SAMEER PANCHAL & ASSOCIATES
Practicing Company Secretary

Office No.3, Gr. Floor, Vakratund CHSL, Wing C,
Sambhaji Nagar, Opp. D-Mart, Andheri (East),
Mumbai - 400069, Maharashtra, India.
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To,
The Chief General Manager
Listing Operation, BSE Limited,
20th Floor, P. J. Towers,
Dalal Street, Mumbai – 400 001.

Sub: Application for "In-principal approval" prior to issue and allotment of 59,40,000 Equity Shares and 1,00,60,000 Convertible Warrants on a preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

We, Sameer Panchal & Associates, Practicing Company Secretary, have examined the relevant records, documents, registers, information and explanations furnished to us by Hittco Tools Limited ("the Company") in connection with the proposed preferential issue of 59,40,000 (Fifty-Nine Lakh Forty Thousand) Equity Shares and 1,00,60,000 (One Crore Sixty Thousand Only) Fully Convertible Warrants on a preferential basis, in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the Companies Act, 2013 and the rules made thereunder, and other applicable laws, rules and regulations, and hereby certify as under:

a) None of the proposed allottee(s) has/have sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date. Further, where any proposed allottee(s) is/are promoter/promoter group entity, none of the entities in the promoter and promoter group has/have sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date.

In accordance with the provisions of Regulation 161 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the "Relevant Date" for the purpose of determining the floor price for the proposed preferential issue is Friday, October 16, 2026, being the preceding trading day, since the date falling thirty days prior to the date of the meeting of the shareholders convened to consider the proposed preferential issue, i.e. Sunday, October 18, falls on a Sunday and the immediately preceding day, Saturday, October 17, is also a non-trading day.

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b) Except as specifically stated below, none of the proposed allottees holds any Equity Shares of the Company as on the Relevant Date and up to the date of the proposed preferential allotment. The details of the Equity Shares held by the proposed allottees are as follows.

S. No.	Name of Proposed Allottees	Equity Shares
1.	Mr. Irfan Chapra	Nil
2.	Mrs. Reshma Chapra	Nil
3.	Mrs. Mubina Sofia	Nil
4.	Mr. Sadik Raza	1100
5.	Mr. Mohamed Aatif Asif Picturewala	Nil
6.	Mr. Kalim Ahmad Shaikh	Nil
7.	Mr. Mohammed Rahil Mohammed Rafiq Shaikh	Nil
8.	Mr. Praveen Kumar	Nil
9.	Mr. Dhanishaka Niraj Mehra	Nil
10.	Mrs. Simran Siddharth Ambwani	Nil
11.	Roopnarayan Mangal (HUF)	Nil
12.	Mr. Jaime Agnelo Colaco	Nil
13.	Mr. Ahmed Agha Namazi	Nil
14.	Mr. Maurice Patrick Correa	Nil
15.	Mr. Ranjan Kantilal Shah	Nil
16.	Mr. Kantilal Talakshi Shah	Nil
17.	Mr. Pranish Rahul Nagarkar	Nil
18.	Mr. Ila Navin Shah	Nil
19.	Mr. Shahnaz Begum Arif Ahmed Shaikh	Nil
20.	Mr. Deepak Surendra Palan	Nil

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21.	Mrs. Manju Khairwar	5,818
22.	Mrs. Neelam Gupta	Nil
23.	Mr. Punit Desai	Nil
24.	Mr. Sahil Gupta	Nil
25.	Mrs. Pooja Rajkumar Soni	Nil
26.	Mr. Rajkumar Soni	Nil
27.	Navyarth Capital Advisors Pvt Ltd	Nil
28.	Mr. Mohamed Ahmed Mohamed Suhail Sayed	Nil
29.	Mr. Milind Ashok Chavan	Nil

c) The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from Relevant Date till date of lock-in. The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Sr. no	**Name of Proposed Allottee**	**DP ID**	**Pre-preferential holding**	**Lock-in details**		**Pledged with**	**Pledge end date**
				From	**To**		
1.	Mr. Irfan Chapra	1204370004115437	Nil	NA	NA	NA	NA
2.	Mrs. Reshma Chapra	IN30074910476937	Nil	NA	NA	NA	NA
3.	Mrs. Mubina Sofia	1208160136603490	Nil	NA	NA	NA	NA
4.	Mr. Sadik	1208160000177565	1,100	Octob	April	NA	NA

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	Raza			er 30, 2026	30, 2027		
5.	Mr. Mohamed Aatif Asif Picturewala	1203320016267891	Nil	NA	NA	NA	NA
6.	Mr. Kalim Ahmad Shaikh	1208160020355202	Nil	NA	NA	NA	NA
7.	Mr. Mohammed Rahil Mohammed Rafiq Shaikh	1203320400531050	Nil	NA	NA	NA	NA
8.	Mr. Praveen Kumar	1203320503252058	Nil	NA	NA	NA	NA
9.	Mr. Dhanishaka Niraj Mehra	IN30154962932859	Nil	NA	NA	NA	NA
10.	Mrs. Simran Siddharth Ambwani	1207100000247193	Nil	NA	NA	NA	NA
11.	Roopnarayan Mangal (HUF)	IN30051323535928	Nil	NA	NA	NA	NA
12.	Mr. Jaime Agnelo Colaco	IN30051321983880	Nil	NA	NA	NA	NA
13.	Mr. Ahmed	IN30160412502646		NA	NA	NA	NA

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	Agha Namazi						
14.	Mr. Maurice Patrick Correa	IN30177416129677	Nil	NA	NA	NA	NA
15.	Mr. Ranjan Kantilal Shah	1202890000327071	Nil	NA	NA	NA	NA
16.	Mr. Kantilal Talakshi Shah	1202890000402957	Nil	NA	NA	NA	NA
17.	Mr. Pranish Rahul Nagarkar	1208160064237880	Nil	NA	NA	NA	NA
18.	Mr. Ila Navin Shah	IN30429553416480		NA	NA	NA	NA
19.	Mr. Shahnaz Begum Arif Ahmed Shaikh	1206730000121439	Nil	NA	NA	NA	NA
20.	Mr. Deepak Surendra Palan	1208160098705900	Nil	NA	NA	NA	NA
21.	Mrs. Manju Khairwar	1208160010385053	5818	October 30, 2026	April 30, 2027	NA	NA
22.	Mrs. Neelam Gupta	1208160143094261	Nil	NA	NA	NA	NA
23.	Mr. Punit	1208160013933346	Nil	NA	NA	NA	NA

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	Desai						
24.	Mr. Sahil Gupta	1208940009262428	Nil	NA	NA	NA	NA
25.	Mrs. Pooja Rajkumar Soni	1208160135862603	Nil	NA	NA	NA	NA
26.	Mr. Rajkumar Soni	1208160182167085	Nil	NA	NA	NA	NA
27.	Navyarth Capital Advisors Pvt Ltd	1208160137803913	Nil	NA	NA	NA	NA
28.	Mr. Mohamed Ahmed Mohamed Suhail Sayed	1208870380591720	Nil	NA	NA	NA	NA
29.	Mr. Milind Ashok Chavan	1208870059287519	Nil	NA	NA	NA	NA

(*) client id/folio no in case allottee holds the securities in physical form.

d) The proposed allottees comprise persons/entities belonging to the Proposed Promoter as well as the Non-Promoter Category of the Company and are eligible for allotment in accordance with the applicable provisions of Regulation 159 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

e) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities, and no statutory authority has restrained the company from issuing these proposed securities.

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f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the valuation requirement prescribed as per the SEBI (ICDR) Regulation, 2018.

g) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year, i.e. 59,40,000 (Fifty-Nine Lakh Forty Thousand) Equity Shares and 1,00,60,000 (One Crore Sixty Thousand Only) Convertible Warrants, is more than 5% of the post-issue fully diluted share capital of the issuer.

Thanking you,

Yours sincerely,

For Sameer Panchal & Associates
Practicing Company Secretaries

Sameer Hanumant Panchal

Digitally signed by Sameer Hanumant Panchal
Date: 2026.11.09 17:51:28 +05'30'

CS Sameer Panchal
Proprietor
ACS: A69006 & CP: 26164
Peer Review no: 7980/2026
UDIN: A069006H002023123

Place - Mumbai
Date – October 26, 2026

SAMEER PANCHAL & ASSOCIATES
Practicing Company Secretary

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To,
The Chief General Manager
Listing Operation, BSE Limited,
20th Floor, P. J.Towers,
Dalal Street, Mumbai – 400 001

Sub: Application for "In-principal approval" prior to issue and allotment of 59,40,000 Equity Shares and 1,00,60,000 Convertible Warrants on a preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

1. We, Sameer Panchal & Associates, Practising Company Secretaries, hereby certify that the minimum issue price for the proposed preferential issue of Hittco Tools Limited, based on the pricing formula prescribed under Regulation 164(1) read with Regulation 166A, wherever applicable, of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, has been worked out at Rs. 14.13 per equity share. The Registered Valuer's report also refers to a control premium of 2%, amounting to Rs. 0.28 per equity share, resulting in a concluded value of Rs. 14.41 per equity share, as stated in the report.

2. In accordance with the provisions of Regulation 161 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Relevant Date for determining the minimum issue price shall be Friday, October 16, 2026. The date falling 30 days prior to the date of the Extra-ordinary General Meeting ("EGM"), proposed to be held on Tuesday, November 17, 2026, is Sunday, October 18, 2026, 2026, which is a non-trading day. Accordingly, the preceding trading day, i.e., Friday, October 16, 2026, shall be considered as the Relevant Date for the purpose of determination of the minimum issue price.

3. The workings for arriving at such minimum issue price or valuation report from Independent Registered Valuer have been attached herewith.

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4. The trading data of the equity shares of the issuer for the preceding 90 trading days and 10 trading days prior to the relevant date has been considered for calculating the respective volume-weighted average prices (VWAPs), based on the aggregate daily turnover and the total number of equity shares traded during the respective periods on BSE Limited.

5. We hereby certify that the Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under ICDR Regulations, 2018.

Thanking you,

Yours sincerely,

For Sameer Panchal & Associates
Practicing Company Secretaries

SAMEER HANUMANT PANCHAL

Digitally signed by SAMEER HANUMANT PANCHAL
Date: 2026.10.26 16:46:11 +05'30'

CS Sameer Panchal
Proprietor
ACS: A69006 & CP: 26164
Peer Review no: 7980/2026
UDIN: A069006H002023211

Place - Mumbai
Date – October 26, 2026

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Annexure – A

Computation of share price of by Hittco Tools Limited shares under Regulation 164 (1) of SEBI ICDR Regulations, as per historical trading prices on BSE website.

Particulars	**Details**
Name of the Company	Hittco Tools Limited
Date of Extra-ordinary General Meeting	November 17, 2026
Relevant Date (30 days prior to the General Meeting)	October 16, 2026
Type of Securities	Equity & Convertible Warrants convertible into Equity Shares
Face Value per Equity Share	Rs. 10/- each

A. Volume Weighted Average Price (VWAP) for 90 Trading Days

Volume Weighted Average Price (VWAP) for a period of 90 trading days of the equity shares of Hittco Tools Limited quoted on BSE Limited during the last 90 trading days preceding the Relevant date (considering relevant date as October 16, 2026) is as under:

$$\textbf{Volume Weighted Average Price} = \textbf{Sum of Total Value} \div \textbf{Total Volume}$$

Sr. no	**Particulars**	**Amount**
1	Total Traded Value (A)	2,24,11,491
2	Total Traded Volume (B)	15,86,560
3	**90 Trading Days VWAP (A/B)**	**14.13**

Sr. no	**Date**	**Volume**	**Value**
1	09-Jun-26	2,077	20,778
2	10-Jun-26	1,721	18,471
3	11-Jun-26	65	661

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4	12-Jun-26	1,797	17,480
5	15-Jun-26	346	3,350
6	16-Jun-26	104	1,017
7	17-Jun-26	5,251	53,035
8	18-Jun-26	11,270	10,4360
9	19-Jun-26	1,979	18,525
10	22-Jun-26	3,330	33,005
11	23-Jun-26	2,572	25,502
12	24-Jun-26	135	1,343
13	25-Jun-26	2,671	26,676
14	29-Jun-26	98	969
15	30-Jun-26	673	6756
16	01-Jul-26	1,036	10,866
17	02-Jul-26	1,361	13,590
18	03-Jul-26	14,230	135,703
19	06-Jul-26	3,112	30,699
20	07-Jul-26	30,527	324,082
21	08-Jul-26	101,760	12,12,979
22	09-Jul-26	44,738	586,515
23	10-Jul-26	174,307	23,96,372
24	13-Jul-26	66,000	900,086
25	14-Jul-26	13,563	182,507
26	15-Jul-26	44,060	557,424
27	16-Jul-26	40,202	522,412
28	17-Jul-26	18,526	229,755
29	20-Jul-26	17,647	211,336
30	21-Jul-26	11,052	137,824
31	22-Jul-26	16,041	199,326
32	23-Jul-26	12,172	141,811
33	24-Jul-26	3,048	36,072
34	27-Jul-26	1,757	21,260
35	28-Jul-26	8,140	100,792
36	29-Jul-26	2,059	24,215

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37	30-Jul-26	7,107	86,168
38	31-Jul-26	3,731	44,954
39	03-Aug-26	3,942	49,075
40	04-Aug-26	2,274	26,934
41	05-Aug-26	1,354	16,150
42	06-Aug-26	4,966	59,088
43	07-Aug-26	3,190	39,082
44	10-Aug-26	4,331	52,398
45	11-Aug-26	1,838	22,140
46	12-Aug-26	2,164	24,511
47	13-Aug-26	1,830	21,352
48	14-Aug-26	4,589	54,076
49	17-Aug-26	34,111	417,513
50	18-Aug-26	8,923	111,525
51	19-Aug-26	28,786	370,329
52	20-Aug-26	31,009	41,8926
53	21-Aug-26	41,786	592,215
54	24-Aug-26	44,064	655,449
55	25-Aug-26	47,001	719,275
56	26-Aug-26	15,489	211718
57	27-Aug-26	12,103	167,998
58	28-Aug-26	9,485	134,437
59	31-Aug-26	34,796	518,763
60	01-Sep-26	20,751	324,753
61	02-Sep-26	14,438	237,216
62	03-Sep-26	22,236	383,571
63	04-Sep-26	56,349	10,20,480
64	07-Sep-26	118,093	21,18,538
65	08-Sep-26	62,172	10,57,812
66	09-Sep-26	30,285	556,473
67	10-Sep-26	20,506	370,977
68	11-Sep-26	9,555	168,512
69	15-Sep-26	5,135	86,452

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70	16-Sep-26	2,335	37,546
71	17-Sep-26	11,650	177,644
72	18-Sep-26	7,368	112,168
73	21-Sep-26	2,459	37,168
74	22-Sep-26	9,892	145,367
75	23-Sep-26	18,921	291,894
76	24-Sep-26	3,308	49,252
77	25-Sep-26	3,548	50,423
78	28-Sep-26	14,267	190,069
79	29-Sep-26	3,331	44,685
80	30-Sep-26	7,236	95,472
81	01-Oct-26	9,768	124,966
82	05-Oct-26	7,224	92,750
83	06-Oct-26	44,217	557,563
84	07-Oct-26	31,737	410,479
85	08-Oct-26	15,477	200,830
86	09-Oct-26	3,730	49,167
87	12-Oct-26	5,007	64,260
88	13-Oct-26	3,699	48,661
89	14-Oct-26	5,493	74,163
90	15-Oct-26	8,097	110,550
	Total	**15,86,560**	**2,24,11,491**
Volume Weighted Average Price 90 Days			**14.13**

B. Volume Weighted Average Price (VWAP) for 10 Trading Days

Volume Weighted Average Price (VWAP) for a period of 10 trading days of the equity shares of Hittco Tools Limited quoted on BSE Limited during the last 10 trading days preceding the relevant date (considering relevant date as October 16, 2026) is as under:

$$\textbf{Volume Weighted Average Price} = \textit{Sum of TotalValue} \div \textit{Total Volume}$$

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Sr. no	Particulars	Amount
1	Total Traded Value (A)	17,33,389
2	Total Traded Volume (B)	134,429
3	**10 Trading Days VWAP (A/B)**	**12.89**

Sr. no	Date	Volume	Value
1	01-Oct-26	9,768	124,966
2	05-Oct-26	7,224	92,750
3	06-Oct-26	44,217	557,563
4	07-Oct-26	31,737	410,479
5	08-Oct-26	15,477	200,830
6	09-Oct-26	3,730	49,167
7	12-Oct-26	5,007	64,260
8	13-Oct-26	3,699	48,661
9	14-Oct-26	5,493	74,163
10	15-Oct-26	8,097	110,550
	Total	**134,429**	**17,33,389**
Volume Weighted Average Price 10 Days			**12.89**

I. Volume Weighted Average Price (VWAP) for a period of 90 trading days of the equity shares of Hittco Tools Limited quoted on BSE Limited during the last 90 trading days preceding the Relevant date	14.13
II. Volume Weighted Average Price (VWAP) for a period of 10 trading days of the equity shares of Hittco Tools Limited quoted on BSE Limited during the last 10 trading days preceding the relevant date	12.89
Applicable Minimum Price (Higher of I or II)	14.13
Control premium of 2%, as stated in the valuation report	0.28
Concluded value including the stated control premium, as per the valuation report	14.41
Proposed preferential issue price	14.50