HITTCO TOOLS LIMITED

Registered Office-No- 17-C, KIADB Industrial Area, 2nd Phase, Peenya, Bangalore-560058
CIN: L28939KA1995PLC016888; website- www.hittco.com;
EmailId:cs@hittco.com; ContactNo.:08040865062

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given to all the Members of the Company that an Extra-Ordinary General Meeting (EGM) of Hittco Tools Limited ("Company") will be held on Tuesday, November17, 2026 at 11:00 AM through video conferencing ("VC"), or Other Audio Visual Means ("OAVM") at the Registered Office of the Company situated at No-17-C, KIADB Industrial Area, 2nd Phase, Peenya, Peenya I Stage, Bangalore, Bangalore North, Karnataka, India, 560058to transact the following business:

SPECIAL BUSINESS:

1. To Consider & Approve the Amendment in the Object Clause of The Memorandum of Association of The Company

To consider and, if thought fit, to pass with or Without Modification(S), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Registrar of Companies and such other approvals, consents and permissions as may be required from regulatory authorities, the consent of the Board of Directors be and is hereby accorded to insert the following new Sub-Clause 11, 12, 13and 14 of Clause 3(A) after the existing Sub-Clause 10 of Clause 3(A) in the Objects Clause of the Memorandum of Association of the Company:

%11. To carry on the business in India or elsewhere, directly or through subsidiaries, joint ventures, franchises, partnerships, collaborations or other arrangements, of establishing, developing, owning, operating, managing, acquiring, taking on lease, licensing, franchising, letting out, running and otherwise dealing in hotels, resorts, motels, lodges, guest houses, serviced apartments, restaurants, food courts, food outlets, quick service restaurants, fine dining restaurants, cafés, coffee shops, coffee shop chains, bakeries, confectioneries, lounges, cafeterias, canteens, takeaway outlets, food chains, cloud kitchens, virtual kitchens, dark kitchens, delivery kitchens and other food service and hospitality establishments; and to manufacture, prepare, process, cook, bake, pack, preserve, store, supply, distribute, market, sell and otherwise deal in all kinds of food and beverage products, including cooked food, ready-to-eat and ready-to-cook food, snacks, bakery and confectionery products, desserts, beverages, tea, coffee, juices, soft drinks and other non-alcoholic beverages; and to undertake catering, outdoor catering, banquet, event catering, food delivery, takeaway, home delivery, hospitality, accommodation, restaurant management, café management, food and beverage

management and allied services; and to establish, acquire, operate and manage food and beverage brands, restaurant chains, hotel chains, café and coffee shop chains and other hospitality and food service brands, whether under the Company's own brand or under franchise, licence, management or other arrangements, and to appoint franchisees, agents, distributors, dealers and service providers in connection therewith, subject to applicable laws, rules, regulations, licences, registrations and statutory approvals.

%12. To carry on the business of purchasing and letting on lease/rental in any part of India or abroad all kinds of trawlers, vessels, barges, automobiles and vehicles including all types of Electric Vehicles EV of every kind and description, and to render leasing, consultancy and advisory services to clients in the field of automobiles renting/leasing and for this purpose to buy, take on lease or otherwise acquire and support services for all or any of the aforesaid things.

%13. To carry on the business of real estate development, construction, development, purchase, sale, acquisition, exchange, lease, sub-lease, rent, hire, manage, operate, maintain, improve, renovate, repair and otherwise deal in all kinds of immovable properties, including land, buildings, residential, commercial, industrial, institutional and other real estate projects, properties, apartments, flats, villas, offices, shops, warehouses, industrial units, townships, layouts and other real estate assets; and to undertake, develop, promote, construct and execute residential, commercial, industrial, institutional and infrastructure projects, either independently or in collaboration, joint venture, partnership or other arrangement with any person, company, body corporate, authority or entity, and to provide all related development, construction, project management, property management, leasing, maintenance and allied services in connection therewith, subject to applicable laws, rules, regulations and approvals.

%14 To carry on the business or profession of stock broker, sub-broker, dealer, jobber, market maker, broker or agent in securities, capital market, company deposits, mutual funds, national saving certificates and other government securities issued or guaranteed by a body corporate, company, public sector company, Government, Municipality or anybody in India or abroad whether they are listed or not for the time being, and to acquire or takeover the business of any individual, partnership or corporate body, carrying on business/profession, as brokers, sub brokers, underwriters, jobbers, members, agents, traders of all types of shares and stock and to hold one or more membership of any recognized stock exchange of India/OTC Exchange of India/National Stock Exchange of India.

"RESOLVED FURTHER THAT the existing Memorandum of Association of the Company be altered accordingly to reflect the above insertion.

RESOLVED FURTHER THATthe Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorized to sign and file necessary forms with the

Registrar of Companies, make necessary applications to authorities, and to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this resolution."

2.To Issue Equity Shares on Preferential Basis:

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

"**RESOLVED THAT** pursuant to the provisions of Section 23, 42 read with 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as "the Act") and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, [hereinafter referred to as "SEBI (ICDR) Regulations"], SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [hereinafter referred to as "SEBI (LODR) Regulations"] (including any statutory modification(s) or re-enactment(s) thereof from time to time), SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, [hereinafter referred to as "SEBI (SAST) Regulations"], Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [hereinafter referred to as "SEBI (PIT) Regulations"] and in accordance with all other applicable rules, regulations, guidelines and clarifications issued thereon from time to time by Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), Government of India ("GOI"), Stock Exchanges where the shares of the Company are listed ("Stock Exchanges"), the Reserve Bank of India (RBI) or any other statutory/regulatory authorities and subject to all such approvals, permissions, consents and sanctions of any authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board'), which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution, the consent of the members of the Company be and are hereby accorded to the Board in its absolute discretion to create, offer, issue and allot, on preferential basis, in one or more tranches, upto 59,40,000 (Fifty-Nine Lakhs Forty Thousand) fully paid-up equity shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each, at an issue price of Rs. 14.50/- (Rupees Fourteen and Fifty Paise only) per equity aggregating up to Rs. 86,130,000/- (Rupees Eight Crore Sixty-One Lakh Thirty Thousand Only) as determined in accordance with Regulation 164 read with Regulation 166A of Chapter V of the SEBI (ICDR) Regulations, 2018 ("Equity Share Issue Price"), to the proposed allottees of the Company

(hereinafter referred to as the "Proposed Allottees/Investors") as mentioned below and as more particularly mentioned in the explanatory statement setting out material facts on preferential basis (Preferential Allotment):

Sr. No.	Name of Investor	Category*	No. of Shares
1.	Mr. Irfan Chapra	Proposed Promoter	18,00,000
2.	Mrs. Reshma Chapra	Proposed Promoter	18,00,000
3.	Mrs. Mubina Sofia	Proposed Promoter	16,00,000
4.	Mr. Sadik Raza	Non-Promoter	100,000
5.	Mr. Mohamed Aatif Asif Picturewala	Non-Promoter	100,000
6.	Mr. Kalim Ahmad Shaikh	Non-Promoter	75,000
7.	Mr. Mohammed Rahil Mohammed Rafiq Shaikh	Non-Promoter	75,000
8.	Mr. Praveen Kumar	Non-Promoter	100,000
9.	Mr. Dhanishaka Niraj Mehra	Non-Promoter	50,000
10.	Mrs. Simran Siddharth Ambwani	Non-Promoter	120,000
11.	Roopnarayan Mangal (HUF)	Non-Promoter	50,000
12.	Mr. Jaime Agnelo Colaco	Non-Promoter	25,000
13.	Mr. Ahmed Agha Namazi	Non-Promoter	25,000
14.	Mr. Maurice Patrick Correa	Non-Promoter	20,000
		Total	**59,40,000**

Pursuant to the proposed preferential issue, the Company proposes to issue and allot up to 59,40,000 (Fifty-Nine Lakh Forty Thousand) fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each, at an issue price of Rs. 14.50/- (Rupees Fourteen and Fifty Paise Only) per Equity Share, comprising a premium of Rs. 4.50/- (Rupees Four and Fifty Paise Only) per Equity Share, aggregating to Rs. 8,61,30,000/- (Rupees Eight Crore Sixty-One Lakh Thirty Thousand Only), to the proposed allottees in the manner set out in the resolution above.

The aforesaid Convertible Warrants shall not be considered for determining the Emerging Voting Share Capital of the Company for the purpose of Regulation 7(1) of the Takeover Regulations, as the proposed allottees shall undertake that they shall not exercise the conversion option in respect of such Convertible Warrants until the expiry of the 10th (tenth) Working Day from the closure of the tendering period of the Open Offer. Accordingly, the Equity Shares that may arise upon conversion of the aforesaid Convertible Warrants shall not be taken into account for determining the Emerging Voting Share Capital as on the 10th (tenth) Working Day from the closure of the tendering period of the Open Offer.

Upon completion of the proposed preferential issue and the associated transactions, including compliance with the applicable open offer requirements and receipt of all requisite statutory, regulatory and other approvals, the proposed allottees identified as proposed Promoters in the resolution above shall be classified as Promoters of the Company, subject to applicable laws and regulatory requirements.

RESOLVED FURTHER THAT in accordance with the provisions of Regulation 161 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable laws, rules and regulations, the "Relevant Date" for determining the minimum issue price of the Equity Shares to be issued on a preferential basis shall be Friday, October 16, 2026, being the day preceding the weekend, as the date falling 30 (Thirty) days prior to the date of the Extra-ordinary General Meeting ("EGM") of the members of the Company scheduled to be held on Tuesday, November 17, 2026, is Sunday, October 18, 2026, a non-trading day, in accordance with the Explanation to Regulation 161 of the SEBI (ICDR) Regulations, 2018.

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Equity Shares to the Proposed Allottees, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

i. An amount equivalent to 100% (Hundred Percent) of the consideration shall be paid by the proposed allottees on or before the date of allotment of Equity Shares. The Investor shall make payment of Issue Price of Equity Shares from their own bank account into the designated bank account of the Company.

ii. The Equity Shares shall be allotted within a period 15 days from the date of passing the special resolution by the members or after receiving in-principal approval letter from stock exchanges, whichever is later, provided that where the allotment of Shares is subject to receipts of any approval or permission from any regulatory or Government of India, the allotment shall be completed within a period of 15 days from the date of receipts of last date of such approvals or permission.

iii. The "Relevant Date", pursuant to Regulation 161 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, in relation to the aforesaid Preferential Issue, shall be Friday, October 16, 2026, being the preceding trading day to the date falling 30 (Thirty) days prior to the date of the Extra-ordinary General Meeting ("EGM") of the members of the Company scheduled to be held on Tuesday, November 17, 2026. The date falling 30 (Thirty) days prior to the said EGM is Sunday, October 18, 2026, which is a non-trading day, and accordingly, Friday, October 16, 2026, shall be considered as the Relevant Date for the purpose of determining the minimum issue price of the Equity Shares in accordance with Regulation 161 of the SEBI (ICDR) Regulations, 2018.

iv. The price of each equity shares to be issued is Rs.14.50/- per share as calculated in accordance with the provisions of Regulation 164 read with Regulation 166A of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

v. The Equity shares issued and allotted shall be subject to lock-in for such period as prescribed under the SEBI (ICDR) Regulations.

vi. The Equity shares will be listed and traded on the BSE Limited ("BSE") where the existing shares of the Company are currently listed, subject to the receipt of necessary permissions and approvals from the exchange.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs.10/- (Rupees Ten only) each of the Company and shall subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company;

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from M/s. Sameer Panchal & Associates, Practising Company Secretary (Membership No. A69006 & C.P. No. 26164) certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the monies received by the Company from the Investors for Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Act;

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve other terms and conditions of the issue of Equity Shares and shall also be entitled to

vary, modify or alter any of the terms and conditions, as it may deem fit, however subject to the compliance with the applicable guidelines, notifications, rules and regulations;

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept the terms, conditions, modifications and stipulations as the GOI, SEBI or Stock Exchanges, RBI or any other regulatory authority may stipulate while granting approval to the Company for issue of the Equity Shares as aforesaid;

RESOLVED FURTHER THAT the Board is hereby authorised to take necessary steps for listing of the equity shares proposed to be issued on Stock Exchanges, where the Company's shares are listed, as per the terms and conditions of the Listing Agreement, and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient, usual, proper, incidental or desirable and to settle any question, difficulties or doubts that may arise in this regard and in regard to the implementation of this resolution for issue, allotment equity shares and utilization of the issue proceeds, to prescribe the forms of applications, enter and execute all such deeds, documents, agreements or other instruments, and to take such actions/directions as they may consider as being necessary or desirable and to obtain any approval, permissions, sanctions which may be necessary or desirable as they may deem fit, without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby authorized severally to sign and file the necessary e-forms with the Registrar of Companies, Bengaluru and to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors or any one or more Directors/Officials of the Company to give effect to this resolution."

3. To Issue Fully Convertible Share Warrants on Preferential Basis:

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

"**RESOLVED THAT** pursuant to the provisions of sections 23, 42, 62(1)(c), and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and

Debentures) Rules, 2014, as amended, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ('Takeover Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations') and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India or any other competent authority, as may be necessary, the provisions of all other applicable rules, approval, regulations, notifications, circulars, directions, guidelines and clarifications issued by the Reserve Bank of India ("RBI") from time to time including the Reserve Bank of India ("RBI"), all other applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications issued by various authorities including but not limited to the Government of India ("GOI"), including RBI, the Securities and Exchange Board of India ("SEBI"); BSE Limited ("BSE") and other stock exchanges ("Stock Exchanges") where the equity shares of the Company are listed and subject to the necessary approval(s), consent(s), permissions(s) and/or sanction(s), if any, of the appropriate authorities, including but not limited to the GOI, RBI, SEBI, MCA, Stock Exchange(s) etc.), institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Director of the Company ('the Board') (which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the company be and is hereby accorded to create, issue, offer and allot, from time to time in one or more tranches, up to 1,00,60,000 (One Crore Sixty Thousand Only) Convertible Warrants ('Warrants') of face value of Rs.10/- each for cash, at an issue price of Rs. 14.50/- (Rupees Fourteen and Fifty Paise Only) per Warrant ('Warrant Issue Price'), which is not lesser than the price determined in accordance of Regulation 164 read with Regulation 166A of Chapter V of the ICDR Regulations, payable in cash aggregating to an amount not exceeding Rs. 14,58,70,000/- (Rupees Fourteen Crore Fifty-Eight Lakh Seventy Thousand Only) to the proposed allottees of the Company (hereinafter referred to as the "Proposed Allottees/Warrant holder") as more particularly mentioned in the explanatory statement setting out material facts on preferential basis (Preferential Allotment), entitling the warrant holders to exercise in one or more tranches during the period, prior to expiry of 18 (Eighteen) months from the date of allotment, to the proposed allottees mentioned below hereunder, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine (the "Preferential Issue):

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Sr No	Name of the Allottee	*Category (Promoter and Non-promoter)	No. of Warrants to be allotted	Investment Amount (in Rs.)
1.	Mr. Irfan Chapra	Promoter	26,00,000	3,77,00,000
2.	Mrs. Reshma Chapra	Promoter	26,00,000	3,77,00,000
3.	Mrs. Mubina Sofia	Promoter	11,00,000	1,59,50,000
4.	Mr. Ranjan Kantilal Shah	Non-promoter	650,000	94,25,000
5.	Mr. Kantilal Talakshi Shah	Non-promoter	650,000	94,25,000
6.	Mr. Pranish Rahul Nagarkar	Non-promoter	650,000	94,25,000
7.	Mr. Ila Navin Shah	Non-promoter	650,000	94,25,000
8.	Mr. Shahnaz Begum Arif Ahmed Shaikh	Non-promoter	180,000	26,10,000
9.	Mr. Deepak Surendra Palan	Non-promoter	40,000	5,80,000
10.	Mrs. Manju Khairwar	Non-promoter	250,000	36,25,000
11.	Mrs. Neelam Gupta	Non-promoter	150,000	21,75,000
12.	Mr. Punit Desai	Non-promoter	25,000	3,62,500
13.	Mr. Sahil Gupta	Non-promoter	65,000	9,42,500
14.	Mrs. Pooja Rajkumar Soni	Non-promoter	25,000	3,62,500
15.	Mr. Rajkumar Soni	Non-promoter	75,000	10,87,500
16.	Navyarth Capital Advisors Pvt Ltd	Non-promoter	200,000	29,00,000
17.	Mr. Mohamed Ahmed Mohamed Suhail Sayed	Non-promoter	50,000	7,25,000
18.	Mr. Milind Ashok Chavan	Non-promoter	100,000	14,50,000
		Total	**1,00,60,000**	14,58,70,000

*Pursuant to the proposed preferential issue of Convertible Warrants, the aforesaid proposed allottees, comprising the proposed Promoters and Non-Promoter allottees, are proposed to be allotted an aggregate of 1,00,60,000 (One Crore Sixty Thousand Only) Convertible Warrants, each having a face value of Rs. 10/- (Rupees Ten Only), at an issue price of Rs. 14.50/- (Rupees Fourteen and Fifty Paise Only) per Warrant, including a premium of Rs. 4.50/- (Rupees Four and Fifty Paise only) per Warrant, aggregating to Rs. 14,58,70,000/- (Rupees Fourteen Crore Fifty-Eight Lakh Seventy Thousand only)

The aforesaid Convertible Warrants shall not be considered for determining the Emerging Voting Share Capital of the Company for the purpose of Regulation 7(1) of the Takeover Regulations, as the proposed allottees shall undertake that they shall not exercise the conversion option in respect of such Convertible Warrants until the expiry of the 10th (tenth) Working Day from the closure of the tendering period of the Open Offer. Accordingly, the Equity Shares that may arise upon conversion of the aforesaid Convertible Warrants shall not be taken into account for determining the Emerging Voting Share Capital as on the 10th (tenth) Working Day from the closure of the tendering period of the Open Offer.

The Convertible Warrants shall be convertible into an equivalent number of fully paid-up Equity Shares of the Company, at the option of the Warrant holders, in accordance with the terms of the issue and applicable laws, within a maximum period of 18 (eighteen) months from the date of allotment of the Warrants. In the event the Warrant holders fail to exercise the conversion option within the prescribed period, the Warrants shall lapse and the amount paid in respect thereof shall be forfeited in accordance with applicable laws and the terms of the issue.

RESOLVED FURTHER THAT in accordance with the provisions of Regulation 161 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable laws, rules and regulations, the "Relevant Date" for determining the minimum issue price of the Equity Shares to be issued on a preferential basis shall be Friday, October 16, 2026, being the day preceding the weekend, as the date falling 30 (Thirty) days prior to the date of the Extra-ordinary General Meeting ("EGM") of the members of the Company scheduled to be held on Tuesday, November 17, 2026, is Sunday, October 18, 2026, a non-trading day, in accordance with the Explanation to Regulation 161 of the SEBI (ICDR) Regulations, 2018.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of the Warrants shall be subject to the following terms and conditions apart from the other terms and conditions as prescribed under applicable laws:

i. The Warrant holders shall, subject to the provisions of the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches, prior to the expiry of 18 (Eighteen) months from the date of allotment of the Warrants, by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. Provided that the proposed allottees of the Convertible Warrants shall not exercise their right to convert the Warrants allotted to them pursuant to the resolution passed at the meeting of the Board of Directors held on October26, 2026, into Equity Shares of the Company until after the tenth working day from the closure of the tendering period of the proposed Open Offer of the Company, in accordance with Regulation 7 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time. Upon

receipt of such notice and subject to compliance with the applicable provisions of law, the Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- (Rupees Ten only) each to the respective Warrant holders;

ii. Each warrant shall be eligible for conversion in one equity shares of face value of Rs. 10/- per share of the Company.

iii. The "Relevant Date", pursuant to Regulation 161 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, in relation to the aforesaid Preferential Issue, shall be Friday, October 16, 2026, being the preceding trading day to the date falling 30 (Thirty) days prior to the date of the Extra-ordinary General Meeting ("EGM") of the members of the Company scheduled to be held on Tuesday, November 17, 2026. The date falling 30 (Thirty) days prior to the said EGM is Sunday, October 18, 2026, which is a non-trading day, and accordingly, Friday, October 16, 2026, shall be considered as the Relevant Date for the purpose of determining the minimum issue price of the Equity Shares in accordance with Regulation 161 of the SEBI (ICDR) Regulations, 2018.

iv. An amount equal to 25% (Twenty Five Percent) of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% (Seventy Five Percent) of the Warrant Issue Price shall be payable by the Warrant Holder(s) on or before the exercise of the entitlement attached to the Warrant(s) to subscribe for the Equity Shares;

v. The respective Warrant holder shall make payment of Warrant price from their own bank account into to the designated bank account of the Company;

vi. The Warrants shall be exercised in a manner that shall be in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contract (Regulation) Rules, 1957;

vii. The Warrants themselves until converted into Equity Shares, does not give to the Warrant Holder any rights (including any dividend or voting rights) in the Company in respect of such Warrants;

viii. The Equity Shares to be so allotted upon the exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respect including dividend, with the existing Equity Shares of the Company;

ix. The Warrants and the Equity Shares issued pursuant to the exercise of the Warrants shall be locked in as prescribed under Chapter V of the ICDR Regulations from time to time;

x. The Company shall re-compute the price of the Warrants issued upon exercise of the Warrants in terms of the ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holders to the Company in accordance with the provisions of the ICDR Regulations;

xi. The Warrants shall be issued and allotted within a period of 15 (fifteen) days from the later of: (a) date of the approval of this special resolution; or (b) receipt of last of the approvals required for such issue and allotment by relevant regulatory authorities (including but not limited to the in-principle approval of the Stock Exchanges for the issue and allotment of the Warrants to the Proposed Allottee on a preferential basis; or such other period as may be permitted in accordance with ICDR Regulations, as amended from time to time;

xii. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottee; and warrants so allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;

xiii. In the event that a Warrant holder does not exercise the Warrants within the period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and stand cancelled, and the amount paid by the Warrant holder in respect of such Warrants shall stand forfeited by the Company.

xiv. The Company shall procure the listing and trading approvals for the resulting Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants from the Stock Exchanges in accordance with the ICDR Regulations and the Listing Regulations.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, the consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form No. PAS-5, and to issue a private placement offer cum application letter in Form No. PAS-4, to the Proposed Allottees inviting them to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from M/s. Sameer Panchal & Associates, Practising Company Secretary (Membership No. A69006

& C.P. No. 26164) certifying that the above the proposed preferential issue of Fully Convertible Share Warrants and the Equity Shares to be issued pursuant to conversion thereof is being made in accordance with the SEBI ICDR Regulations."

RESOLVED FURTHER THAT each of the aforesaid Warrants shall be convertible into one (1) fully paid-up Equity Share of the Company having a face value of Rs. 10/- (Rupees Ten only) each, at the Warrant Issue Price determined in accordance with the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, and the Warrant holders shall, subject to the provisions of the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches prior to the expiry of 18 (Eighteen) months from the date of allotment of the Warrants, by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised; provided that the proposed allottees of the Convertible Warrants shall not exercise their right to convert the Warrants allotted to them pursuant to the resolution passed at the meeting of the Board of Directors held on October26, 2026, into Equity Shares of the Company until after the tenth working day from the closure of the tendering period of the proposed Open Offer of the Company, in accordance with Regulation 7 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time; and a sum equivalent to 25% (Twenty-Five per cent) of the total consideration payable per Warrant shall be received by the Company on the date of allotment of the Warrants and the balance 75% (Seventy-Five per cent) of the total consideration payable per Warrant shall be received at the time of allotment of the Equity Shares pursuant to the exercise of the option against such Warrants by the respective Warrant holders, whereupon, upon receipt of such balance consideration and subject to compliance with the applicable provisions of law, the Company shall issue and allot the corresponding number of Equity Shares to the respective Warrant holders.

RESOLVED FURTHER THAT any of the Director of the board or the Company Secretary of the Company be and are hereby severally authorized to issue and allot the said Warrants and such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the Warrants held by the Warrant holders.

RESOLVED FURTHER THAT any of the Director of the board or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with Stock Exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental / regulatory authorities to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT any of the Director of the board or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the

above resolutions, including without limitation to issue and allot the said Warrants and Equity Shares upon exercise of the Warrants, to issue clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making application to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Proposed Allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard;

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified to be true by anyone of the Directors of the Company or the Company Secretary of the Company be furnished to the appropriate authorities with a request to act thereon."

4. To consider and approve the formation/incorporation of a subsidiary in the United Arab Emirates (UAE), subject to applicable laws, regulatory requirements and such other approvals as may be required.

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

"**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, and the Companies (Incorporation) Rules, 2014; the Foreign Exchange Management Act, 1999 ("FEMA"); the Foreign Exchange Management (Overseas Investment) Rules and Regulations, as amended; the Master Direction – Overseas Investment issued by the Reserve Bank of India ("RBI"); and all other

applicable laws, rules, regulations, notifications, circulars, directions, and clarifications issued by the Government of India, the RBI, the Ministry of Corporate Affairs, or any other competent statutory/regulatory authority from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force); and subject to receipt of all necessary regulatory approvals, permissions, registrations, consents, and sanctions, as may be required, the consent of the Members of the Company be and is hereby accorded to incorporate/form a Wholly-Owned Subsidiary (WOS) of the Company in the United Arab Emirates ("UAE Subsidiary"), under the name and style of 'Chapra Emerging LLC' or such other name as may be approved by the relevant authorities in the UAE, to engage in the business of trading and manufacturing of perfumes and related lines of business, with a total investment aggregating up to INR 3,00,00,000/- (Rupees Three Crores Only) or its equivalent in foreign currency.

RESOLVED FURTHER THAT the proposed UAE Subsidiary shall be incorporated with an initial share capital and capital investment—whether by way of subscription to equity shares, debt, loan, guarantee, or otherwise—of up to such amount as determined and approved by the Board of Directors of the Company ("Board"), in compliance with applicable legal frameworks, including the Overseas Investment framework prescribed by the RBI, and that the Company shall hold 100% of the share capital/equity interest of the said UAE Subsidiary.

RESOLVED FURTHER THAT the Board be and is hereby authorised, in its absolute discretion, to determine, alter, or vary the name, corporate objects, share capital, ownership structure, place of incorporation/registration, business activities, management, and administrative arrangements, alongside all other terms relating to the establishment and operation of the UAE Subsidiary, as it may deem necessary, proper, or expedient.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and is hereby severally authorized to sign, execute, verify, seal, and submit all requisite applications, declarations, powers of attorney, petitions, instruments, agreements, undertakings, forms, and documents; to correspond with and represent the Company before the Registrar of Companies, the Reserve Bank of India, Authorised Dealer (AD) Banks, relevant UAE free zone or mainland authorities, and any other governmental or regulatory body; and to do all such acts, deeds, matters, and things, including settling any questions, doubts, or difficulties that may arise, as may be necessary, proper, or desirable to give full effect to this Resolution."

5. Approval under Section 186 of the Companies Act, 2013 for an overall limit up to INR 50,00,00,000/- to give loans, provide guarantees/securities, and make investments in body corporates.

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 186 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable rules, regulations, notifications, and directions issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such other approvals, consents, permissions, and sanctions as may be required under applicable laws, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted by the Board to exercise its powers, including the powers conferred by this Resolution):

1. To give any loan(s) to any person(s) or other body corporate(s);
2. To give any guarantee(s) or provide any security(ies) in connection with a loan to any other body corporate or person; and/or
3. To acquire by way of subscription, purchase, or otherwise, the securities (including equity shares, preference shares, debentures, bonds, or any other instruments) of any other body corporate(s),

in one or more tranches, from time to time, as the Board may in its absolute discretion deem fit, notwithstanding that the aggregate of all such loans, guarantees, securities, and investments already made or to be made by the Company may exceed the limits prescribed under Section 186(2) of the Act (i.e., 60% of the paid-up share capital, free reserves, and securities premium account, or 100% of free reserves and securities premium account, whichever is higher), provided that the maximum aggregate outstanding amount of all such loans, guarantees, securities, and investments made by the Company at any given point in time shall not exceed INR 50,00,00,000/- (Rupees Fifty Crores Only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, negotiate, alter, or vary the terms and conditions of such loans, guarantees, securities, or investments, including the rate of interest, repayment schedule, security structure, tenure, valuation, price per share, and other related commercial terms, in accordance with applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate, finalize, and execute all necessary agreements, contracts, deeds, instruments, loan agreements, guarantee deeds, undertakings, Share Purchase Agreements (SPA), Share Subscription Agreements (SSA), and other connected documents in relation to the aforesaid loans, guarantees, securities, and investments.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and is hereby severally authorized to sign, execute, verify, and submit all necessary applications, forms, declarations, returns, and filings with the Registrar of Companies (ROC), Ministry of Corporate Affairs (MCA), banks, financial institutions, and other relevant statutory or regulatory authorities, and to do all such acts, deeds, matters, and things, including settling any questions, doubts, or difficulties that may arise, to give full effect to this Resolution."

6. To consider and approve the proposed acquisition of a stake in an unlisted company by utilising the funds raised by the Company, subject to obtaining the requisite approvals of the Members, the Stock Exchange(s), and such other regulatory authorities, as may be applicable.

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 186 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable rules, regulations, notifications, and directions issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such other approvals, consents, permissions, and sanctions as may be required under applicable laws, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted by the Board), to acquire, subscribe to, or invest in the equity share capital/securities of Sanija Hotels Private Limited (an unlisted company), for an amount up to INR 9,00,00,000/- (Rupees Nine Crores Only), resulting in the acquisition or subscription of at least 75% (seventy-five percent) of the paid-up equity share capital of Sanija Hotels Private Limited, notwithstanding that the aggregate of all investments, loans, guarantees, or securities made or given by the Company may exceed the limits prescribed under Section 186 of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, negotiate, alter, or vary the final terms and conditions of the investment, including the

valuation, price per share, exact percentage of shareholding, structure, timing, and mode of acquisition/subscription, in one or more tranches, as it may in its absolute discretion deem fit and in the best interests of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate, finalize, and execute all necessary agreements, contracts, deeds, instruments, Share Purchase Agreements (SPA), and other connected documents in relation to the investment in Sanija Hotels Private Limited.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and is hereby severally authorized to sign, execute, verify, and submit all necessary applications, forms, declarations, returns, and filings with the Registrar of Companies (ROC), Ministry of Corporate Affairs (MCA), banks, and other relevant statutory or regulatory authorities, and to do all such acts, deeds, matters, and things, including settling any questions, doubts, or difficulties that may arise to give full effect to this Resolution."

7. To consider and approve the proposed acquisition of a stake in an unlisted company by utilising the funds raised by the Company, subject to obtaining the requisite approvals of the Members, the Stock Exchange(s), and such other regulatory authorities, as may be applicable:

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 186 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable rules, regulations, notifications, and directions issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such other approvals, consents, permissions, and sanctions as may be required under applicable laws, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted by the Board), to acquire, subscribe to, or invest in the equity share capital/securities of Multiplex Capital Limited (an unlisted company), for an amount up to INR 12,00,00,000/- (Rupees Twelve Crores Only), resulting in the acquisition or subscription of at least 50% (fifty percent) of the paid-up equity share capital of Multiplex Capital Limited, notwithstanding that the aggregate of all investments, loans, guarantees, or securities made or given by the Company may exceed the limits prescribed under Section 186 of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, negotiate, alter, or vary the final terms and conditions of the investment, including the valuation, price per share, exact percentage of shareholding, structure, timing, and mode of acquisition/subscription, in one or more tranches, as it may in its absolute discretion deem fit and in the best interests of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate, finalize, and execute all necessary agreements, contracts, deeds, instruments, Share Purchase Agreements (SPA),and other connected documents in relation to the investment in Multiplex Capital Limited.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and is hereby severally authorized to sign, execute, verify, and submit all necessary applications, forms, declarations, returns, and filings with the Registrar of Companies (ROC), Ministry of Corporate Affairs (MCA), banks, and other relevant statutory or regulatory authorities, and to do all such acts, deeds, matters, and things, including settling any questions, doubts, or difficulties that may arise to give full effect to this Resolution."

By order of the Board of Directors
For Hittco Tools Limited

Date: 26/10/2026
Place: Bangalore

Sonali Jain
Digitally signed by Sonali Jain
Date: 2026.10.26 19:08:42 +05'30'

Company Secretary
Sonali Jain
Membership No.: A42437

NOTES:

1. Pursuant to the General Circular issued by the Ministry of Corporate Affairs ("MCA") and the Circular issued by SEBI from time to time, companies are permitted to convene Extraordinary General Meetings ("EGMs") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") without the physical presence of members at a common venue. In compliance with the said Circulars, EGM shall be conducted through VC / OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised

representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the EGM is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.

4. The Members can join the EGM 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 EGM through VC/OAVM will be made available for 1000 members on 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.

5. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the Extra-Ordinary General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EOGM is being held pursuant to the MCA Circular through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Extra-Ordinary General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.

6. 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 eVoting 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as remote evoting on the date of the EGM will be provided by CDSL.

7. Based on the consent received from M/s Manjeet and Associates, (Membership No. 11588 & C.P. No. 22581), Practicing Company Secretary, the Board has appointed him on October 26, 2026 as the Scrutinizer to scrutinize the remote e-voting and voting process at EGM in a fair and transparent manner. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/ JPEG Format) of its

Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Extra-Ordinary General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to pcsmanjeet@gmail.comwith copies marked to the Company at cs@hittco.com or to Central Depository Services (India) Limited (CDSL) at helpdesk.evoting@cdslindia.com.

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

9. Since the EOGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

10. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular, the Notice of EOGM along with other documents is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice has been uploaded on the website of the Company atwww.hittco.comThe Notice can also be accessed from the website of the Stock Exchange at www.bseindia.comand the EGM Notice is also available on the website of CDSL i.e. https://www.evotingindia.com.

11. In case of joint holders attending the EGM together, only holder whose name appearing first will be entitled to vote.

12. Members seeking any information with regard to the any matter to be placed at the EOGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at cs@hittco.com on or before Friday, November 06, 2026 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

13. In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/ Depositories, log in details for e-voting are being sent on the registered email address.

14. Shareholders who have not registered their e-mail address with the Company are requested to register/update their e-mail address for receiving all communication from the Company electronically.

15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN),

mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form.

16. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

17. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.

18. All the documents including registers of directors and KMP and their shareholding, register of contracts or arrangements, Register of Members, MOA and AOA etc. are open for inspection during the business hours of the company on all working days except Saturdays, Sundays and public holidays at the Registered Office of the company before and on the date of the meeting as well. It may be further noted that the relevant extracts of the above-mentioned registers as required by the member/s may be shared electronically i.e. scanned copy of the same on request received from the member in this regard through their registered email ids with the company.

19. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

20. This notice is being sent to all members of the Company whose name appears in the Register of Members/ list of beneficiaries received from the depositories as on Friday, October 23, 2026.

21. In case of any queries relating to the EGM process, Members may contact: Company Secretary & Compliance Officer HITTCO Tools Limited E-mail: cs@hittco.com Telephone: 080-40865062 Registrar and Share Transfer Agent CAMEO Corporate Services Limited CDSL Helpdesk for technical issues relating to Remote E-voting.

THE INTRUCTIONS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The remote e-voting period begins on Saturday, November 14, 2026 at 09:00 A.M. IST and ends on Monday, November 16, 2026 at 05:00 P.M. IST The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, November 10, 2026, 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, being November 10, 2026.

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

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

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

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iii) 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.

Pursuant to above said SEBI Circular**,** Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon &My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login &My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, users will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting

	services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider 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)	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

login through their **Depository Participants (DP)**	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.

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.comor contact at toll free no. 1800 21 09911.
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.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) Now enter your User ID
    a. For CDSL: 16 digits beneficiary ID,
    b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(v) After entering these details appropriately, click on "SUBMIT" tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN of "Company Name**"** on which you choose to vote.

(ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@hittco.com(designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102OF THE COMPANIES ACT, 2013

Item No. 1: Alteration of the Objects Clause of the Memorandum of Association of the Company

The Board of Directors of the Company, at its meeting held on October 26, 2026, considered and approved the proposal for alteration of the Objects Clause of the Memorandum of Association ("MOA") of the Company by inserting new sub-clauses 11, 12, 13 and 14 under Clause 3(A), after the existing sub-clause 10 thereof, subject to the approval of the Members of the Company and such other approvals as may be required under applicable laws.

The proposed alteration is intended to enable the Company to diversify and expand its business activities and to explore new and emerging business opportunities in areas which are considered to be commercially viable and may be synergistic with the existing and proposed business operations of the Company.

The proposed new sub-clause 11 seeks to enable the Company to undertake business activities relating to the hospitality and food service sector, including establishing, developing, owning, operating, managing, acquiring, leasing, licensing and otherwise dealing in hotels, resorts, restaurants, cafés, coffee shops, bakeries, food outlets, cloud kitchens, food chains and other hospitality and food service establishments. The proposed clause also covers manufacture, preparation, processing, packaging, distribution and sale of food and non-alcoholic beverage products, as well as catering, food delivery, hospitality management and allied services.

The proposed new sub-clause 12 seeks to enable the Company to undertake activities relating to the purchase, acquisition, ownership, leasing, rental and letting of trawlers, vessels, barges, automobiles and motor vehicles, including electric vehicles ("EVs"), and to provide leasing, rental, consultancy, advisory and allied services in connection therewith.

The proposed new sub-clause 13 seeks to enable the Company to undertake business activities in the real estate sector, including real estate development, construction, purchase, sale, acquisition, leasing, renting, management, operation, maintenance, renovation and otherwise dealing in land, buildings and various residential, commercial, industrial and institutional properties and projects. The proposed clause also enables the Company to undertake development and construction of various real estate and infrastructure projects independently or through joint ventures, collaborations, partnerships or other arrangements.

The proposed new sub-clause 14 seeks to enable the Company to carry on the business or profession of stock broker, sub-broker, dealer, jobber, market maker, broker or agent in securities, capital market instruments, company deposits, mutual funds, national saving certificates and other government securities issued or guaranteed by a body corporate, company, public sector company, Government, Municipality or any other body in India or abroad, whether listed or unlisted, for the time being. The proposed clause also seeks to enable the Company to acquire or take over the business of any individual, partnership firm or corporate body carrying on business or profession as brokers, sub-brokers, underwriters, jobbers, members, agents or traders of all types of shares and stocks, and to hold one or more memberships of any recognised stock exchange in India, the OTC Exchange of India or the National Stock Exchange of India, subject to obtaining the requisite registrations, licences, approvals and permissions from the Securities and Exchange Board of India, the relevant stock exchange(s) and other applicable regulatory authorities.

The existing Objects Clause of the MOA does not specifically cover the aforesaid proposed activities. Accordingly, the Board considers it desirable and in the best interests of the Company to broaden the Objects Clause so as to enable the Company to undertake the aforesaid activities and pursue opportunities in these sectors, subject to applicable laws, rules, regulations, licences, registrations and statutory approvals.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, alteration of the Objects Clause of the Memorandum of Association requires the approval of the Members of the Company by way of a Special Resolution and filing of the requisite forms and documents with the Registrar of Companies and such other authorities, as may be applicable.

A copy of the existing Memorandum of Association and the proposed altered Memorandum of Association of the Company shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the meeting.

The Board of Directors recommends the Resolution set out at Item No. 1 of the accompanying Notice for approval of the Members as a Special Resolution.

None of the Directors, Key Managerial Personnel ("KMP") of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their respective shareholding, if any, in the Company.

ITEM NO.2&3:

The Board of the Directors of the Company at its meeting held on Monday, October 26, 2026 has given their consent subject to approval of shareholders of the Company by way of Special Resolution to the issue and allotment of:

i. 59,40,000 (Fifty-Nine Lakh Forty Thousand) fully paid-up Equity Shares of the Company, having a face value of Rs. 10/- (Rupees Ten only) each, at an issue price of Rs. 14.50/- (Rupees Fourteen and Fifty Paise only) per Equity Share, including a premium of Rs. 4.50/- (Rupees Four and Fifty Paise only) per Equity Share, aggregating up to Rs. 8,61,30,000/- (Rupees Eight Crore Sixty-One Lakh Thirty Thousand only), representing 47.35% of the post-preferential issue paid-up Equity Share capital of the Company, are proposed to be allotted on a preferential basis.

ii. 1,00,60,000 (One Crore Sixty Thousand Only) Convertible Warrants ('Warrants') of face value of Rs. 10/- (Rupees Ten only), for cash, at an issue price of Rs. 14.50/- (Rupees Fourteen and Fifty Paise only) per Warrant ('Warrant Issue Price') (including a premium of Rs. 4.50/- (Rupees Four and Fifty Paise only) to the proposed Promoters Category and Non-Promoter-Public Category (Proposed Allottees), aggregating to an amount not exceeding Rs. 14,58,70,000/- (Rupees Fourteen Crore Fifty-Eight Lakh Seventy Thousand only) are proposed to be allotted on a preferential basis.

In terms of Section 62(1)(c) read with Sections 42 of the Companies Act, 2013 and rules made thereunder ("Act"), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the shareholders of the Company by way of a special resolution.

Accordingly, consent of the members is being sought in terms of Section 42 & 62 of the Companies Act 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

The details of the issue and other particulars as required in terms of Regulation 163 of the Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolution are given as under:

HITTCO TOOLS LIMITED

Registered Office-No- 17-C, KIADB Industrial Area, 2nd Phase, Peenya, Bangalore-560058
CIN: L28939KA1995PLC016888; website- www.hittco.com;
EmailId:cs@hittco.com; ContactNo.:08040865062

List of the Proposed Allottees for Preferential Allotment of Equity Shares and Convertible Warrants:

Sr No	Name of the Allottee	*Category (Promoter and Non-promoter)	No. of Equity Shares proposed to be allotted	No of Warrants proposed to be allotted	Name of the Ultimate Beneficial Owner
1.	Mr. Irfan Chapra	Proposed Promoter	18,00,000	26,00,000	NA
2.	Mrs. Reshma Chapra	Proposed Promoter	18,00,000	26,00,000	NA
3.	Mrs. Mubina Sofia	Proposed Promoter	16,00,000	11,00,000	NA
4.	Mr. Sadik Raza	Non-promoter	100,000	-	NA
5.	Mr. Mohamed Aatif Asif Picturewala	Non-promoter	100,000	-	NA
6.	Mr. Kalim Ahmad Shaikh	Non-promoter	75,000	-	NA
7.	Mr. Mohammed Rahil Mohammed Rafiq Shaikh	Non-promoter	75,000	--	NA
8.	Mr. Praveen Kumar	Non-promoter	100,000	-	NA
9.	Mr. Dhanishaka Niraj Mehra	Non-promoter	50,000	-	NA
10.	Mrs. Simran Siddharth Ambwani	Non-promoter	120,000	-	NA
11.	Roopnarayan Mangal (HUF)	Non-promoter	50,000	-	Mr. Roop Narayan Mangal
12.	Mr. Jaime Agnelo Colaco	Non-promoter	25,000	-	NA
13.	Mr. Ahmed Agha Namazi	Non-promoter	25,000	-	NA
14.	Mr. Maurice Patrick Correa	Non-promoter	20,000	-	NA
15.	Mr. Ranjan Kantilal Shah	Non-promoter	-	650,000	NA
16.	Mr. Kantilal	Non-	-	650,000	NA

	Talakshi Shah	promoter			
17.	Mr. Pranish Rahul Nagarkar	Non-promoter	-	650,000	NA
18.	Mr. Ila Navin Shah	Non-promoter	-	650,000	NA
19.	Mr. Shahnaz Begum Arif Ahmed Shaikh	Non-promoter	-	180,000	NA
20.	Mr. Deepak Surendra Palan	Non-promoter	-	40,000	NA
21.	Mrs. Manju Khairwar	Non-promoter	-	250,000	NA
22.	Mrs. Neelam Gupta	Non-promoter	-	150,000	NA
23.	Mr. Punit Desai	Non-promoter	-	25,000	NA
24.	Mr. Sahil Gupta	Non-promoter	-	65,000	NA
25.	Mrs. Pooja Rajkumar Soni	Non-promoter	-	25,000	NA
26.	Mr. Rajkumar Soni	Non-promoter	-	75,000	NA
27.	Navyarth Capital Advisors Pvt Ltd	Non-promoter	-	200,000	Mr. Mohit Baser
28.	Mr. Mohamed Ahmed Mohamed Suhail Sayed	Non-promoter	-	50,000	NA
29.	Mr. Milind Ashok Chavan	Non-promoter	-	1,00,000	NA

Pursuant to the proposed preferential issue, the aforesaid proposed Promoters, namely Mr. Irfan Chapra, Mrs. Reshma Chapra and Mrs. Mubina Sofia, are proposed to acquire, by way of allotment, an aggregate of 52,00,000 (Fifty-Two Lakh) fully paid-up Equity Shares of the Company, having a face value of Rs. 10/- (Rupees Ten only) each, at an issue price of Rs. 14.50/- (Rupees Fourteen and Fifty Paise only) per Equity Share, including a premium of Rs. 4.50/- (Rupees Four and Fifty Paise only) per Equity Share, aggregating up to Rs. 7,54,00,000/- (Rupees Seven Crore Fifty-Four Lakh only), representing approximately 41.45% of the Emerging Voting Share Capital of Hittco Tools Limited ("Company"). Such acquisition attracts Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("Takeover Regulations"), and will result in a substantial acquisition of shares and change in control of the Company.

Accordingly, in compliance with Regulations 3(1) and 4 of the Takeover Regulations, the aforesaid proposed Promoters have triggered the obligation to make an Open Offer to the public shareholders of the Company and have made a Public Announcement dated Monday, October 26, 2026. Upon completion of the Open Offer and subject to receipt of the requisite approvals and compliance with applicable laws, the aforesaid proposed allottees shall be classified as Promoters of the Company.

a) Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors of the Company at its meeting held on Monday, October 26, 2026, subject to the approval of the members of the Company by way of Special Resolution and such other approvals, consents, permissions and sanctions as may be required, has approved the proposal for issue and allotment, on a preferential basis, of the following securities:

i. 59,40,000 (Fifty-Nine Lakh Forty Thousand) fully paid-up Equity Shares of the Company, having a face value of Rs. 10/- (Rupees Ten only) each, at an issue price of Rs. 14.50/- (Rupees Fourteen and Fifty Paise only) per Equity Share, including a premium of Rs. 4.50/- (Rupees Four and Fifty Paise only) per Equity Share, aggregating up to Rs. 8,61,30,000/- (Rupees Eight Crore Sixty-One Lakh Thirty Thousand only), representing 47.35% of the post-preferential issue paid-up Equity Share capital of the Company, are proposed to be allotted on a preferential basis.

ii. 1,00,60,000 (One Crore Sixty Thousand Only) Convertible Warrants ('Warrants') of face value of Rs. 10/- (Rupees Ten only), for cash, at an issue price of Rs. 14.50/- (Rupees Fourteen and Fifty Paise only) per Warrant ('Warrant Issue Price') (including a premium of Rs. 4.50/- (Rupees Four and Fifty Paise only) to the proposed Promoters Category and Non-Promoter-Public Category (Proposed Allottees), aggregating to an amount not exceeding Rs. 14,58,70,000/- (Rupees Fourteen Crore Fifty-Eight Lakh Seventy Thousand only) are proposed to be allotted on a preferential basis.

The proposed Preferential Issue is being made in accordance with the provisions of Sections 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder, and in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended from time to time, and other applicable laws, rules, regulations, notifications, circulars and guidelines.

The Equity Shares and Convertible Warrants proposed to be issued and allotted pursuant to the Preferential Issue shall be offered and allotted to the Proposed Allottees as set out in the table above, on such terms and conditions as may be determined in accordance with the applicable provisions of the Act, the SEBI ICDR Regulations and other applicable laws.

The proposed Preferential Issue is subject to the approval of the members of the Company by way of Special Resolution pursuant to Sections 42 and 62(1)(c) of the Act, read with the

applicable provisions of the SEBI ICDR Regulations, and such other statutory and regulatory approvals, consents, permissions and sanctions as may be necessary.

b) Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued

The Company proposes to issue and allot, on a preferential basis, the following securities to the Proposed Allottees, subject to the approval of the members of the Company by way of Special Resolution and such other approvals as may be required:

i. 59,40,000 (Fifty-Nine Lakh Forty Thousand) fully paid-up Equity Shares of the Company, having a face value of Rs. 10/- (Rupees Ten only) each, at an issue price of Rs. 14.50/- (Rupees Fourteen and Fifty Paise only) per Equity Share, including a premium of Rs. 4.50/- (Rupees Four and Fifty Paise only) per Equity Share, aggregating up to Rs. 8,61,30,000/- (Rupees Eight Crore Sixty-One Lakh Thirty Thousand only), representing 47.35% of the post-preferential issue paid-up Equity Share capital of the Company, are proposed to be allotted on a preferential basis.

ii. 1,00,60,000 (One Crore Sixty Thousand Only) Convertible Warrants ('Warrants') of face value of Rs. 10/- (Rupees Ten only), for cash, at an issue price of Rs. 14.50/- (Rupees Fourteen and Fifty Paise only) per Warrant ('Warrant Issue Price') (including a premium of Rs. 4.50/- (Rupees Four and Fifty Paise only) to the proposed Promoters Category and Non-Promoter-Public Category (Proposed Allottees), aggregating to an amount not exceeding Rs. 14,58,70,000/- (Rupees Fourteen Crore Fifty-Eight Lakh Seventy Thousand only) are proposed to be allotted on a preferential basis.

The issue price of the Equity Shares and the Warrant Issue Price have been determined in accordance with the applicable provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, including Regulation 164 read with Regulation 166A, wherever applicable.

c) Purpose/Object of the preferential issue

The Company proposes to raise funds through the issuance and allotment, on a preferential basis, of:

i.59,40,000 (Fifty-Nine Lakh Forty Thousand) fully paid-up Equity Shares of the Company, having a face value of Rs.10/- (Rupees Ten only) each, at an issue price of Rs. 14.50/- (Rupees Fourteen and Fifty Paise only) per Equity Share, including a premium of Rs. 4.50/- (Rupees Four and Fifty Paise only) per Equity Share, aggregating up to Rs. 8,61,30,000/- (Rupees Eight Crore Sixty-One Lakh Thirty Thousand only); and

ii.1,00,60,000 (One Crore Sixty Thousand) Convertible Warrants ("Warrants") of face value of Rs. 10/- (Rupees Ten only) each, for cash, at an issue price of Rs. 14.50/- (Rupees

Fourteen and Fifty Paise only) per Warrant ("Warrant Issue Price"), including a premium of Rs. 4.50/- (Rupees Four and Fifty Paise only) per Warrant, to the proposed Promoter Category and Non-Promoter/Public Category allottees, aggregating up to Rs. 14,58,70,000/- (Rupees Fourteen Crore Fifty-Eight Lakh Seventy Thousand only).

Accordingly, the aggregate funds proposed to be raised by the Company through the Preferential Issue of Equity Shares and Warrants shall not exceed Rs. 23,20,00,000/- (Rupees Twenty-Three Crore Twenty Lakh only).

The proceeds of the proposed Preferential Issue are proposed to be utilised for the objects set out below, namely, acquisition of Sanija Hotels Private Limited, acquisition of Multiplex Capital Limited, meeting the working capital requirements of the Company and general corporate purposes, as may be required in accordance with the Company's business plans and requirements.

The proposed utilisation of the Issue Proceeds is set out below:

Sr. no	**Purpose/Object(s) of the Preferential Issue**	**Estimated amount to be utilized for each of the Objects (Amount in Rs.)**	**Tentative timeline for utilization of issue proceeds from the date of receipt of funds**
1	Acquisition of Sanija Hotels Private Limited	Rs. 900,00,000/	As estimated by the management, the proceeds received towards the Issue would be utilized within 24 (Twenty-Four) months from the respective dates of receipt of funds.
2	Acquisition of Multiplex Capital Limited	Rs. 12,00,00,000/-	
3	General Corporate Purposes	Rs. 2,20,00,000/-	

The proposed utilization of the Issue Proceeds is based on the Company's current business plans, operational requirements and management estimates. The Issue Proceeds shall be utilized solely and exclusively for the objects specified above and shall not be utilized for any purpose other than the aforesaid objects, subject to applicable laws and regulations.

The Company intends to utilize the Issue Proceeds within 24 (Twenty-Four) months from the respective dates of receipt of funds, subject to the timing of the proposed acquisitions, actual business requirements and availability of funds.

Pending utilization of the Issue Proceeds for the aforesaid objects, the Company may temporarily deploy the unutilized funds in such manner as may be permitted under applicable laws.

In terms of NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and BSE Circular No. 20221213-47 dated December 13, 2022, the amount proposed to be utilized towards the stated objects may vary by ±10% (plus or minus ten per cent) depending upon future business requirements and prevailing commercial circumstances. The estimated utilization is based on the Company's current business plans and is subject to various financial, market, operational, technical, regulatory and other factors.

The Company shall monitor the utilization of the Issue Proceeds and deploy the funds towards the objects stated above in accordance with the applicable provisions of law. In the event of any variation in the utilization of the Issue Proceeds, the Company shall comply with the applicable provisions of the Companies Act, 2013, the SEBI ICDR Regulations, the SEBI LODR Regulations and the requirements of the Stock Exchanges.

The Board of Directors shall have the flexibility to determine the timing and manner of utilization of the Issue Proceeds towards the aforesaid objects, including the proposed acquisitions, working capital requirements and general corporate purposes, depending upon the Company's business and operational needs, subject to compliance with applicable laws and regulatory requirements.

d) Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer & Pricing of the preferential issue

The Equity Shares of Company are listed on BSE Limited for a period of more than 90 trading days as on the relevant date i.e. Friday, October16, 2026 and are frequently traded in accordance with SEBI ICDR Regulations.

The Price of the Equity Shares to be allotted to the Proposed Allottees of the Company shall not be less than the price determined in accordance with the SEBI ICDR Regulations. Currently, SEBI ICDR Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

a) In case of "frequently traded shares (Regulation 164(1) of the SEBI ICDR Regulations:

If the equity shares of the Company have been listed on a recognised stock exchanges for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following;

i. The 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; Rs. 14.13/- or

ii. The 10 trading days' volume weighted average prices of the related equity shares quoted on the recognised stock exchange preceding the relevant date – Rs. 12.89/-

Provided that if the Articles of Association of the Company provide for a method of determination of the floor price which results in a floor price higher than the floor price determined under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), then such higher price shall be considered as the floor price for the Equity Shares to be allotted pursuant to the Preferential Issue.

In the present case, the Articles of Association of the Company do not provide for any method of determination which results in a floor price higher than the floor price determined under the SEBI ICDR Regulations. Accordingly, the floor price determined in accordance with Regulation 164 read with Regulation 161 of the SEBI ICDR Regulations shall be applicable for the proposed Preferential Issue.

b) In case of Change in Control or allotment of more than five per cent. (Regulation 166 A (1) of the SEBI ICDR Regulations:

However, the proposed Preferential Issue would result in the proposed Allottees, along with the persons acting in concert with them, being allotted more than 5% (five per cent) of the post-issue fully diluted Equity Share Capital of the Company. Accordingly, the issue price of the Equity Shares to be allotted on a preferential basis shall be determined in accordance with the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), and shall be the higher of the following:

i. The price determined in accordance with Regulation 164(1) of the SEBI ICDR Regulations, in the case of frequently traded shares, being Rs. 14.13 per Equity Share; and

ii. The price determined in accordance with Regulation 166 A (1) of the SEBI ICDR Regulations, based on the valuation report issued by an Independent Registered Valuer, as applicable.

Further, since the proposed Preferential Issue is likely to result in a change in control of the Company, a control premium of 2% (two per cent), as recommended by the Independent

Registered Valuer in its valuation report, shall be considered in determining the applicable issue price, subject to the provisions of the SEBI ICDR Regulations. Accordingly, a control premium of 2% over Rs.14.13 per Equity Share works out to Rs.0.28 per Equity Share, resulting in an indicative price of Rs.14.41 per Equity Share.

In terms of Regulation 166A (1) of the SEBI ICDR Regulations, the Company has taken Valuation Report dated October 26, 2026, from Kavita Joshi registered with the Insolvency and Bankruptcy Board of India (IBBI Reg. No.: IBBI/RV/06/2025/15868) and the copy of the same has been hosted on the website of the Company which can be accessed athttps://www.hittco.com/ir-center**.** As per the Valuation Report, the minimum price, in terms of Regulation 164(1) r.w. Regulation 166A (1) of the SEBI ICDR Regulations, at which Equity Shares to be issued is Rs. 14.50 (Rupees Fourteen and Fifty Paise only).

However, the issue price for this Preferential Issue is kept at Rs. 14.50 per Equity Share including Security Premium of Rs. 4.50 per Equity Share which is higher than the above Floor Price determined in accordance with Regulation 164(1) of SEBI ICDR Regulations and Regulation 166A(1) of SEBI ICDR Regulations.

e) Valuation Report:

Since the allotment to one or more proposed allottees, acting in concert exceeds 5% of post issue fully diluted share capital, Kavita Joshi registered with the Insolvency and Bankruptcy Board of India (IBBI Reg. No.: IBBI/RV/06/2025/15868) was appointed under Regulation 166A (1) of SEBI (ICDR) Regulations. The Valuation report dated October 26, 2026, has been obtained from her. The report is accessible on the website of the Company, i.e. https://www.hittco.com/ir-center

f) Regulation 166A of the SEBI ICDR Regulations

The proposed Preferential Issue comprises the issue and allotment of up to 59,40,000 fully paid-up equity shares of face value of Rs.10/- each at an issue price of Rs.14.50/- per equity share, comprising a premium of Rs.4.50/- per equity share, aggregating up to Rs.8,61,30,000/-, and up to 1,00,60,000 convertible warrants (“Warrants”) at an issue price of Rs.14.50/- per Warrant, comprising a premium of Rs.4.50/- per Warrant, aggregating up to Rs.14,58,70,000/-, to the proposed allottees belonging to the Promoter and/or Non-Promoter/Public Category, as detailed in the table forming part of this Notice.

In terms of Regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), where the proposed preferential issue may result in a change in control of the Company or where the allotment to an allottee, or to allottees acting in concert, exceeds the prescribed threshold of 5% of the post-issue fully diluted share capital, the issue price is required to be determined in accordance with the applicable provisions of the said Regulation, taking into account the valuation report of an Independent Registered Valuer, wherever applicable.

Accordingly, the Company has obtained a valuation report dated October 26, 2026, from Ms. Kavita Joshi, an Independent Registered Valuer, in accordance with Regulation 166A of the SEBI ICDR Regulations, wherever applicable. Based on the said valuation report and the applicable pricing requirements under Regulations 161, 164 and 166A of the SEBI ICDR Regulations, as applicable, the issue price of Rs.14.50/- per equity share and Rs.14.50/- per Warrant has been determined, subject to compliance with the applicable floor price and other requirements prescribed under the SEBI ICDR Regulations.

The proposed Preferential Issue is subject to the approval of the Members by way of a Special Resolution under Sections 42 and 62(1)(c) of the Companies Act, 2013, read with Chapter V of the SEBI ICDR Regulations, and to such other approvals, permissions and sanctions as may be required under applicable laws.

g) Relevant Date

The "Relevant Date", pursuant to Regulation 161 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, in relation to the aforesaid Preferential Issue, shall be **Friday, October 16, 2026**, being the preceding trading day to the date falling 30 (Thirty) days prior to the date of the Extra-ordinary General Meeting ("EGM") of the members of the Company scheduled to be held on **Tuesday, November 17, 2026**. The date falling 30 (Thirty) days prior to the said EGM is Sunday, October 18, 2026, which is a non-trading day, and accordingly, Friday, October 16, 2026, shall be considered as the Relevant Date for the purpose of determining the minimum issue price of the Equity Shares in accordance with Regulation 161 of the SEBI (ICDR) Regulations, 2018.

h) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control if any in the issuer consequent to the preferential issues:

The proposed Preferential Issue comprises the issue and allotment of up to 59,40,000 fully paid-up Equity Shares and 1,00,60,000 Convertible Warrants ("Warrants") to the Proposed Allottees identified by the Board of Directors. The details of the Proposed Allottees, including their category, ultimate beneficial owners, pre-issue shareholding, securities proposed to be allotted, and post-issue shareholding (assuming full conversion of the Warrants), are set out below:

Sr. No.	Name of the Proposed Allottees	*Category (Promoter	Name of the Natural Persons	Pre-issue Shareholding	No. of Equity Shares propos	No of Warrants propose	*Post Preferential Issue (59,40,000	Proposed Status (Post

		and Non-promoter)	**who are the ultimate beneficial owners**			**ed to be allotted**	**d to be allotted**	**Equity Shares and 1,00,60,000 Warrants*) *Assuming full conversion of warrants**		**Issue Category/ Class)**
				No. of Equity Shares	**% of holding**			**No. of Equity Shares**	**% of holding**	
1.	Mr. Irfan Chapra	Proposed Promoter	Self	Nil	Nil	18,00,000	26,00,000	44,00,000	19.46%	Promoter
2.	Mrs. Reshma Chapra	Proposed Promoter	Self	Nil	Nil	18,00,000	26,00,000	44,00,000	19.46%	Promoter
3.	Mrs. Mubina Sofia	Proposed Promoter	Self	Nil	Nil	16,00,000	11,00,000	27,00,000	11.94%	Promoter
4.	Mr. Sadik Raza	Non-Promoter	Self	1,100	0.02%	100,000	-	1,01,100	0.45%	Non-Promoter
5.	Mr. Mohamed Aatif Asif Picturewala	Non-Promoter	Self	Nil	Nil	100,000	-	100,000	0.44%	Non-Promoter
6.	Mr. Kalim Ahmad Shaikh	Non-Promoter	Self	Nil	Nil	75,000	-	75,000	0.34%	Non-Promoter
7.	Mr. Mohammed Rahil Mohamme	Non-Promoter	Self	Nil	Nil	75,000	--	75,000	0.33%	Non-Promoter

	d Rafiq Shaikh									
8.	Mr. Praveen Kumar	Non-Promoter	Self	Nil	Nil	100,000	-	1,00,000	0.44%	Non-Promoter
9.	Mr. Dhanishaka Niraj Mehra	Non-Promoter	Self	Nil	Nil	50,000	-	50,000	0.22%	Non-Promoter
10.	Mrs. Simran Siddharth Ambwani	Non-Promoter	Self	Nil	Nil	120,000	-	1,20,000	0.53%	Non-Promoter
11.	Roopnarayan Mangal (HUF)	Non-Promoter	Mr. Roopnarayan Mangal	Nil	Nil	50,000	-	50,000	0.22%	Non-Promoter
12.	Mr. Jaime Agnelo Colaco	Non-Promoter	Self	Nil	Nil	25,000	-	25,000	0.11%	Non-Promoter
13.	Mr. Ahmed Agha Namazi	Non-Promoter	Self	Nil	Nil	25,000	-	25,000	0.11%	Non-Promoter
14.	Mr. Maurice Patrick Correa	Non-Promoter	Self	Nil	Nil	20,000	-	20,000	0.09%	Non-Promoter
15.	Mr. Ranjan Kantilal Shah	Non-Promoter	Self	Nil	Nil	-	650,000	6,50,000	2.88%	Non-Promoter
16.	Mr. Kantilal Talakshi Shah	Non-Promoter	Self	Nil	Nil	-	650,000	6,50,000	2.88%	Non-Promoter
17.	Mr. Pranish Rahul Nagarkar	Non-Promoter	Self	Nil	Nil	-	650,000	6,50,000	2.88%	Non-Promoter

18.	Mr. Ila Navin Shah	Non-Promoter	Self	Nil	Nil	-	650,000	6,50,000	2.88 %	Non-Promoter
19.	Mr. Shahnaz Begum Arif Ahmed Shaikh	Non-Promoter	Self	Nil	Nil	-	180,000	1,80,000	0.80 %	Non-Promoter
20.	Mr. Deepak Surendra Palan	Non-Promoter	Self	Nil	Nil	-	40,000	40,000	0.18 %	Non-Promoter
21.	Mrs. Manju Khairwar	Non-Promoter	Self	5,818	0.09 %	-	250,000	2,55,818	1.13 %	Non-Promoter
22.	Mrs. Neelam Gupta	Non-Promoter	Self	Nil	Nil	-	150,000	1,50,000	0.67 %	Non-Promoter
23.	Mr. Punit Desai	Non-Promoter	Self	Nil	Nil	-	25,000	25,000	0.11 %	Non-Promoter
24.	Mr. Sahil Gupta	Non-Promoter	Self	Nil	Nil	-	65,000	65,000	0.29 %	Non-Promoter
25.	Mrs. Pooja Rajkumar Soni	Non-Promoter	Self	Nil	Nil	-	25,000	25,000	0.11 %	Non-Promoter
26.	Mr. Rajkumar Soni	Non-Promoter	Self	Nil	Nil	-	75,000	75,000	0.33 %	Non-Promoter
27.	Navyarth Capital Advisors Pvt Ltd	Non-Promoter	Mr. Mohit Baser	Nil	Nil	-	200,000	2,00,000	0.88 %	Non-Promoter
28.	Mr. Mohamed Ahmed Mohamed Suhail	Non-Promoter	Self	Nil	Nil	-	50,000	50,000	0.22 %	Non-Promoter

	Sayed									
29.	Mr. Milind Ashok Chavan	Non-Promoter	Self	Nil	Nil	-	1,00,000	1,00,000	0.44%	Non-Promoter

*Post-issue shareholding assumes full conversion of the Warrants into Equity Shares and is calculated on the basis of the existing paid-up Equity Share capital of 66,04,847 Equity Shares, the proposed allotment of 59,40,000 Equity Shares, and full conversion of 1,00,60,000 Warrants, aggregating to 2,26,04,847 Equity Shares.

The proposed Preferential Allotment of Equity Shares and Convertible Warrants will result in a change in control of the Company.

Pursuant to the proposed Preferential Issue, the proposed Promoters, namely Mr. Irfan Chapra, Mrs. Reshma Chapra and Mrs. Mubina Sofia, are proposed to acquire, by way of allotment, an aggregate of 52,00,000 fully paid-up Equity Shares of face value of Rs. 10/- each, at an issue price of Rs.14.50/- per Equity Share, including a premium of Rs. 4.50/- per Equity Share, aggregating up to Rs. 7,54,00,000/- (Rupees Seven Crore Fifty-Four Lakh only), representing approximately 41.45% of the post-preferential issue paid-up Equity Share capital of the Company.

Upon full conversion of the 63,00,000 Warrants proposed to be allotted to them, the proposed Promoters will hold an aggregate of 1,15,00,000 Equity Shares, representing approximately 50.88% of the post-preferential issue fully diluted share capital of the Company.

Accordingly, the proposed acquisition attracts Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("Takeover Regulations"), and will result in a substantial acquisition of shares and change in control of the Company.

In compliance with Regulations 3(1) and 4 of the Takeover Regulations, the proposed Promoters have triggered the obligation to make an Open Offer to the public shareholders of the Company and have made a Public Announcement dated Monday, October 26, 2026. Upon completion of the Open Offer and subject to receipt of the requisite approvals and compliance with applicable laws, the aforesaid proposed allottees shall be classified as Promoters of Hittco Tools Limited.

i) Recommendations and Voting Pattern of the committee of Independent Directors of the Company:

The Committee of Independent Directors of the Company, comprising Mr. Biligere Shekar Prakash, Mr. Rajeev Gobindram Hassanand and Mr. Ranjan Kotekar, at its meeting held on Monday, October 26, 2026, considered the proposal for the Preferential Issue of 59,40,000 fully paid-up Equity Shares and 1,00,60,000 Convertible Warrants to the Proposed Allottees.

The Committee noted that the issue price of Rs. 14.50/- per Equity Share and per Warrant has been determined in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, based on the valuation report issued by the Independent Registered Valuer, after taking into consideration the relevant valuation parameters and the justification for the valuation assessment.

The Committee further noted that the issue price includes a control premium, having regard to the proposed change in control of the Company pursuant to the Preferential Issue and the proposed Open Offer. Accordingly, the Committee is of the view that the issue price and the proposed Preferential Issue are fair and reasonable.

The voting pattern of the Committee of Independent Directors at its meeting held on Monday, October 26, 2026, is as follows:

Sr. No.	**Name of the Independent Director**	**Assent**	**Dissent**
1	Mr. Biligere Shekar Prakash	√	-
2	Mr. Rajeev Gobindram Hassanand	√	-
3	Mr. Ranjan Kotekar	√	-

j) Intention of the promoters/ directors/ or key managerial personnel to subscribe to the offer:

The Proposed Promoters of the Company, namely Mr. Irfan Chapra, Mrs. Reshma Chapra and Mrs. Mubina Sofia, have expressed their intention to subscribe to the Equity Shares and Convertible Warrants proposed to be issued and allotted on a preferential basis.

Except for the Proposed Promoters, namely Mr. Irfan Chapra, Mrs. Reshma Chapra and Mrs. Mubina Sofia, none of the existing promoters, Directors, Key Managerial Personnel or members of the senior management of the Company have expressed their intention to subscribe to the proposed Preferential Issue of Equity Shares and Convertible Warrants.

Pursuant to the proposed Preferential Issue and upon:

i. completion of the Open Offer process in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended; and

ii. allotment of the Equity Shares and Convertible Warrants proposed to be issued on a preferential basis,

Mr. Irfan Chapra, Mrs. Reshma Chapra and Mrs. Mubina Sofia shall be classified as the Promoters of Hittco Tools Limited, subject to receipt of all applicable statutory and regulatory approvals, if any, and compliance with the applicable provisions of law.

k) the proposed time within which the allotment shall be completed.

As required under the SEBI (ICDR) Regulations, the Equity Shares and Warrants shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions. Upon exercise of the option by the proposed allottees to convert the convertible securities within the tenure specified, the allotment of equity shares pursuant to exercise of the convertible securities shall be completed within 15 days from the date of such exercise by the proposed allottees.

l) Shareholding pattern before and after the proposed Preferential Issue of Equity Shares:

Sr. No.	**Category**	**Pre-Issue Shareholding**		***Post Issue Shareholding (Presuming full conversion of warrants) #**	
		No. of equity shares held	**% of Shares**	**No. of equity shares held**	**% of Shares**
A	**Promoter & Promoter Group Share holding**				
A1	**Indian Promoter**	18,54,512	28.08%	70,54,512	56.24%
A2	**Foreign Promoter**	19,379	0.29%	19,379	0.15%
	Sub Total (A)	**18,73,891**	**28.37%**	**70,73,891**	**56.39%**
B	**Public Share holding**				
B1	Institutions	-	-	-	-
B2	Institutions (Domestic) Mutual Funds	-	-	-	-
B3	Institutions (Foreign)				
B4	Central Government / State Government(s)/President of India	-	-	-	-
B5	Non-Institutions Investor Education and Protection	-	-	-	-

	Fund (IEPF)				
i	Directors and their relatives (excluding independent directors and nominee directors)	-	-	-	-
ii	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	23,23,591	35.18 %	23,23,591	18.52%
iii	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	13,71,785	20.77 %	20,61,785	16.43%
iv	Non-Resident Indians (NRIs)	3,79,687	5.75%	3,79,687	3.03%
v	Bodies Corporate	5,45,703	8.26%	5,45,703	4.35%
vi	Any Other (including HUFs)	1,10,190	1.67%	160,190	1.28%
	Sub Total B=B1+B2+B3+B4+B5	**47,30,956**	**71.63**	**54,70,956**	**43.61%**
	Total Shareholding (A+B)	**66,04,847**	**100%**	**1,25,44,847**	**100%**

Shareholding pattern before and after the proposed Preferential Issue of Convertible Warrants:

Sr. No.	**Category**	**Pre-Issue Shareholding**		***Post Issue Shareholding (Presuming full conversion of warrants) #**	
		No. of equity shares held	**% of Shares**	**No. of equity shares held**	**% of Shares**
A	**Promoter & Promoter Group Share holding**				
A1	**Indian Promoter**	70,54,512	56.24%	1,33,54,512	59.08%
A2	**Foreign Promoter**	19,379	0.15%	19,379	0.09%
	Sub Total (A)	**70,73,891**	**56.39%**	**1,33,73,891**	**59.16%**
B	**Public Share holding**				
B1	Institutions	-	-		
B2	Institutions (Domestic) Mutual Funds	-	-		
B3	Institutions (Foreign)				

B4	Central Government / State Government(s)/President of India	-	-		
B5	Non-Institutions Investor Education and Protection Fund (IEPF)	-	-		
i	Directors and their relatives (excluding independent directors and nominee directors)	-	-		
ii	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	23,23,591	18.52%	23,23,591	10.28%
iii	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	20,61,785	16.43%	57,71,785	25.54%
iv	Non-Resident Indians (NRIs)	3,79,687	3.03%	3,79,687	1.68%
v	Bodies Corporate	5,45,703	4.35%	595,703	2.63%
vi	Any Other (including HUFs)	160,190	1.28%	160,190	0.71%
	Sub Total B=B1+B2+B3+B4+B5	**54,70,956**	**43.61%**	**92,30,956**	**40.84%**
	Total Shareholding (A+B)	**1,25,44,847**	**100%**	**2,26,04,847**	**100%**

#Post-issue shareholding assumes full conversion of the 1,00,60,000 Convertible Warrants into an equivalent number of fully paid-up Equity Shares.

Pursuant to the proposed Preferential Issue, the proposed Promoters, namely Mr. Irfan Chapra, Mrs. Reshma Chapra and Mrs. Mubina Sofia, are proposed to be allotted an aggregate of 52,00,000 (Fifty-Two Lakh) fully paid-up Equity Shares of the Company, having a face value of Rs. 10/- (Rupees Ten only) each, at an issue price of Rs. 14.50/- (Rupees Fourteen and Fifty Paise only) per Equity Share, including a premium of Rs. 4.50/- (Rupees Four and Fifty Paise only) per Equity Share, aggregating up to Rs. 7,54,00,000/- (Rupees Seven Crore Fifty-Four Lakh only). The proposed acquisition of the aforesaid Equity Shares will result in a change in control of the Company and attracts the provisions of Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("Takeover Regulations"), resulting in a substantial acquisition of shares and change in control of the Company.

Accordingly, in compliance with Regulations 3(1) and 4 of the Takeover Regulations, the aforesaid proposed Promoters have triggered the obligation to make an Open Offer to the

public shareholders of the Company and have made a Public Announcement dated Monday, October 26, 2026 in accordance with the applicable provisions of the Takeover Regulations. Upon completion of the Open Offer, the aforesaid proposed allottees shall be classified as the Promoters of the Company.

Further, pursuant to the proposed Preferential Issue, the aforesaid proposed allottees, comprising the proposed Promoters and Non-Promoter allottees, are proposed to be allotted an aggregate of 1,00,60,000 (One Crore Sixty Thousand) Convertible Warrants, each having a face value of Rs. 10/- (Rupees Ten only), at an issue price of Rs. 14.50/- (Rupees Fourteen and Fifty Paise only) per Warrant, including a premium of Rs. 4.50/- (Rupees Four and Fifty Paise only) per Warrant, aggregating to Rs. 14,58,70,000/- (Rupees Fourteen Crore Fifty-Eight Lakh Seventy Thousand only).

The aforesaid Convertible Warrants shall not be considered for determining the Emerging Voting Share Capital of the Company for the purpose of Regulation 7(1) of the Takeover Regulations, as the proposed allottees shall undertake that they shall not exercise the conversion option in respect of such Convertible Warrants until the expiry of the 10th (tenth) Working Day from the closure of the tendering period of the Open Offer. Accordingly, the Equity Shares that may arise upon conversion of the aforesaid Convertible Warrants shall not be taken into account for determining the Emerging Voting Share Capital as on the 10th (tenth) Working Day from the closure of the tendering period of the Open Offer.

The Convertible Warrants shall be convertible into an equivalent number of fully paid-up Equity Shares of the Company, at the option of the respective Warrant Holders, in accordance with the terms of issue of the Convertible Warrants and applicable laws, within a maximum period of 18 (Eighteen) months from the date of allotment of the Convertible Warrants. In the event the Warrant Holders fail to exercise the conversion option within the prescribed period, the Convertible Warrants shall lapse and the amount paid in respect thereof shall be forfeited in accordance with applicable laws and the terms of issue of the Convertible Warrants.

m) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.

The Company has not made any allotment of securities on a preferential basis during the financial year 2026-27 up to the date of this Notice. Accordingly, no securities have been allotted on a preferential basis and no issue price has been determined or paid in respect of any such allotment during the said period.

n) Principal terms of assets charged as securities.

The Equity Shares and Convertible Warrants proposed to be issued and allotted pursuant to the Preferential Issue, as approved by the Board of Directors at its meeting held on Monday,

October 26, 2026, shall be unsecured instruments and shall not carry any security or charge on the assets of the Company.

No assets, properties, or undertakings of the Company are proposed to be charged, encumbered, mortgaged, or otherwise secured in connection with:

- the issue, allotment, and listing of the Convertible Warrants;
- the conversion of the Convertible Warrants into Equity Shares; or
- the issue and allotment of Equity Shares arising upon such conversion.

The Convertible Warrants and the Equity Shares issued upon conversion shall rank pari passu with the existing equity shares of the Company in all respects, subject to the terms of the issue and Applicable Law.

Accordingly, there are no principal terms of assets charged as security that are required to be disclosed pursuant to the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, or any other Applicable Law.

o) Material terms of raising such securities

The material terms of the proposed preferential issue of the Equity Shares arestipulated in the special as set out at Item No. 2 & 3 of this Notice.

p) Lock-In Period

The securities allotted to Proposed Allottees shall be locked in as per Regulation 167 and other applicable provisions of SEBI (ICDR) Regulations, 2018.

q)Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

Not Applicable, as the proposed allotment is made for Cash consideration.

r)Certificate of Practicing Company Secretary

A copy of the certificate fromM/s. Sameer Panchal & Associates, Practising Company Secretary (Membership No. A69006 & C.P. No. 26164),Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 shall be placed before the shareholders at their proposed Extra Ordinary General Meeting and the same shall be available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch/ email of the EGM Notice till Tuesday, November 17, 2026. This certificate is also placed under “Investor Relations” at the following link:https://www.hittco.com/ir-center

s) Practicing Company Secretary' Certificate for Pricing Certificate:

A copy of the certificate from M/s. Sameer Panchal & Associates, Practising Company Secretary (Membership No. A69006 & C.P. No. 26164), Practicing Company Secretary, certifying that the Pricing for Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 shall be placed before the shareholders at their proposed Extra Ordinary General Meeting and the same shall be available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch/ email of the EGM Notice till Tuesday, November 17, 2026. This certificate is also placed under "Investor Relations" at the following link: https://www.hittco.com/ir-center

t) Disclosure pursuant to Regulations 163 (1) (g) and 163(1) (h) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

The Equity Shares of the Company have been listed on BSE Limited for a period exceeding 90 (Ninety) trading days preceding the Relevant Date, i.e., Friday, October 16, 2026, and are frequently traded in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"). Accordingly, the provisions relating to re-computation of the issue price under Regulation 164(3) of the SEBI ICDR Regulations are not applicable to the proposed Preferential Issue.

Consequently, the undertakings contemplated under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations, in relation to re-computation of the issue price under Regulation 164(3), are not applicable to the proposed Preferential Issue.

However, to the extent the proposed Preferential Issue attracts Regulation 166A of the SEBI ICDR Regulations, the Company has obtained a valuation report dated October 26, 2026 from the Independent Registered Valuer, and the issue price of Rs.14.50/- per Equity Share and per Convertible Warrant has been determined in accordance with the applicable provisions of the SEBI ICDR Regulations.

The Company undertakes that it shall re-compute the price of the Convertible Warrants and/or the number of Equity Shares to be allotted upon exercise of the Convertible Warrants, if and to the extent required under Regulation 166 of the SEBI ICDR Regulations or any other applicable law for the time being in force.

u)Other disclosures/Undertaking

i. The Company, its Promoters and Directors are not categorized as wilful defaulters by any bank, financial institution or consortium thereof in accordance with the guidelines issued by

the Reserve Bank of India and have not been classified as fraudulent borrowers. Accordingly, the disclosures prescribed under Regulation 163(1)(i) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 are not applicable.

ii. None of the Promoters, members of the Promoter Group or Directors of the Company are fugitive economic offenders as defined under the SEBI ICDR Regulations.

iii. The Company is in compliance with the applicable provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 2013 and the rules and regulations made thereunder, including the SEBI ICDR Regulations and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

iv. The Company has obtained the Permanent Account Number (PAN) of the Proposed Allottees, except those allottees who may be exempt from specifying PAN for transacting in the securities market under applicable laws and regulations.

v. The Company has made / shall make an application to BSE Limited for obtaining in-principal approval for the proposed Preferential Issue in terms of Regulation 28 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions.

vi. The Company is in compliance with the conditions for continuous listing prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the listing agreements entered into with the Stock Exchanges.

vii. Since the Equity Shares of the Company have been listed on the recognised Stock Exchanges for a period exceeding 90 Trading Days preceding the Relevant Date, the provisions relating to re-computation of issue price under Regulation 164(3) of the SEBI ICDR Regulations are not applicable.

viii. The Proposed Allottees have not sold any Equity Shares of the Company during the 90 Trading Days preceding the Relevant Date. The Company has complied with the requirements of Regulation 159 of the SEBI ICDR Regulations.

ix. The Equity Shares, if any, held by the Proposed Allottees in the Company are in dematerialised form.

x. None of the Promoters or members of the Promoter Group has been allotted any equity shares pursuant to a preferential issue by the Company during the one year preceding the Relevant Date, except for the preferential allotment of 2,95,000 equity shares to Mr. Yash

Vardhan Bhandari, falling under the Promoter Category, on March 28, 2026, at an issue price of Rs. 13.92/- per equity share, aggregating to Rs. 41,06,400/-

xi. The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013 and the applicable provisions of the SEBI ICDR Regulations require approval of the Members by way of a Special Resolution for issuance of securities on a preferential basis.

The Board of Directors is of the opinion that the proposed Preferential Issue is in the best interests of the Company and its Members and accordingly recommends the Special Resolution set out in Item No. 2 & 3 of this Notice for approval by the Members.

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

Item No. 4: Approval for the formation/incorporation of a Wholly-Owned Subsidiary in the United Arab Emirates (UAE) under the name 'Chapra Emerging LLC' or such other name as may be approved.

The Company continuously evaluates opportunities for global expansion and market diversification. As part of its international growth strategy, the Board of Directors of the Company ("Board") at its meeting held on [Date of Board Meeting] evaluated and approved a proposal to establish a footprint in the Middle East region by forming/incorporating a Wholly-Owned Subsidiary (WOS) in the United Arab Emirates ("UAE Subsidiary").

1. Key Details & Strategic Intent of the UAE Subsidiary

a. **Name of the Subsidiary**: Chapra Emerging LLC (or such other name as may be approved by the competent authority in the UAE).
b. **Target Business Activities**: Trading and manufacturing of perfumes and related lines of business in the UAE and surrounding markets.
c. **Capital & Overall Investment Limit**: Aggregate financial commitment up to INR 3,00,00,000/- (Rupees Three Crores Only) or its equivalent in foreign currency, contributed by way of initial equity subscription, loans, debts, guarantees, or other permissible financial commitments.
d. **Ownership Structure:** 100% of the share capital/equity interest of the UAE Subsidiary will be held directly by the Company

2. Statutory & Regulatory Governance Framework

The proposed setup and funding of the UAE Subsidiary will be governed by and executed in strict compliance with:

a. **Section 186** and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, and the Companies (Incorporation) Rules, 2014;
b. The Foreign Exchange Management Act, 1999 (**FEMA**);
c. The Foreign Exchange Management (Overseas Investment) Rules, 2022 and Overseas Investment Regulations, 2022; and
d. The **Master Direction – Overseas Investment** issued by the Reserve Bank of India ("RBI"), alongside all applicable local corporate laws, regulations, and licensing norms enforced by competent authorities in the UAE.

3. Board Recommendation

The establishment of the UAE Subsidiary will enable the Company to directly access international distribution networks, cater to expanding global demand in the perfume sector, and create long-term value for its stakeholders.

The aggregate investment for the incorporation and funding of the UAE Subsidiary—when combined with the existing investments, loans, guarantees, or securities made or given by the Company—may exceed the statutory limits specified under Section 186(2) of the Companies Act, 2013. Accordingly, prior approval of the Members by way of a Special Resolution is being sought.

The Board considers the proposed Special Resolution in the best interest of the Company and its Members and recommends the resolution set out at **Item No. 4** of the accompanying Notice for your approval.

4. Interest of Directors & Key Managerial Personnel

None of the Directors, Key Managerial Personnel (KMP) of the Company, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution, except to the extent of their shareholding in the Company (if any) or any nominal position/directorship they may assume in the proposed UAE Subsidiary solely for corporate and regulatory governance purposes on behalf of the Company.

The Board accordingly recommends the Special Resolution set out in Item No. 4 of the Notice for approval by the Members.

Item No. 5: Approval under Section 186 of the Companies Act, 2013 for an overall limit up to INR 50,00,00,000/- to give loans, provide guarantees/securities, and make investments in body corporates.

As per the provisions of Section 186 of the Companies Act, 2013 (the "Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, a company shall not directly or indirectly:

a. Give any loan to any person or other body corporate;

b. Give any guarantee or provide security in connection with a loan to any other body corporate or person; and

c. Acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding **60% of its paid-up share capital, free reserves, and securities premium account** OR **100% of its free reserves and securities premium account**, whichever is higher, unless prior authorization by way of a **Special Resolution** passed by the Members is obtained.

To meet the strategic business requirements, growth plans, and potential investment/funding opportunities, the Company may, from time to time, be required to make investments in, grant loans/inter-corporate deposits to, or extend guarantees/securities in favor of subsidiaries, joint ventures, group companies, or other body corporates.

Considering the future business expansion plans and upcoming strategic investments (including the acquisitions/subscriptions currently being undertaken by the Company), it is proposed to seek the approval of the Members to authorize the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board) to give loans, provide guarantees/securities, and/or make investments in one or more tranches, up to an aggregate maximum limit of **INR 50,00,00,000/- (Rupees Fifty Crores Only)** outstanding at any given point of time, notwithstanding that such aggregate amounts may exceed the limits prescribed under Section 186(2) of the Act.

The funds for the proposed loans, guarantees, securities, or investments will be deployed out of internal accruals, borrowed funds, or such other source of funds as the Board may deem appropriate in accordance with applicable laws.

The Board recommends the Special Resolution set out at Item No. 3 of the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel (KMP) of the Company, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed

resolution, except to the extent of their shareholding in the Company (if any) or to the extent of their directorship/shareholding in the entities in which such investments, loans, guarantees, or securities may be made or provided.

Item Nos. 6&7: Explanatory Statement regarding proposed investments in Sanija Hotels Private Limited and Multiplex Capital Limited.

Pursuant to Section 186 of the Companies Act, 2013 (the "Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, no company shall directly or indirectly make investments in the securities of anybody corporate exceeding **60% of its paid-up share capital, free reserves, and securities premium account** OR **100% of its free reserves and securities premium account**, whichever is higher, except with the prior approval of the Members by way of a **Special Resolution**.

As part of the Company's strategic growth, business expansion, and diversification objectives, the Board of Directors of the Company ("Board") at its meeting held on October 26, 2026, evaluated and approved proposals to acquire/subscribe to significant equity stakes in two unlisted entities, namely **Sanija Hotels Private Limited** and **Multiplex Capital Limited**, as detailed below:

1. Proposed Investment in Sanija Hotels Private Limited (Item No. 1)

a. Target Entity: Sanija Hotels Private Limited (an unlisted private limited company).
b. Nature & Objective of Investment: To expand the Company's business footprint in the hospitality and allied sector, leveraging strategic synergies and growth potential.
c. Investment Amount: Up to INR 9,00,00,000/- (Rupees Nine Crores Only).
d. Shareholding to be Acquired/Subscribed: At least 75% (seventy-five percent) of the paid-up equity share capital, making Sanija Hotels Private Limited a subsidiary/majority-owned subsidiary of the Company upon completion.

2. Proposed Investment in Multiplex Capital Limited (Item No. 2)

a. Target Entity: Multiplex Capital Limited (an unlisted company).
b. Nature & Objective of Investment: To expand the Company's business presence in the financial services and securities market sector, including securities broking and allied activities, and to leverage potential strategic synergies and growth opportunities.
c. Investment Amount: Up to INR 12,00,00,000/- (Rupees Twelve Crores Only).
d. Shareholding to be Acquired/Subscribed: At least 50% (fifty percent) of the paid-up equity share capital of Multiplex Capital Limited, subject to finalisation of the transaction terms and

applicable approvals. Upon completion, Multiplex Capital Limited is expected to become a subsidiary of the Company, subject to applicable laws and the final shareholding structure.

Statutory Basis & Board Recommendation

Since the aggregate proposed investments of **INR 21,00,00,000/- (Rupees Twenty-One Crores Only)** across both targets—when combined with the existing investments, loans, guarantees, and securities made or given by the Company—may exceed the statutory limits specified under Section 186(2) of the Act, prior approval of the Members by way of Special Resolutions is required.

The Board believes that these strategic acquisitions/subscriptions are in the commercial interest of the Company and will enhance long-term shareholder value. Accordingly, the Board recommends the Special Resolutions set out at **Item Nos. 6 and 7** of the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel (KMP) of the Company, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolutions, except to the extent of their shareholding in the Company (if any) or to the extent of any common directorships/shareholdings held in the target entities in accordance with applicable legal provisions.

By order of the Board of Directors
For Hittco Tools Limited

Date: 26/10/2026
Place: Bangalore

Sonali Jain
Digitally signed by Sonali Jain
Date: 2026.10.26 19:10:44 +05'30'

Company Secretary
Sonali Jain
Membership No.: A42437