

Date: April 20, 2026

To,
The Manager – Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C-1, Block-G,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051

NSE SYMBOL: DENEERS

Subject: Submission of Proceedings / Outcome of the 1st Extra-Ordinary General Meeting (EGM) of De Neers Tools Limited held on Monday, April 20, 2026.

Dear Sir / Madam,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and in accordance with the relevant SEBI Circulars including amendments thereon, we are hereby submitting the Summary of Proceedings / Outcome of the 1st Extra-Ordinary General Meeting ("EGM") of the Members of De Neers Tools Limited ("the Company"), held on Monday, April 20, 2026 at 11:00 A.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

The detailed disclosures as required under Regulation 30 of SEBI LODR Regulations, read with relevant SEBI Circulars, are provided in Annexures A to F annexed hereto.

Kindly take the same on record.

Thanking you,
Yours faithfully,

For De Neers Tools Limited

For DE NEERS TOOLS LTD.



Neeraj Kumar Aggarwal
Director

Neeraj Kumar Aggarwal
Managing Director
DIN: 08058134



SUMMARY OF PROCEEDINGS OF THE 1ST EXTRA-ORDINARY GENERAL MEETING OF DE NEERS TOOLS LIMITED

The 1st Extra-Ordinary General Meeting ("EGM") of the Members of De Neers Tools Limited ("the Company") was held on Monday, April 20, 2026 at 11:00 A.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), in compliance with applicable Circulars and Notifications issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI").

The following Directors, Key Managerial Personnel, and other officials of the Company were present at the EGM:

S. No.	Name	Designation
1.	Mr. Neeraj Kumar Aggarwal	Managing Director & Chairman
2.	Ms. Shilpy Aggarwal	Whole-time Director
3.	Ms. Riya Aggarwal	Whole-time Director
4.	Mr. Santosh Mishra	Chief Financial Officer
5.	Ms. Aarti Arora	Independent & Non-Executive Director
6.	Mr. Dhikash	Independent & Non-Executive Director
7.	Ms. Bhagyashree Periwal	Company Secretary & Compliance Officer
8.	Mr. Gautam Sehgal	Statutory Auditors

Mr. Neeraj Kumar Aggarwal, Managing Director, took the Chair and presided over the meeting. He confirmed and announced that the requisite quorum was present as required under Section 103 of the Companies Act, 2013, and declared the meeting to be duly convened and called the meeting to order.

The Notice dated March 21, 2026, convening the 1st Extra-Ordinary General Meeting was taken as read with the permission of the members present.

The remote e-voting commenced on Thursday, April 16, 2026, at 9:00 A.M. and ended on Sunday, April 19, 2026 at 5:00 P.M. The Members present at the EGM and who had not cast their votes through remote e-voting were provided with the facility to cast their votes through e-voting during the EGM. The e-voting window was kept open for 15 minutes after the conclusion of the meeting.

The members present at the meeting were given an opportunity to speak, ask questions, and seek clarifications on the respective agenda items. The Chairman appropriately responded to the queries raised by the members.

The Scrutinizer, Ms. Ashita Kaul, was appointed to oversee the e-voting process and report on the voting results. The Scrutinizer's Report and the declaration of results will be made within two working days from the conclusion of the EGM.

The Chairman then proceeded with the following items of Special Business as set out in the Notice of the EGM:

Item No.	Details of Agenda	Resolution Type	Mode of Voting
1.	Increase in the Authorised Share Capital of the Company and alteration of the Memorandum of Association	Ordinary	Remote e-voting before the
2.	Alteration in the Articles of Association of the Company	Special	Extraordinary
3.	Issue of Equity Shares on Preferential Basis to Sunil Kapoor HUF (Non-Promoter Public Category)	Special	General Meeting/e-
4.	Issue of Convertible Warrants on Preferential Basis to Promoters (Neeraj Kumar Aggarwal & Shilpy Aggarwal)	Special	voting during the Extraordinary
5.	Appointment of Ms. Savita Mahajan (DIN: 11383535) as Non-Executive Independent Director	Special	General Meeting

6.	Appointment of Ms. Riya Aggarwal (DIN: 09158220) as Whole-time Director (Whole-Time Director)	Special	
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All the aforesaid items of Special Business as set out in the Notice of the EGM were duly transacted. The voting results in respect of each resolution shall be declared by the Chairman within two working days of the conclusion of the EGM and shall be uploaded on the Company's website at www.deneerstools.com, on the NSE website at www.nseindia.com, and on the Bigshare Services Pvt. Ltd. (RTA) website at www.ivote.bigshareonline.com.

The EGM concluded with a Vote of Thanks to all Members, Directors, and Officials present. The e-voting window was kept open for 15 minutes after the conclusion of the EGM for members who had not yet cast their votes.

The detailed disclosures as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant SEBI Circulars, are provided in Annexures A to F annexed hereto.

This is for your information and records.

Thanking you,

Yours faithfully,

For De Neers Tools Limited

For DE NEERS TOOLS LTD.



Neeraj
Director

Neeraj Kumar Aggarwal
Managing Director
DIN: 08058134



ANNEXURE A

Disclosures pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No. 1 - Increase in Authorised Share Capital & Alteration of Memorandum of Association

Nature of Event	Increase in the Authorised Share Capital of the Company and consequential alteration of Clause V of the Memorandum of Association (MoA) of the Company.
Details of the Amendment / Change	The Authorised Share Capital of the Company has been increased from Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into (i) 1,00,00,000 Equity Shares of Rs. 10/- each and 20,00,000 (Twenty Lakhs) 0.01% Preference Shares of Rs. 100/- each, TO Rs. 31,00,00,000/- (Rupees Thirty-One Crores Only) divided into (i) 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs. 10/- each and 20,00,000 (Twenty Lakhs) 0.01% Preference Shares of Rs. 100/- each, by creation of 10,00,000 (Ten Lakh) additional Equity Shares of Rs. 10/- each ranking pari-passu with the existing equity shares.
Clause Amended	Clause V of the Memorandum of Association of the Company has been substituted to reflect the revised Authorised Share Capital.
Reason / Purpose	The increase in Authorised Share Capital was necessitated to enable and accommodate the proposed issue of further equity shares and convertible warrants on a preferential allotment basis as approved under Items 3 and 4 of this EGM.
Applicable Law / Regulatory Provisions	Sections 13, 61 and 64 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and SEBI (LODR) Regulations, 2015.
Type of Resolution	Ordinary Resolution.
Effective Date	Upon filing of the requisite e-forms with the Registrar of Companies (RoC), NCT of Delhi, after passing of the Ordinary Resolution.



ANNEXURE B

Disclosures pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No. 2 – Alteration in the Articles of Association of the Company

Nature of Event	Alteration of the Articles of Association (AoA) of the Company by way of substitution of Article No. 8 of Part II.1.
Details of the Amendment / Change	Article No. 8 of Part II.1 of the Articles of Association of the Company has been replaced with a new Article 8 to incorporate enabling provisions permitting the Company to issue and allot any securities (including equity shares, preference shares, convertible warrants or debentures) on preferential allotment or private placement basis, subject to the provisions of the Companies Act, 2013 and applicable rules and regulations.
Reason / Purpose	The amendment was required to provide enabling provisions in the AoA for the issue of securities on a preferential/private placement basis, in line with the proposed preferential allotment of equity shares and convertible warrants as approved under Items 3 and 4 of this EGM.
Applicable Law / Regulatory Provisions	Section 14 of the Companies Act, 2013 read with applicable rules framed thereunder.
Type of Resolution	Special Resolution.
Effective Date	Upon filing of the requisite e-forms with the Registrar of Companies (RoC), NCT of Delhi, after passing of the Special Resolution.



ANNEXURE C

Disclosures pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No. 3 – Preferential Issue of Equity Shares

Nature of Event	Preferential allotment and private placement of Equity Shares to a non-promoter public category investor pursuant to Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.
Type of Securities	Equity Shares of face value Rs. 10/- each.
Number of Equity Shares	Up to 2,40,000 (Two Lakh Forty Thousand) Equity Shares.
Issue Price	Rs. 154/- per Equity Share (including a premium of Rs. 144/- per share).
Relevant Date (as per SEBI ICDR)	March 20, 2026.
Floor Price (Reg. 164(1))	Rs. 153.98 per Equity Share (90-day / 10-day VWAP, whichever higher, on NSE).
Independent Valuation	Valuation Report dated March 21, 2026, by Mr. Rajeev Kumar Nayak, IBBI Registered Valuer (Regn. No. IBBI/RV/02/2022/14553): Fair Value = Rs. 151/- per share.
Proposed Allottee	Sunil Kapoor HUF – Non-Promoter (Public Category).
Pre-Issue Shareholding of Allottee	Nil (0.00% of paid-up capital).
Post-Issue Shareholding (post equity allotment, pre-warrant conversion)	2,40,000 shares (2.71% of 88,46,400 post-issue paid-up capital).
Post-Issue Shareholding (assuming full warrant conversion)	2,40,000 shares (2.28% of 1,05,26,400 fully diluted capital).
Total Consideration	Rs. 3,69,60,000/- (Rupees Three Crores Sixty-Nine Lakhs Sixty Thousand Only). Full amount payable upfront at the time of allotment as per Regulation 169(1) of SEBI (ICDR) Regulations, 2018.
Lock-in Period	The equity shares allotted on a preferential basis to the public category allottee shall be locked-in for 6 months from the date of trading approval by NSE, as per SEBI (ICDR) Regulations, 2018.
Allotment Timeline	Within 15 days from the date of passing of the Special Resolution, or within 15 days from regulatory approvals, whichever is later.
Change in Control	No change in control or management of the Company.
Category Post-Issue	Sunil Kapoor HUF shall remain in the Non-Promoter (Public) category post-allotment.
Applicable Law / Regulatory Provisions	Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013; SEBI (ICDR) Regulations, 2018; SEBI (LODR) Regulations, 2015.
Type of Resolution	Special Resolution.
Debarment Status	Neither the Company, promoters, directors, nor the proposed allottee have been debarred/prohibited by SEBI or any regulatory authority. None is declared willful defaulters. None are fugitive economic offenders under the Fugitive Economic Offenders Act, 2018.

Pre-Issue and Post-Issue Shareholding Pattern (Summary):

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Category	Pre-Issue Shares	Pre-Issue %	Post-Issue* Shares	Post-Issue* %
Promoters (Total)	40,91,400	47.54%	40,91,400	46.25%
Non-Promoters (Total)	45,15,000	52.46%	47,55,000	53.75%
Grand Total	86,06,400	100.00%	88,46,400	100.00%

* Post allotment of Equity Shares to Sunil Kapoor HUF but before conversion of Convertible Warrants.

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DE NEERS TOOLS LIMITED

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

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

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

E-mail : sales@deneerstools.com

Website : www.deneerstools.com

CIN NO. : U29309DL2021PLC384229

GSTIN : 07AAICD6402G1ZV

ANNEXURE D

Disclosures pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No. 4 – Preferential Issue of Convertible Warrants

Nature of Event	Preferential allotment and private placement of Convertible Warrants to promoter category persons pursuant to Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.
Type of Securities	Convertible Warrants, each convertible into 1 (one) Equity Share of face value Rs. 10/- each of the Company ("Resulting Equity Shares").
Number of Convertible Warrants	Up to 16,80,000 (Sixteen Lakh Eighty Thousand) Convertible Warrants.
Exercise Price	Rs. 154/- per warrant / underlying equity share (including a premium of Rs. 144/- per share).
Relevant Date (as per SEBI ICDR)	March 20, 2026.
Valuation Report (Reg. 166A)	Mr. Rajeev Kumar Nayak, IBBI Registered Valuer (Regn. No. IBBI/RV/02/2022/14553): Fair Value = Rs. 151/- per share (dated March 21, 2026). The issue price of Rs. 154/- is higher than both the SEBI floor price (Rs. 153.98) and the independent valuation (Rs. 151/-), as required under Regulation 166A of SEBI (ICDR) Regulations.
Proposed Allottees	1. Mr. Neeraj Kumar Aggarwal – Promoter, DIN: 08058134, Address: E-88, Block-E, Preet Vihar, Shakarpur, Delhi-110092 – 7,70,000 warrants. 2. Mrs. Shilpy Aggarwal – Promoter, DIN: 08058135, Address: E-88, Block-E, Preet Vihar, Shakarpur, Delhi-110092 – 9,10,000 warrants. Total: 16,80,000 Convertible Warrants.
Pre-Issue Shareholding Promoter	Mr. Neeraj Kumar Aggarwal: 17,30,700 shares (20.11%) Mrs. Shilpy Aggarwal: 10,29,900 shares (11.97%)
Post-Issue allotment, conversion (post equity pre-warrant)	Mr. Neeraj Kumar Aggarwal: 17,30,700 shares (19.56%) Mrs. Shilpy Aggarwal: 10,29,900 shares (11.64%)
Post-Issue conversion of warrants (assuming full)	Mr. Neeraj Kumar Aggarwal: 25,00,700 shares (23.76%) Mrs. Shilpy Aggarwal: 19,39,900 shares (18.43%)
Payment Terms	25% of total consideration (Rs. 38.50 per warrant) payable upfront at the time of allotment per Regulation 169(2) of SEBI (ICDR) Regulations, 2018. Remaining 75% payable on or before conversion into equity shares, which shall be within 18 (eighteen) months from the date of allotment of warrants.
Forfeiture Clause	If warrant holder(s) do not apply for conversion within 18 months from allotment date, the upfront consideration paid (25%) shall stand forfeited, and all rights attached to the warrants shall lapse automatically.
Upfront Consideration (25%)	Rs. 6,46,80,000/- (Rupees Six Crores Forty-Six Lakhs Eighty Thousand Only).

Total Potential Consideration (100%)	Rs. 25,87,20,000/- (Rupees Twenty-Five Crores Eighty-Seven Lakhs Twenty Thousand Only), assuming full conversion.
Conversion Period	Within 18 months from the date of allotment, in one or more tranches.
Listing	The Convertible Warrants shall not be listed on any stock exchange. The Resulting Equity Shares, upon conversion, shall be listed and traded on NSE, subject to the receipt of necessary regulatory approvals.
Lock-in Period	(a) Convertible Warrants: Locked-in for 1 year from the date of allotment per SEBI (ICDR) Regulations, 2018. (b) Resulting Equity Shares (upon conversion): Locked-in for 18 months from the date of trading approval by NSE. (c) Pre-preferential shareholding of promoter allottees: Locked-in from Relevant Date for 90 trading days from date of allotment of warrants.
Allotment Timeline	Within 15 days from the date of passing of the Special Resolution, or within 15 days from regulatory approvals, whichever is later.
Change in Control	No change in control or management of the Company consequent to this preferential issue. No open offer obligation triggered under SEBI (SAST) Regulations, 2011.
Category Post-Issue	Both allottees shall remain in the Promoter category post-allotment/conversion.
Prior Warrant Subscription	No person belonging to the promoter/promoter group has previously subscribed to any warrants of the Company.
Applicable Law / Regulatory Provisions	Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013; SEBI (ICDR) Regulations, 2018 (Chapter V); SEBI (LODR) Regulations, 2015; FEMA, 1999.
Type of Resolution	Special Resolution.
Debarment Status	Neither the Company, promoters, directors, nor the proposed allottees have been debarred/prohibited by SEBI or any regulatory authority. None are declared willful defaulters or fugitive economic offenders.



ANNEXURE E

Disclosures pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

[Read with SEBI Circular No. SEBI/HO/CED/PoD2/CIR/P/0155 dated November 11, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024]

Item No. 5 – Appointment of Ms. Savita Mahajan as Non-Executive Independent Director

Particulars	Details of Events / Information
Reason for Change / Appointment	Appointment of Ms. Savita Mahajan (DIN: 11383535) as an Independent Non-Executive Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from March 21, 2026 to March 20, 2031 (both days inclusive), pursuant to the approval of the members by way of Special Resolution at the EGM held on April 20, 2026.
Date of Appointment & Term	Date of First Appointment by Board: March 21, 2026 (as Additional Director under Section 161 of the Companies Act, 2013). Date of Confirmation by Members: April 20, 2026. Term: 5 consecutive years from March 21, 2026 to March 20, 2031.
Brief Profile	Ms. Savita Mahajan (DIN: 11383535), aged 60 years (Date of Birth: May 11, 1965), holds a Bachelor's degree in Political Science (Hons.) from Kalindi College, University of Delhi, a certification in Textile Designing from Janki Devi Memorial College, and a Java programming course from NIIT. Her academic background spans social sciences, design, and technology, providing a balanced perspective on governance and stakeholder matters.
Disclosure of Relationships	Ms. Savita Mahajan is not related inter-se to any other Director or Key Managerial Personnel of the Company as on the date of her appointment.
Directorship in Other Listed Entities	NIL.
Shareholding in the Company	NIL.
Committee Memberships in Other Listed Entities	NIL.
Independence Declaration	Ms. Savita Mahajan has submitted a declaration confirming that she meets all the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015.
Terms of Remuneration	Entitled to sitting fees and commission as may be determined by the Nomination & Remuneration Committee and the Board of Directors from time to time.
Confirmation - Not Debarred	Ms. Savita Mahajan is not debarred from holding the office of Director on account of any order of SEBI, Ministry of Corporate Affairs, or any other regulatory authority.
Confirmation - Not Disqualified (Sec. 164)	Ms. Savita Mahajan is not disqualified from holding the office of Director pursuant to the provisions of Section 164 of the Companies Act, 2013.
Entities from which Resigned (Past 3 Years)	NIL.
Type of Resolution	Special Resolution.
Applicable Law / Regulatory Provisions	Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013; Companies (Appointment and Qualifications of Directors) Rules, 2014; SEBI (LODR) Regulations, 2015.

ANNEXURE F

Disclosures pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

[Read with SEBI Circular No. SEBI/HO/CED/PoD2/CIR/P/0155 dated November 11, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024]

Item No. 6 – Appointment of Ms. Riya Aggarwal as Whole-time Director (Executive Director)

Particular	Details of Events / Information
Reason for Change / Appointment	Appointment of Ms. Riya Aggarwal (DIN: 09158220) as Whole-time Director (designated as Executive Director) of the Company, liable to retire by rotation, for a period of 5 (five) years with effect from October 22, 2025 to October 21, 2030 (both days inclusive), pursuant to the approval of the members by way of Special Resolution at the EGM held on April 20, 2026. She was initially appointed as Additional Executive Director by the Board at its meeting held on October 22, 2025, pursuant to Section 161(1) of the Companies Act, 2013.
Date of Appointment & Term	Date of Initial Appointment by Board: October 22, 2025 (as Additional Executive Director). Date of Confirmation by Members: April 20, 2026. Tenure: 5 years from October 22, 2025, to October 21, 2030.
Brief Profile	Ms. Riya Aggarwal (DIN: 09158220), is a Graduate. She has rich experience in handling sales, procurement and business operations in the hardware tools industry. She has been actively associated with the operations of the Company and possesses in-depth knowledge of the business. She is a member of the Promoter Group of the Company.
Disclosure of Relationships with Other Directors / KMP	Ms. Riya Aggarwal is the daughter of Mr. Neeraj Kumar Aggarwal (Managing Director) and Mrs. Shilpy Aggarwal (Whole-time Director). Mr. Neeraj Kumar Aggarwal and Mrs. Shilpy Aggarwal are deemed to be concerned or interested in this resolution by virtue of their relationship with Ms. Riya Aggarwal.
Promoter Group	Yes. Ms. Riya Aggarwal is a member of the Promoter Group of the Company.
Shareholding in the Company	1,92,300 Equity Shares representing 2.23% of the paid-up equity share capital of the Company (as on the date of the EGM Notice).
Directorship in Other Listed Entities	NIL.
Committee Memberships in Other Listed Entities	NIL.
Terms of Remuneration	Basic Salary: Rs. 2,50,000/- per month. Annual increments as per NRC recommendation. Bonus / Performance Pay: As decided by the Board. Allowances and other benefits as per Company policy and applicable law, including reimbursement of telephone, fuel and medical expenses. Contribution to Provident Fund and other statutory funds as per applicable law. Gratuity as per Company policy. The remuneration is subject to the overall limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013.
Remuneration Last Drawn (FY 2024-25)	Salary: Rs. 16,20,000/- p.a.; Bonus: Rs. 1,35,000/-.
Number of Board Meetings Attended (FY 2024-25)	NIL (appointed as Additional Executive Director on October 22, 2025).

Confirmation - Not Debarred	Ms. Riya Aggarwal is not debarred from accessing capital markets and/or restrained from holding the office of Director by virtue of any order of SEBI or any other authority.
Confirmation - Not Disqualified (Sec. 164)	Ms. Riya Aggarwal is not disqualified from holding the office of Director pursuant to the provisions of Section 164 of the Companies Act, 2013.
Whether Fresh Appointment or Continuation	Fresh appointment as Whole-time Director. She was appointed as Additional Executive Director by the Board on October 22, 2025.
Type of Resolution	Special Resolution.
Applicable Law / Regulatory Provisions	Sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013; Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014; SEBI (LODR) Regulations, 2015.
Disclosure of Related Party Interest	As required under Section 102 read with Section 2(76) of the Companies Act, 2013, full disclosure of Ms. Riya Aggarwal's relationship with the promoter-directors has been made in the Explanatory Statement annexed to the EGM Notice. The Board of Directors and the Nomination and Remuneration Committee of the Company have recommended her appointment.

