, doubts or disputes if any, which may arise in this regard, and making the necessary filings with the Registrar of Companies."

ITEM NO. 2: ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

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 23(1)(b), Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (as applicable) ("SEBI (ICDR) Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date ("SEBI (LODR) Regulations") and the Foreign Exchange Management Act, 1999 as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India ("SEBI") and/or the stock exchanges and the enabling provisions of the memorandum and articles of association of the Company and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to, by the board of directors of the Company ("the Board", which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorized by the Board or its committee for such purpose); the consent and approval of the members of the Company be and is hereby granted to create, offer, issue and allot on a preferential and private placement basis, upto 16,00,200 Equity Shares of Rs. 10/- each (hereinafter referred to as "Equity Shares"), at an issue price of Rs. 196.00 per equity share of the face value of Rs. 10/- each (including a premium of Rs. 186.00 per equity Share) or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, to the following proposed allottees, belonging to the non-promoter public category (hereinafter referred to as **"Proposed Allottees"**):

S.N.	**Name of the Proposed Allottees**	**Category**	**No. of Equity Shares proposed to be allotted**
1	Anam Qadri	Non-Promoter (Public)	1,53,000
2	Defcon Agro LLP	Non-Promoter (Public)	1,48,200
3	Taranbir Singh	Non-Promoter (Public)	76,800
4	Inderjit Kaur	Non-Promoter (Public)	1,02,000
5	Jasmeen Kaur	Non-Promoter (Public)	51,000
6	Sarbjit Singh	Non-Promoter (Public)	50,400
7	Rakshita Goyal	Non-Promoter (Public)	25,800
8	Raghavan Goyal	Non-Promoter (Public)	25,800
9	Lokesh Goyal	Non-Promoter (Public)	51,000
10	Babita Garg	Non-Promoter (Public)	38,400
11	Subhash Chand Garg	Non-Promoter (Public)	38,400
12	Manu Aggarwal	Non-Promoter (Public)	76,800
13	Divyansh Aggarwal	Non-Promoter (Public)	25,800
14	Divya Aggarwal	Non-Promoter (Public)	25,800
15	Patel Yashkumar Satishbhai	Non-Promoter (Public)	12,600
16	Satishkumar Chaturbhai Patel	Non-Promoter (Public)	25,200
17	Patel Dakshaben Satishkumar	Non-Promoter (Public)	12,600
18	Patel Akankshaben Yashkumar	Non-Promoter (Public)	12,600
19	Varun Aggarwal	Non-Promoter (Public)	30,600
20	Sushil Kumar Aggarwal	Non-Promoter (Public)	30,600
21	Neeti Jain	Non-Promoter (Public)	18,000
22	Radhika Jain	Non-Promoter (Public)	12,600

23	Rakesh Jain	Non-Promoter (Public)	18,000
24	Ridhima Goyal	Non-Promoter (Public)	12,600
25	Avnish Gupta HUF	Non-Promoter (Public)	12,600
26	Geetika Gupta	Non-Promoter (Public)	9,000
27	Sambhav Gupta	Non-Promoter (Public)	9,000
28	Neena Gupta	Non-Promoter (Public)	12,600
29	Shehnaz Gupta	Non-Promoter (Public)	78,000
30	Damanjeet Singh Kochar	Non-Promoter (Public)	51,000
31	Neelam Jain	Non-Promoter (Public)	51,000
32	Rohit Sehgal	Non-Promoter (Public)	51,000
33	Sanjay Bhuttan	Non-Promoter (Public)	48,600
34	Khushwant Singh	Non-Promoter (Public)	25,800
35	Vansh Bansal	Non-Promoter (Public)	25,800
36	Ritik Sethi	Non-Promoter (Public)	15,600
37	Anoop Kumar Arramalla	Non-Promoter (Public)	15,000
38	Puneet Bansal & Sons (HUF)	Non-Promoter (Public)	15,000
39	Deep Pal Singh	Non-Promoter (Public)	15,000
40	Soni Gupta	Non-Promoter (Public)	13,200
41	Parina Mehta	Non-Promoter (Public)	13,200
42	Sanjeev Madan	Non-Promoter (Public)	13,200
43	Sandeep Gupta	Non-Promoter (Public)	13,200
44	Khushi Narang	Non-Promoter (Public)	13,200
45	Riya Gupta	Non-Promoter (Public)	12,600
46	Devender Singh	Non-Promoter (Public)	12,000
		Total	**16,00,200**

RESOLVED FURTHER THAT the aforesaid issue and allotment of Equity Shares shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI (ICDR) Regulations, including the following:

a. An amount equivalent to 100% of the total consideration for the Equity Shares will be payable at the time of subscription to the Equity Shares, as prescribed by Regulation 169 of the SEBI (ICDR) Regulations.

b. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Proposed Allottees.

c. The Equity Shares shall be locked in as per the provisions of the SEBI (ICDR) Regulations relating to preferential issue.

d. The Equity Shares to be allotted shall be in dematerialized form only.

e. The Equity Shares shall rank pari-passu in all respects, including as to dividend, with the existing fully paid-up equity shares of face value Rs. 10/- each of the Company.

f. The Equity Shares will be listed and traded on the stock exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.

g. The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (Fifteen) days from the date of passing of the shareholders' resolution. Provided that where any approval of permission of the regulatory authority for the allotment is pending, the period of 15 days shall be counted from the date of such approval or permission.

RESOLVED FURTHER THAT as per the SEBI (ICDR) Regulations, the "Relevant Date" for the purpose of determining the issue price of the aforesaid Equity Shares shall be August 03, 2026.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue and allotment of the Equity Shares, including but not limited to seeking listing of the Equity Shares on the relevant stock exchange, making application to the relevant depository for admission of the Equity Shares as appropriate, and to resolve and settle all questions and difficulties that may arise in relation to the proposed preferential issue, offer and allotment of any of the said Equity Shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they 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 authorized to delegate all or any of the powers conferred by this resolution on it to any committee of the Board, any other director(s) or officer(s) of the Company or other authorized persons to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a committee of the Board, any other director(s) or officer(s) of the Company or any other authorized 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. 3: ISSUE OF CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS

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 23(1)(b), Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (as applicable) ("SEBI (ICDR) Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date ("SEBI (LODR) Regulations") and the Foreign Exchange Management Act, 1999 as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India ("SEBI") and/or the stock exchanges and the enabling provisions of the memorandum and articles of association of the Company and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to, by the board of directors of the Company ("the Board", which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorized by the Board or its committee for such purpose); the consent and approval of the members of the Company be and is hereby granted to create, offer, issue and allot on a preferential and private placement basis upto 4,99,800 warrants (hereinafter referred to as "Convertible Warrant"), at an exercise price of Rs. 196.00 per underlying equity share of the face value of Rs. 10/- each (including a premium of Rs. 186.00 per equity Share) or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2018, to the following proposed allottees, belonging to the non-promoter public category persons (hereinafter referred to as **"Proposed Allottees"**):

S.N.	**Name of the Proposed Allottees**	**Category**	**No. of Convertible Warrants proposed to be allotted**
1	Sharp Chucks and Machines Limited	Non-Promoter (Public)	2,55,600
2	Taranbir Singh	Non-Promoter (Public)	2,44,200
		Total	**4,99,800**

RESOLVED FURTHER THAT aforesaid issue and allotment of Convertible Warrants shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI (ICDR) Regulations, including the following:

a. Subject to other terms and conditions, the Convertible Warrants shall be convertible into an equal number of equity shares of a face value of Rs. 10 each ("Resulting Equity Shares").

b. In terms of the provisions of Regulation 169(2) of the SEBI (ICDR) Regulations, 2018; an amount equivalent to 25% (twenty-five percent) of the total consideration for the Convertible Warrants will be payable at the time of allotment of the Convertible Warrants. The rest 75% of the Total consideration shall be payable by the Convertible Warrant holder(s) on or before the time of exercising the option to Convert the warrants into Equity shares, which in any case shall be within eighteen (18) months from the date of allotment of Warrants.

c. The consideration for allotment of Convertible Warrants/ Resulting Equity Shares shall be paid to the Company from the bank accounts of the Proposed Allottees.

d. The Convertible Warrants/ Resulting Equity Shares shall be locked in as per the provisions of the SEBI (ICDR) Regulations relating to preferential issue.

e. The Convertible Warrants/ Resulting Equity Shares to be allotted shall be in dematerialized form only.

f. The Resulting Equity Shares shall rank pari-passu in all respects including as to dividend with the existing fully paid-up equity shares of face value Rs. 10/- each of the Company.

g. The Resulting Equity Shares will be listed and traded on the stock exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be. Convertible Warrants shall not be listed.

h. The Convertible Warrants shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (Fifteen) days from the date of passing of the shareholders' resolution. Provided that where any approval of permission of regulatory authority for the allotment is pending, the period of 15 days shall be counted from the date of such approval or permission.

i. Warrant holder may apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within eighteen months from the date of allotment of the Convertible Warrants, in one or more tranches. In case the Warrant holder(s) do not apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Convertible Warrants, then the consideration paid upon each of the said outstanding Convertible Warrants shall be forfeited and all the rights attached to the Convertible Warrants shall lapse automatically.

j. Upon exercise of the option to convert the Convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of Resulting Equity Shares, pursuant to exercise of the Convertible Warrants is completed within 15 days from the date of such exercise by the allottees of such Warrants.

k. The Convertible Warrants by themselves do not give to the Warrant holder any rights (including any dividend or voting rights) as the Shareholders of the Company.

RESOLVED FURTHER THAT as per the SEBI (ICDR) Regulations, the "Relevant Date" for the purpose of determining the issue price of the aforesaid Convertible Warrants shall be August 03, 2026.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue and allotment of the Convertible Warrants/ Resulting Equity Shares, including but not limited to seeking listing of the Resulting Equity Shares on the relevant stock exchange, making application to the relevant depository for admission of the Convertible Warrants/ Resulting Equity Shares as appropriate, and to resolve and settle all questions and difficulties that may arise in relation to the proposed preferential issue, offer and allotment of any of the said Convertible Warrants/ Resulting Equity Shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they 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 authorized to delegate all or any of the powers conferred by this resolution on it to any committee of the Board, any other director(s) or officer(s) of the Company or other authorized persons to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a committee of the Board, any other director(s) or officer(s) of the Company or any other authorized 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."

By Order of the Board of Directors
For **De Neers Tools Limited**

Sd/-
Neeraj Kumar Aggarwal
Managing Director
DIN: 08058134

Date: 06-08-2026
Place: Delhi

NOTES:

1. As per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 20/2020 dated May 05, 2020 and Circular No 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, circular no.09/2023 dated September 25, 2023, Circular no. 09/2024 dated September 19, 2024 and by issuing the latest Circular no. 03/2025 dated September 22, 2025, MCA has allowed for conducting extra-ordinary general meeting (EGM) or passing of Ordinary/ Special Resolution through "Video Conferencing" till further orders in accordance with requirements laid down in Para 3 and Para 4 of the General Circular no 20/2020 dated May 5, 2020. The forthcoming EGM will thus be conducted through video conferencing (VC) or other audio-visual means (OAVM). Hence, members can attend and participate in the ensuing EGM through VC/OAVM. There shall be no physical attendance of shareholders at the meeting, and the deemed venue for the meeting shall be the Registered Office of the Company.

2. Pursuant to Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint a proxy to attend and cast a vote for the members is not available for this general meeting. However, the Body Corporates are entitled to appoint authorised representatives to attend the general meeting through VC/OAVM and participate there at and cast their votes through e-voting.

   Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution/Authorisation document authorizing their representative to attend and vote on their behalf at the general meeting.

3. The Members can join the general meeting in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the general meeting through VC/OAVM will be made available for 1000 members on a first-come, first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the general meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Bigshare Services Pvt. Ltd. (Bigshare) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using the remote e-Voting system as well as e-voting on the date of the EGM, will be provided by Bigshare. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request to info@bigshareonline.com. However, if he/she is already registered with Bigshare for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.deneerstools.com. The Notice can also be accessed from the website of the Stock Exchange i.e., National Stock Exchange of India Limited at www.nseindia.com, and the EGM Notice is also available on the website of RTA, i.e., Bigshare Services Pvt. Ltd. at www.ivote.bigshareonline.com.

7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013, read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

8. The members are requested to inform the Company, queries, if any, at least 3 days before the date of the meeting to enable the management to keep the required information available at the meeting.

9. Members are requested to notify immediately any change in their addresses and/ or the Bank Mandate details to their respective Depository Participants (DP) for shares held in electronic form.

10. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a "Green Initiative in Corporate Governance" and allowed companies to share documents with its shareholders through an electronic mode. Stock Exchanges permit companies to send soft copies of the EGM Notice to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering/updating their email address for receiving electronic communication.

11. All the Documents referred to in the notice are open for inspection at the Registered office of the Company between 11:00 A.M. to 4:00 P.M on any working day prior to the day of the meeting and will also be available at the meeting venue on the date of the meeting.

12. The company has appointed **Ms. Ashita Kaul, of Ashita Kaul & Associates, Company Secretaries** (CP No. 6529), Practising Company Secretaries, as the Scrutinizer ('Scrutinizer') for conducting the remote e-voting process in a fair and transparent manner.

13. The Scrutinizer shall, immediately after the conclusion of voting at EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than two working days from the conclusion of meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.

14. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.deneerstools.com and on the website of Depositories immediately after the results are declared by the Chairman; and results shall immediately be disseminated to the Stock Exchanges where the shares of the Company are listed.

15. Since, this notice is to be sent to the Members through e-mail only, the Members who have not registered their e-mail addresses are requested to register the same in respect of shares held in electronic form with the Company or the Depositories / Depository Participants and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent at the following address:

    Bigshare Services Private Limited
    S6-2, 6th Pinnacle Business Park, Mahakali Caves,
    Road, Next to Ahura Centre, Andheri East, Maharashtra – 400093, Maharashtra, India
    Tel.: 022 6263 8200
    Fax: 022 6263 8299
    E-Mail: ivote@bigshareonline.com
    Website: www.bigshareonline.com

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

THE REMOTE E-VOTING PERIOD BEGINS ON SATURDAY, AUGUST 29, 2026 AT 9.00 A.M. (IST) AND ENDS ON TUESDAY, SEPTEMBER 01, 2026 AT 5.00 P.M. (IST).

The remote e-voting module shall be disabled by Bigshare for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on Wednesday, August 26, 2026 ("Cut-off Date), may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date.

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

i. The voting period begins on Saturday, August 29, 2026 at 9.00 A.M. (IST) and ends on Tuesday, September 01, 2026 at 5.00 P.M. (IST). 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 Wednesday, August 26, 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 a 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**	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. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 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**	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. 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 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 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 shareholders 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 the 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 the 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 the '**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 a 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, message will be displayed with **“User id and password will be sent via email on your registered email id”**.
  NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password**?
- Enter “**User ID”** and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**.
  (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

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

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

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
  - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
  - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.
    Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
  - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under the “**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: 1800 22 54 22, 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.

<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.

EXPLANATORY STATEMENT IN RESPECT OF THE BUSINESSES PROPOSED BEFORE MEMBERS, PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement, pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions, sets out all material facts relating to the business mentioned under each item of the accompanying Notice:

ITEM NO. 1

Currently, the Authorized Share Capital of the Company is 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. In order to enable and accommodate the issue of further equity shares of the Company, the Company needs to increase its authorized capital, which could go beyond the present Authorized Share Capital of the Company. Thus, it necessitates an increase in the Authorized Capital of the Company.

The Board of Directors had in their meeting held on August 06, 2026, has approved the increase in Authorized Share Capital of the Company to Rs. 33,00,00,000/- (Rupees Thirty-Three Crores) divided into (i) 1,30,00,000 (One Crore Thirty Lakhs) Equity Shares of Rs. 10/- each and 20,00,000 (Twenty Lakhs) 0.01% Preference shares of Rs. 100/- each and subsequent alteration to and substitution of the existing Clause V of the Memorandum of Association of the Company, subject to approval of the members.

Since in terms of Sections 13 and 61 of the Companies Act, 2013 read with the relevant rules framed thereunder, any increase in the Authorized Share Capital and the consequential alteration of the capital clause of the Memorandum of Association, requires the approval of the shareholders, a resolution has been set out item no. 1 of the notice and is recommended by your directors for approval by way of an Ordinary Resolution.

None of the directors or key managerial personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 2 & 3

To augment the fund requirements of the Company, your Company intends to raise funds through the preferential issue of securities. Since your Company is a listed company, the proposed issue of Equity Share and Convertible Warrants/ Resulting Equity Shares would be made in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements), Regulations, 2018, and other applicable provisions, if any. In terms of the provisions of the Companies Act, 2013 and the rules made thereunder, and the aforesaid SEBI Regulation, the relevant disclosures/details are given below:

I. **Instrument and Numbers:** Your Board of Directors is its meeting held on August 06, 2026, has proposed to issue on a preferential and private placement basis, Equity Shares and Convertible Warrants to certain Non-Promoter category persons (“the Proposed Allottees):

a. upto16,00,200 Equity Shares of Rs. 10/- each (hereinafter referred to as “Equity Shares”), at an issue price of Rs. 196.00 per equity share of the face value of Rs. 10/- each (including a premium of Rs. 186.00 per equity Share) or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, to the following proposed allottees, belonging to the non-promoter public category:

S.N.	Name of the Proposed Allottees	Category	No. of Equity Shares proposed to be allotted
1	Anam Qadri	Non-Promoter (Public)	1,53,000
2	Defcon Agro LLP	Non-Promoter (Public)	1,48,200

3	Taranbir Singh	Non-Promoter (Public)	76,800
4	Inderjit Kaur	Non-Promoter (Public)	1,02,000
5	Jasmeen Kaur	Non-Promoter (Public)	51,000
6	Sarbjit Singh	Non-Promoter (Public)	50,400
7	Rakshita Goyal	Non-Promoter (Public)	25,800
8	Raghavan Goyal	Non-Promoter (Public)	25,800
9	Lokesh Goyal	Non-Promoter (Public)	51,000
10	Babita Garg	Non-Promoter (Public)	38,400
11	Subhash Chand Garg	Non-Promoter (Public)	38,400
12	Manu Aggarwal	Non-Promoter (Public)	76,800
13	Divyansh Aggarwal	Non-Promoter (Public)	25,800
14	Divya Aggarwal	Non-Promoter (Public)	25,800
15	Patel Yashkumar Satishbhai	Non-Promoter (Public)	12,600
16	Satishkumar Chaturbhai Patel	Non-Promoter (Public)	25,200
17	Patel Dakshaben Satishkumar	Non-Promoter (Public)	12,600
18	Patel Akankshaben Yashkumar	Non-Promoter (Public)	12,600
19	Varun Aggarwal	Non-Promoter (Public)	30,600
20	Sushil Kumar Aggarwal	Non-Promoter (Public)	30,600
21	Neeti Jain	Non-Promoter (Public)	18,000
22	Radhika Jain	Non-Promoter (Public)	12,600
23	Rakesh Jain	Non-Promoter (Public)	18,000
24	Ridhima Goyal	Non-Promoter (Public)	12,600
25	Avnish Gupta HUF	Non-Promoter (Public)	12,600
26	Geetika Gupta	Non-Promoter (Public)	9,000
27	Sambhav Gupta	Non-Promoter (Public)	9,000
28	Neena Gupta	Non-Promoter (Public)	12,600
29	Shehnaz Gupta	Non-Promoter (Public)	78,000
30	Damanjeet Singh Kochar	Non-Promoter (Public)	51,000
31	Neelam Jain	Non-Promoter (Public)	51,000
32	Rohit Sehgal	Non-Promoter (Public)	51,000
33	Sanjay Bhuttan	Non-Promoter (Public)	48,600
34	Khushwant Singh	Non-Promoter (Public)	25,800

35	Vansh Bansal	Non-Promoter (Public)	25,800
36	Ritik Sethi	Non-Promoter (Public)	15,600
37	Anoop Kumar Arramalla	Non-Promoter (Public)	15,000
38	Puneet Bansal & Sons (HUF)	Non-Promoter (Public)	15,000
39	Deep Pal Singh	Non-Promoter (Public)	15,000
40	Soni Gupta	Non-Promoter (Public)	13,200
41	Parina Mehta	Non-Promoter (Public)	13,200
42	Sanjeev Madan	Non-Promoter (Public)	13,200
43	Sandeep Gupta	Non-Promoter (Public)	13,200
44	Khushi Narang	Non-Promoter (Public)	13,200
45	Riya Gupta	Non-Promoter (Public)	12,600
46	Devender Singh	Non-Promoter (Public)	12,000
		Total	**16,00,200**

b. upto 4,99,800 warrants (hereinafter referred to as "Convertible Warrant"), at an exercise price of Rs. 196.00 per underlying equity share of the face value of Rs. 10/- each (including a premium of Rs. 186.00 per equity Share) or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2018, to the following proposed allottees, belonging to the non-promoter public category persons:

S.N.	Name of the Proposed Allottees	Category	No. of Convertible Warrants proposed to be allotted
1	Sharp Chucks and Machines Limited	Non-Promoter (Public)	2,55,600
2	Taranbir Singh	Non-Promoter (Public)	2,44,200
		Total	**4,99,800**

Convertible Warrants shall be entitled to convert the same, at the option of the warrant holder, into equal number of Equity Shares of a face value of Rs. 10/- each of the Company ("Resultant Equity Share"), in one or more tranches, within a period of 18 (eighteen) months from the date of allotment of Convertible Warrants. The Convertible Warrants by itself do not give to the Warrant holder any rights (including any dividend or voting rights) as the Shareholders of the Company. The Convertible Warrants are not proposed to be listed on any stock exchange.

II. Pending Preferential Issue: Presently, there has been no preferential issue pending or in process except as proposed in this notice.

III. Relevant Date: As per SEBI (ICDR) Regulations, 2018, the relevant date for the purpose of determination of issue price for the proposed preferential issue of securities is August 03, 2026.

IV. Issue Price and Valuation Report: In case of the frequently traded shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the Equity share and Convertible Warrants/ Resulting Equity Shares in a preferential issues has to be calculated as (a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or (b) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date; whichever is higher. Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for convertible warrants/ equity shares to be allotted pursuant to the preferential issue.

The equity shares of the Company are listed and traded on the National Stock Exchange of India Limited (NSE). As per the trading volume data available on NSE, the shares of the Company are frequently traded at NSE.

As per regulation 166A of the SEBI (ICDR) Regulations, 2018, any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price. Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Articles of Association of the Company do not provide for any particular method of determination of issue price, which results in a floor price higher than that determined under SEBI ICDR Regulations. The proposed preferential issue of the convertible warrants would not result in any change in control of the Company. Further, the proposed allotment would not be for more than 5% of the post issue fully diluted Equity Share Capital of the Company to an allottee or to allottees acting in concert. So, valuation report under regulation 166A is not applicable in the present case.

Accordingly, the minimum issue price of the Convertible Warrants/ Resulting Equity Shares to be allotted shall be the price determined as per provisions of Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares). The Price determined as per provisions of Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares) has been worked out to be Rs. 195.24 per equity share.

It is proposed that the Equity Share and Convertible Warrants shall be issued at an issue price per equity share/exercise price of Rs. 196.00 per underlying equity share of the face value of Rs. 10 each (including a premium of Rs. 186.00 per equity Share) or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2018. Accordingly, the proposed issue price shall be more than the price determined under Regulation 164 and other applicable provisions of the SEBI (ICDR) Regulations, 2018.

Since, there is no capitalization of profit, right issue, bonus issue, re-classification of shares or any other corporate action in the Company, there is no adjustment in pricing, required to be made, in terms of Regulation 166 of the SEBI (ICDR) Regulations, 2018.

Further, as per the Regulation 166(2) of the SEBI (ICDR) Regulations, 2018, the effect on the price of the equity shares of the issuer due to material price movement and confirmation of reported event or information may be excluded as per the framework specified under sub-regulation (11) of regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for determination of the price for a preferential issue in accordance with regulations 164, 164A, 164B or 165 of these regulations. In this regard according to the circular No SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/51 dated 21st May 2024, the framework for considering unaffected price shall be applicable to top 250 listed entities only. Since the Company is not in top 250 listed entities, the aforesaid circular is not applicable in this case.

V. **Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable

VI. **Re-computation of Price:** The Company shall re-compute the issue price of the Equity Share/Convertible Warrants/ Resulting Equity Shares, in terms of the provision of the SEBI (ICDR) Regulations, 2018, where it is required to do so; and that if any amount payable on account of the re-computation of issue price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the Equity Share/ Convertible Warrants/ Resulting Equity Shares allotted under preferential issue shall continue to be locked- in till the time such amount is paid by the allottee.

VII. Payment: In terms of the provisions of Regulation 169(1) of the SEBI (ICDR) Regulations, 2018; full consideration of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of such Equity Shares. Accordingly, the entire consideration for Equity Shares is required to be paid to the Company before allotment of Equity Shares to the Proposed Allottees.

In terms of the provisions of Regulation 169(2) of the SEBI (ICDR) Regulations, 2018; an amount equivalent to 25% (twenty-five percent) of the total consideration for the Convertible Warrants/Resulting Equity Share will be payable at the time of allotment of the Convertible Warrants. The rest 75% of the Total consideration shall be payable by the Convertible Warrant holder(s) on or before the time of exercising the option to Convert the warrants into Equity shares, which in any case, shall be within 18 (eighteen) months from the date of allotment of warrants.

In case the Warrant holder(s) do not apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Convertible Warrants, then the consideration paid upon each of the said outstanding Convertible Warrants shall be forfeited and all the rights attached to the Convertible Warrants shall lapse automatically.

VIII. Identity & particulars of proposed allottees and pre & post issue holding of the proposed allottees: Present preferential issue of Equity Share and Convertible Warrants is proposed to be made to the following Non-Promoter category persons. The identity and the pre-issue & post issue shareholding of the proposed allottees is shown in the table below:

S. No.	Name of the Proposed Allottees	Address of the Proposed Allottees	Category (Promoter/ Public)	Identity of the natural persons who are the ultimate beneficial owners of the shares of the proposed allottees and/or who ultimately control the proposed allottees	Pre-issue Equity Shareholding		No. of Equity Shares proposed to be allotted	No. of Convertible Warrants proposed to be allotted	**Post-Issue on diluted basis** (EXCLUDING Conversion of existing 9,10,000 outstanding Warrants allotted on 04-05-2026 but considering post allotment of equity shares and also assuming full conversion of the warrants proposed to be issued in this preferential issue)		**Post-Issue on fully diluted basis** (INCLUDING Conversion of existing 9,10,000 outstanding Warrants allotted on 04-05-2026 and also considering post allotment of equity shares and assuming full conversion of the warrants proposed to be issued in this preferential issue)	
					No. of Shares	**%**			**No. of Shares**	**%**	**No. of Shares**	**%**
1	Sharp Chucks and Machines Limited	A-12, Industrial Development Colony, Jalandhar, Punjab 144012	Non-Promoter (Public)	Ajay Sikka Gopika Sikka	0	0.00		2,55,600	2,55,600	2.18	2,55,600	2.02
2	Anam Qadri	1538, 1541, Patudi House, Daryaganj, Delhi 110002	Non-Promoter (Public)	-	0	0.00	1,53,000		1,53,000	1.31	1,53,000	1.21
3	Defcon Agro LLP	239, Eldeco Greens, Malko Trar Police St, Lambra, Jalandhar, Punjab 144026	Non-Promoter (Public)	Gurshan Singh Virk Dhruv Arora	0	0.00	1,48,200		1,48,200	1.26	1,48,200	1.17

4	Taranbir Singh	H. No. 208, Ward No. 43, Basti Guzan, JP Nagar, Jalandhar, Punjab 144002	Non-Promoter (Public)	-	0	0.00	76,800	2,44,200	3,21,000	2.74	3,21,000	2.54
5	Inderjit Kaur	H. No. 208, Ward No. 43, Basti Guzan, J.P. Nagar, Jalandhar, Punjab 144002	Non-Promoter (Public)	-	0	0.00	1,02,000		1,02,000	0.87	1,02,000	0.81
6	Jasmeen Kaur	H. No. 208, Ward No. 43, Basti Guzan, JP Nagar, Jalandhar, Punjab 144002	Non-Promoter (Public)	-	0	0.00	51,000		51,000	0.44	51,000	0.40
7	Sarbjit Singh	H. No. 208, Ward No. 43, Basti Guzan, JP Nagar, Jalandhar, Punjab 144002	Non-Promoter (Public)	-	0	0.00	50,400		50,400	0.43	50,400	0.40
8	Rakshita Goyal	4/34, 2nd Floor, Roop Nagar, Malka Ganj, North Delhi 110007	Non-Promoter (Public)	-	0	0.00	25,800		25,800	0.22	25,800	0.20
9	Raghavan Goyal	4/34, Malka Ganj, Roop Nagar, North Delhi 110007	Non-Promoter (Public)	-	0	0.00	25,800		25,800	0.22	25,800	0.20
10	Lokesh Goyal	4/34, Malka Ganj, Roop Nagar, North Delhi 110007	Non-Promoter (Public)	-	0	0.00	51,000		51,000	0.44	51,000	0.40
11	Babita Garg	A-203, Tower Height Apartment, QD Block, Near TV Tower, Maurya Enclave, Saraswati Vihar, Pitampura, Delhi 110034	Non-Promoter (Public)	-	0	0.00	38,400		38,400	0.33	38,400	0.30
12	Subhash Chand Garg	A-203, Tower Height Apartment, QD Block, Near TV Tower, Maurya Enclave, Saraswati Vihar, Pitampura, Delhi 110034	Non-Promoter (Public)	-	0	0.00	38,400		38,400	0.33	38,400	0.30
13	Manu Aggarwal	TU-37, Double Tanki, Patampura, New Delhi 110088	Non-Promoter (Public)	-	0	0.00	76,800		76,800	0.66	76,800	0.61
14	Divyansh Aggarwal	Flat 2502, Tower-E, Phase-2, The Amaylis, New Rohtak Road, Karol Bagh, Delhi 110005	Non-Promoter (Public)	-	0	0.00	25,800		25,800	0.22	25,800	0.20
15	Divya Aggarwal	Flat 2502, Tower-E, Phase-2, The Amaylis, New Rohtak Road, Karol Bagh, Delhi 110005	Non-Promoter (Public)	-	0	0.00	25,800		25,800	0.22	25,800	0.20
16	Patel Yashkumar	A-903, Satvan Belleview,	Non-	-	0	0.00	12,600		12,600	0.11	12,600	0.10

	Satishbhai	Opp. Baps Vidhya Mandir, Kudasan, Gandhinagar, Gujarat 382421	Promoter (Public)									
17	Satishkumar Chaturbhai Patel	A-903, Satvan Belleview, Opp. Baps Vidhya Mandir, Kudasan, Gandhinagar, Gujarat 382421	Non-Promoter (Public)	-	0	0.00	25,200		25,200	0.22	25,200	0.20
18	Patel Dakshaben Satishkumar	A-903, Satvan Belleview, Opp. Baps Vidhya Mandir, Kudasan, Gandhinagar, Gujarat 382421	Non-Promoter (Public)	-	0	0.00	12,600		12,600	0.11	12,600	0.10
19	Patel Akankshaben Yashkumar	A-903, Satvan Belleview, Opp. Baps Vidhya Mandir, Kudasan, Gandhinagar, Gujarat 382421	Non-Promoter (Public)	-	0	0.00	12,600		12,600	0.11	12,600	0.10
20	Varun Aggarwal	B-42, Preet Vihar, Delhi 110092	Non-Promoter (Public)	-	0	0.00	30,600		30,600	0.26	30,600	0.24
21	Sushil Kumar Aggarwal	B-42, Preet Vihar, Delhi 110092	Non-Promoter (Public)	-	0	0.00	30,600		30,600	0.26	30,600	0.24
22	Neeti Jain	H. No. 442, Phase-2, Near Greenland School, Urban Estate, Dugri, Ludhiana, Punjab 141001	Non-Promoter (Public)	-	0	0.00	18,000		18,000	0.15	18,000	0.14
23	Radhika Jain	H. No. 442, Phase-2, Near Greenland School, Urban Estate, Dugri, Ludhiana, Punjab 141001	Non-Promoter (Public)	-	0	0.00	12,600		12,600	0.11	12,600	0.10
24	Rakesh Jain	H. No. 442, Phase-2, Near Greenland School, Urban Estate, Dugri, Ludhiana, Punjab 141001	Non-Promoter (Public)	-	0	0.00	18,000		18,000	0.15	18,000	0.14
25	Ridhima Goyal	H. No. 98, Sukhmani Enclave, Barewal Rajguru Nagar, Ludhiana, Punjab 141012	Non-Promoter (Public)	-	0	0.00	12,600		12,600	0.11	12,600	0.10
26	Avnish Gupta HUF	H. No. B-20-2864, Gurdev Nagar, Ludhiana, Punjab 141001	Non-Promoter (Public)	Avnish Gupta	0	0.00	12,600		12,600	0.11	12,600	0.10
27	Geetika Gupta	H. No. B-20-2864, Gurdev Nagar, Ludhiana, Punjab 141001	Non-Promoter (Public)	-	0	0.00	9,000		9,000	0.08	9,000	0.07

28	Sambhav Gupta	H. No. B-20-2864, Gurdev Nagar, Ludhiana, Punjab 141001	Non-Promoter (Public)	-	0	0.00	9,000		9,000	0.08	9,000	0.07
29	Neena Gupta	H. No. B-20-2864, Gurdev Nagar, Ludhiana, Punjab 141001	Non-Promoter (Public)	-	0	0.00	12,600		12,600	0.11	12,600	0.10
30	Shehnaz Gupta	1-8-142 and 143, Flat No. 301, Krishna Castle, Bapubagh Colony, Begumpet, Above Fresh At Sindhi Colony, Hyderabad 500003	Non-Promoter (Public)	-	36,000	0.37	78,000		1,14,000	0.97	1,14,000	0.90
31	Damanjeet Singh Kochar	H. No. 59/5, Garden Colony, Jalandhar, Punjab 144003	Non-Promoter (Public)	-	0	0.00	51,000		51,000	0.44	51,000	0.40
32	Neelam Jain	House No. 59, Third Floor, Pocket H-34, Rohini, Sector-3, Near Decent Public School, Delhi 110085	Non-Promoter (Public)	-	0	0.00	51,000		51,000	0.44	51,000	0.40
33	Rohit Sehgal	M-47, Residential Area, Greater Kailash-2, New Delhi 110048	Non-Promoter (Public)	-	0	0.00	51,000		51,000	0.44	51,000	0.40
34	Sanjay Bhuttan	H. No. G-174, Shakarpur, PreetVihar, Delhi 110092	Non-Promoter (Public)	-	0	0.00	48,600		48,600	0.41	48,600	0.38
35	Khushwant Singh	H. No. 14637, Street No. 1, Gandhi Nagar, Gandhi Nagar Ward, Ludhiana, Punjab 141003	Non-Promoter (Public)	-	0	0.00	25,800		25,800	0.22	25,800	0.20
36	Vansh Bansal	H. No. E-323, Saheed Udham Singh Nagar, Jalandhar, Punjab 144001	Non-Promoter (Public)	-	0	0.00	25,800		25,800	0.22	25,800	0.20
37	Ritik Sethi	129, New Radhani Enclave Vikas Marg, Near Preet Vihar Metro Station, Delhi 110092	Non-Promoter (Public)	-	0	0.00	15,600		15,600	0.13	15,600	0.12
38	Anoop Kumar Arramalla	191635, Doodh Bowli, Near Hussainnialam, Ps Bahadurpura, Telangana 500064	Non-Promoter (Public)	-	0	0.00	15,000		15,000	0.13	15,000	0.12
39	Puneet Bansal & Sons (HUF)	A-82, Vivek Vihar Phase-2, Shahdra, Delhi 110095	Non-Promoter (Public)	Puneet Bansal	0	0.00	15,000		15,000	0.13	15,000	0.12

40	Deep Pal Singh	E-342, Greater Kailash-1, New Delhi 110048	Non-Promoter (Public)	-	4,800	0.05	15,000		19,800	0.17	19,800	0.16
41	Soni Gupta	36, Gagan Vihar Extn.,Vishwas Nagar, Delhi 110051	Non-Promoter (Public)	-	0	0.00	13,200		13,200	0.11	13,200	0.10
42	Parina Mehta	39/1, Girish Mukherjee Road, 5E Shivanand Appts., Kolkata, West Bengal 700025	Non-Promoter (Public)	-	0	0.00	13,200		13,200	0.11	13,200	0.10
43	Sanjeev Madan	C-52, Rajouri Garden, New Delhi 110027	Non-Promoter (Public)	-	0	0.00	13,200		13,200	0.11	13,200	0.10
44	Sandeep Gupta	GT Road, Samalkha, Panipat, Haryana 132101	Non-Promoter (Public)	-	0	0.00	13,200		13,200	0.11	13,200	0.10
45	Khushi Narang	M 270, Guru Harkishan Nagar, IIIrd Floor, Paschim Vihar, Near Radisson,West Delhi 110087	Non-Promoter (Public)	-	0	0.00	13,200		13,200	0.11	13,200	0.10
46	Riya Gupta	170, Dayanand Vihar, Delhi 110091	Non-Promoter (Public)	-	0	0.00	12,600		12,600	0.11	12,600	0.10
47	Devender Singh	WZD, 59 TF, Gali No. 6, Krishna Park, Tilak Nagar, New Delhi 110018	Non-Promoter (Public)	-	0	0.00	12,000		12,000	0.10	12,000	0.10
				Total	**40,800**	**0.42**	**16,00,200**	**4,99,800**	**21,40,800**	**18.27**	**21,40,800**	**16.95**

The Company has obtained the Permanent Account Numbers and the Demat account number of the Proposed Allottees. The entire pre-preferential allotment shareholding of the respective Proposed Allottees for the Equity Shares, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval by the stock exchanges or such extended period as may be required as per the SEBI (ICDR) Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, for the Convertible Warrants, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of allotment of Convertible Warrants or such extended period as may be required as per the SEBI (ICDR) Regulations.

The Company shall ensure that equity shares purchased by the allottees between the relevant date and allotment of Convertible Warrants or Equity shares shall form part of the pre-preferential allotment shareholdings and same shall be subject to lock-in as per provisions of Regulation 167(6) of SEBI (ICDR) Regulations, 2018.

None of the proposed allottees has sold or transferred any shares of the Company during the 90 trading days preceding the Relevant Date. Further, all the pre-preferential shareholding of the Proposed Allottees is held in dematerialized form.

Neither the Company nor any of the promoters, promoter group persons, directors or the proposed allottees or the beneficial owners of the proposed allottees have been directly or indirectly debarred or prohibited to access the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities. Further, neither the Company nor any of the promoters, promoter group persons, directors or the proposed allottees or the beneficial owners of the proposed allottees have not been declared as willful defaulter or a fraudulent borrower as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated July 1, 2015 by the Banks. Accordingly, disclosure as per Schedule VI of the SEBI (ICDR) Regulations, 2018 is not applicable.

Neither the Company nor any of the promoters, promoter group persons, directors or the proposed allottees or the beneficial owners of the proposed allottees is a fugitive economic offender as defined under section 12 of the Fugitive Economic Offenders Act, 2018.

Neither the Company nor any of the promoters, promoter group persons, directors or the proposed allottees or the beneficial owners of the proposed allottees have any direct or indirect relation with the companies, its promoters and whole-time directors, which are compulsorily delisted by any recognized stock exchange.

IX. Change in control, if any, upon preferential issue: Consequent to the proposed preferential issue of Equity Share and Convertible Warrants/ Resulting Equity Shares; there shall not be any change in control or change in management of the Company.

The preferential issue shall not attract an obligation to make an open offer for shares of the Company under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

X. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter: There shall not be any change in the status and category of any of the Proposed Allottees, even after the preferential issue and they shall remain as part of the same category, as mentioned in the special resolution, as below:

S.N.	Name of the Proposed Allottees	Current Category (Pre-Issue)	Category (Post Issue)
1.	Sharp Chucks and Machines Limited	Non-Promoter (Public)	Non-Promoter (Public)
2.	Anam Qadri	Non-Promoter (Public)	Non-Promoter (Public)
3.	Defcon Agro LLP	Non-Promoter (Public)	Non-Promoter (Public)
4.	Taranbir Singh	Non-Promoter (Public)	Non-Promoter (Public)
5.	Inderjit Kaur	Non-Promoter (Public)	Non-Promoter (Public)
6.	Jasmeen Kaur	Non-Promoter (Public)	Non-Promoter (Public)
7.	Sarbjit Singh	Non-Promoter (Public)	Non-Promoter (Public)
8.	Rakshita Goyal	Non-Promoter (Public)	Non-Promoter (Public)
9.	Raghavan Goyal	Non-Promoter (Public)	Non-Promoter (Public)
10.	Lokesh Goyal	Non-Promoter (Public)	Non-Promoter (Public)
11.	Babita Garg	Non-Promoter (Public)	Non-Promoter (Public)
12.	Subhash Chand Garg	Non-Promoter (Public)	Non-Promoter (Public)
13.	Manu Aggarwal	Non-Promoter (Public)	Non-Promoter (Public)
14.	Divyansh Aggarwal	Non-Promoter (Public)	Non-Promoter (Public)
15.	Divya Aggarwal	Non-Promoter (Public)	Non-Promoter (Public)
16.	Patel Yashkumar Satishbhai	Non-Promoter (Public)	Non-Promoter (Public)
17.	Satishkumar Chaturbhai Patel	Non-Promoter (Public)	Non-Promoter (Public)
18.	Patel Dakshaben Satishkumar	Non-Promoter (Public)	Non-Promoter (Public)
19.	Patel Akankshaben Yashkumar	Non-Promoter (Public)	Non-Promoter (Public)
20.	Varun Aggarwal	Non-Promoter (Public)	Non-Promoter (Public)
21.	Sushil Kumar Aggarwal	Non-Promoter (Public)	Non-Promoter (Public)
22.	Neeti Jain	Non-Promoter (Public)	Non-Promoter (Public)

23.	Radhika Jain	Non-Promoter (Public)	Non-Promoter (Public)
24.	Rakesh Jain	Non-Promoter (Public)	Non-Promoter (Public)
25.	Ridhima Goyal	Non-Promoter (Public)	Non-Promoter (Public)
26.	Avnish Gupta HUF	Non-Promoter (Public)	Non-Promoter (Public)
27.	Geetika Gupta	Non-Promoter (Public)	Non-Promoter (Public)
28.	Sambhav Gupta	Non-Promoter (Public)	Non-Promoter (Public)
29.	Neena Gupta	Non-Promoter (Public)	Non-Promoter (Public)
30.	Shehnaz Gupta	Non-Promoter (Public)	Non-Promoter (Public)
31.	Damanjeet Singh Kochar	Non-Promoter (Public)	Non-Promoter (Public)
32.	Neelam Jain	Non-Promoter (Public)	Non-Promoter (Public)
33.	Rohit Sehgal	Non-Promoter (Public)	Non-Promoter (Public)
34.	Sanjay Bhuttan	Non-Promoter (Public)	Non-Promoter (Public)
35.	Khushwant Singh	Non-Promoter (Public)	Non-Promoter (Public)
36.	Vansh Bansal	Non-Promoter (Public)	Non-Promoter (Public)
37.	Ritik Sethi	Non-Promoter (Public)	Non-Promoter (Public)
38.	Anoop Kumar Arramalla	Non-Promoter (Public)	Non-Promoter (Public)
39.	Puneet Bansal & Sons (HUF)	Non-Promoter (Public)	Non-Promoter (Public)
40.	Deep Pal Singh	Non-Promoter (Public)	Non-Promoter (Public)
41.	Soni Gupta	Non-Promoter (Public)	Non-Promoter (Public)
42.	Parina Mehta	Non-Promoter (Public)	Non-Promoter (Public)
43.	Sanjeev Madan	Non-Promoter (Public)	Non-Promoter (Public)
44.	Sandeep Gupta	Non-Promoter (Public)	Non-Promoter (Public)
45.	Khushi Narang	Non-Promoter (Public)	Non-Promoter (Public)
46.	Riya Gupta	Non-Promoter (Public)	Non-Promoter (Public)
47.	Devender Singh	Non-Promoter (Public)	Non-Promoter (Public)

XI. Dues toward SEBI, Stock Exchange or Depositories: There is no outstanding dues payable to Dues toward SEBI, Stock Exchange or Depositories.

XII. Lock-in Period: The lock-in of the Equity Share/Convertible Warrants/ Resulting Equity Shares shall be as per the applicable provisions of the SEBI (ICDR) Regulations, 2018.

The Equity Shares allotted on a preferential basis to public category persons shall be locked-in for a period of six months from the date of trading approval of the stock exchanges.

The Convertible Warrants shall also be under lock-in for a period of one year from the date of allotment or such other period as may be required as per the SEBI (ICDR) Regulations, 2018. The Equity Shares allotted pursuant to the exercise of option attached to the Convertible Warrants on preferential basis by the public category allottees shall be locked-in for a period of six months from the date of trading approval by the stock exchanges.

The Company has obtained the Permanent Account Numbers and the Demat account number of the Proposed Allottees. The entire pre-preferential allotment shareholding of the respective Proposed Allottees for the Equity Shares, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval by the stock exchanges or such extended period as may be required as per the SEBI (ICDR) Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, for the Convertible Warrants, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of allotment of Convertible Warrants or such extended period as may be required as per the SEBI (ICDR) Regulations.

The Company shall ensure that equity shares purchased by the allottees between the relevant date and allotment of Convertible Warrants or Equity shares shall form part of the pre-preferential allotment shareholdings and same shall be subject to lock-in as per provisions of Regulation 167(6) of SEBI (ICDR) Regulations, 2018.

Intention of promoters/directors/key management persons or senior management to subscribe: There is no intention of any of the promoters, directors, key management persons or senior management to subscribe to in the present preferential issue.

XIII. Pre-issue & Post-issue Shareholding Pattern of the Issuer Company: Pre-issue and post issue shareholding pattern of the Company is as below:

S.N.	Category	Pre-Issue		Pre-Issue existing Warrants Allotted on 04-05-2026 and still pending conversion	Pre-Issue on fully diluted basis (assuming Conversion of existing Warrants allotted on 04-05-2026)		No. of Equity Shares proposed to be allotted	No. of Convertible Warrants proposed to be allotted	Post-Issue on diluted basis (assuming NO Conversion of existing Warrants allotted on 04-05-2026 but considering post allotment of equity shares and also assuming full conversion of the warrants proposed to be issued in this preferential issue)		Post-Issue on FULLY diluted basis (assuming Conversion of existing Warrants allotted on 04-05-2026 AS WELL AS considering post allotment of equity shares and also assuming full conversion of the warrants proposed to be issued in this preferential issue)	
		No. of Shares	%		No. of Shares	%			No. of Shares	%	No. of Shares	%
A.	**Promoters' holding**											
	Indian											
1	Individual	41,16,200	42.80	9,10,000	50,26,200	47.75			41,16,200	35.13	50,26,200	39.81
2	Body Corporate	0	0.00		0	0.00			0	0.00	0	0.00
3	Others - HUF	0	0.00		0	0.00			0	0.00	0	0.00
	Sub Total	**41,16,200**	**42.80**	**9,10,000**	**50,26,200**	**47.75**	**0**	**0**	**41,16,200**	**35.13**	**50,26,200**	**39.81**
1	Foreign Promoters	0	0.00		0	0.00			0	0.00	0	0.00
	Sub Total	**0**	**0.00**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0**	**0.00**
	Total Promoters Holding (A)	**41,16,200**	**42.80**	**9,10,000**	**50,26,200**	**47.75**	**0**	**0**	**41,16,200**	**35.13**	**50,26,200**	**39.81**
B.	**Non Promoters**											

	holding										
1	Institutional Investors	7,77,600	8.09		7,77,600	7.39			7,77,600	6.64	7,77,600	6.16
2	Non-Institution:											
	Body Corporate	9,51,300	9.89		9,51,300	9.04	1,48,200	2,55,600	13,55,100	11.57	13,55,100	10.73
	Individuals	33,09,300	34.41		33,09,300	31.44	14,24,400	2,44,200	49,77,900	42.49	49,77,900	39.42
	HUF	0	0.00		0	0.00	27,600		27,600	0.24	27,600	0.22
	Other (Including NRIs, Clearing Members & IEPF)	4,62,000	4.80		4,62,000	4.39			4,62,000	3.94	4,62,000	3.66
	Total Non-Promoters Holding (B)	**55,00,200**	**57.20**	**0**	**55,00,200**	**52.25**	**16,00,200**	**4,99,800**	**76,00,200**	**64.87**	**76,00,200**	**60.19**
	Grand Total (A+B)	**96,16,400**	**100.00**	**9,10,000**	**1,05,26,400**	**100.00**	**16,00,200**	**4,99,800**	**1,17,16,400**	**100.00**	**1,26,26,400**	**100.00**

Allotment of Equity Share/Convertible Warrants/ Resulting Equity Shares pursuant to the Preferential Issue would be within the Authorized Share Capital of the Company. The Company is and post preferential issue would be, in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchanges, where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by SEBI.

XIV. Objects and purpose of the Preferential Issue: The Company intends to utilize the proceeds raised through the issue ("Issue Proceeds"/ "Gross Proceeds") towards the objects of this Preferential issue. The details of the Issue Proceeds are as below:

SN	**Type of Securities to be Issued**	**Number of Securities**	**Issue Price (Per Security) in Rs.**	**Amount to be raised from the preferential issue (Rs. In lakhs)**	**Amount (Rs. In lakhs) to be received on allotment of Equity Share/ Convertible Warrants**	**Amount (Rs. In lakhs) to be received on allotment of Resulting Equity Shares upon conversion of Convertible Warrants** (Within a period of eighteen months)
1	Equity Share	16,00,200	196.00	3136.39	3136.39	N.A.
2	Convertible Warrants/ Resulting Equity Shares	4,99,800	196.00	979.61	244.90	734.71
			Total	**4,116.00**	**3,381.29**	**734.71**

The details of the objects of the Preferential Issue (hereinafter collectively referred to as "Objects"), are as below:

SN	Particulars	Amount (Rs. In lakhs)	% of total Issue Proceeds
1	Additional working capital requirements of the Company*	2,616.00	63.56
2	Investment in subsidiary - DNSJV Private Limited for capital expenditure on its new manufacturing facilities**	600.00	14.58
3	General corporate purposes***	900.00	21.87
	Total	**4,116.00**	**100.00**

*We propose to utilize Rs. 2,616.00 lakhs from the Issue Proceeds to fund working capital requirements of our Company. We fund most of our working capital requirements in the ordinary course of our business from our internal accruals and financing from various banks. This will ensure sufficient liquidity for day-to-day operations and business activities and also enable to further expand the business operations of our Company, strengthen the Company's financial position and support day-to-day operational needs.

**the Company has proposed to establish a new manufacturing facility for manufacturing of tools, bits, sockets, and allied products, through its subsidiary - DNSJV Private Limited. The Company would be required to infuse funds in the said subsidiary - DNSJV Private Limited for meeting its capital expenditures for development of its manufacturing facilities. The form of infusion of such funds is proposed by way of equity, convertible debentures, debt or a combination thereof in one or more tranches. A sum of Rs. 600.00 lakhs have been earmarked for this purpose from the total Issue Proceeds from the present preferential issue.

***In accordance with the policies set up by our Board, we have flexibility in utilizing the remaining proceeds (balance remained after the working capital requirements and aforesaid infusion of funds in DNSJV Private Limited), not exceeding 25% of the amount raised by our Company through this Issue, for general corporate purpose for the Company, including but not restricted to, meeting operating expenses, branding, promotion, advertisements and meeting exigencies, which our Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act, 2013.

The main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out presently are in accordance with the Object Clause of our Memorandum of Association.

Utilization of Gross Proceeds: As the funds to be received against warrant conversion will be in tranches and quantum of funds required on different dates may vary therefore, the Broad Range of intended use of the Gross Proceeds of the Issue is as under:

SN	Particulars	Amount (Rs. In lakhs)*	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	Additional working capital requirements of the Company	2,616.00	By 30th June, 2028
2	Investment in its subsidiary - DNSJV Private Limited for capital expenditure on the new manufacturing facilities	600.00	By 30th June, 2028
3	General corporate purposes	900.00	By 30th June, 2028
	Total	**4,116.00**	

(* considering 100% conversion of Warrants into Equity Shares within the stipulated time.)

Note: In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

Schedule of Implementation and Deployment of Funds: The present Preferential Issue is for Equity Shares as well as for Convertible Warrants. The Issue Proceeds from the Convertible Warrants shall be received by the Company within a maximum period of eighteen months period from the date of allotment of such Warrants in terms of Chapter V of the SEBI ICDR Regulation, and as estimated by our management, the entire proceeds received from the issue would be utilized for the all the above-mentioned objects, in phases, as per the company's business requirements from time to time.

If the proceeds are not utilized (in full or in part) for the objects stated above during the period stated above due to any factor, the remaining proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds: Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Gross Proceeds in line with the aforesaid objects of the issue and compliance with the applicable laws and regulations for the time being in force.

Pending utilization of the Gross Proceeds for the purposes described above, our Company intends to deposit the Gross Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934 till the date the amount is fully utilized by the Company for the purpose mentioned above.

Monitoring Agency: In terms of Regulation 162A of the SEBI ICDR Regulations, since the proposed issue size is less than Rs. 100 crores, the appointment of the Monitoring Agency is not applicable.

XV. **Proposed time of Allotment:** The allotment of the Equity Share and the Convertible Warrants in the present preferential issue will be made within a period of 15 days from the date of passing of the Special Resolution by the members. Provided that where any approval or permission of the regulatory authority for the allotment is pending, the period of 15 days shall be counted from the date of such approval or permission.

Convertible Warrants shall be entitled to convert the same, at the option of the warrant holder, into equal number of Equity Shares of a face value of Rs. 10/- each of the Company, in one or more tranches, within a period of eighteen months from the date of allotment of Convertible Warrants.

Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.

XVI. **Undertaking with regard to re-computation of issue price:** In terms of SEBI (ICDR) Regulations, 2018, the Company shall re-compute the price of the Equity Shares and Convertible Warrant/ Resulting Equity Shares, in terms of the provision of the SEBI (ICDR) Regulations, 2018, where it is required to do so; and that if any amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, Equity Shares/ Convertible Warrants/ Resulting Equity Shares allotted under preferential issue shall continue to be locked-in till the time such amount is paid by the allottee.

XVII. **Certificate of the Practicing Company Secretary**: A certificate from the Practising Company Secretary, namely M/s. Shashank Kumar & Associates, Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations, shall be made available for inspection by the Members during the meeting and is also available on the Company's website at the link: www.deneerstools.com at https://deneerstools.com/wp-content/uploads/2026/08/1.-PCS-Certificate-ICDR-Compliance.pdf

As it is proposed to issue and allot the aforesaid securities on a preferential allotment basis, Special Resolution is required to be approved by members pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, and rules made thereunder and Chapter V of the SEBI (ICDR) Regulations, 2018 and other applicable provisions. The Board of Directors believes that the proposed preferential issue and allotment of Equity Shares and Convertible Warrants is in the best interest of the Company and its members. Your directors, therefore, recommend the resolution for your approval.

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 Special Resolution as set out at Items Nos 2 and 3 of this Notice, except to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors
For **De Neers Tools Limited**

Sd/-
Neeraj Kumar Aggarwal
Managing Director
DIN: 08058134

Date: 06-08-2026
Place: Delhi