DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Draft Letter of Offer is sent to you as a Shareholder(s) of **HITTCO TOOLS LIMITED.** If you require any clarifications about the action to be taken, you may consult your stockbroker or investment consultant or Manager or Registrar to the Offer. In case you have recently sold your Shares in the Company, please hand over this Draft Letter of Offer and the accompanying Form of Acceptance-cum-acknowledgement and Transfer Deed to the Member of the Stock Exchange through whom the said sale was effected.

OPEN OFFER ("OFFER")

Pursuant to Regulations 3(1) and 4 and applicable provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereto.

TO THE SHAREHOLDERS OF
HITTCO TOOLS LIMITED
(Hereinafter referred as "HTL" or "the Target Company" or "TC" or "the Company")
having the Registered Office at No-17-C, KIADB Industrial Area, 2nd Phase, Peenya, Bangalore-560058;
Phone No.: 080- 40865062; **Email id:** cs@hittco.com; / info@hittco.com ; **Website:** www.hittco.com

BY

Irfan Ismail Chapra S/o Mr. Ismail A Gani Chapra, 64 years old, an Indian Resident, currently residing at A-301, Fatima Villa, 29th Road, Opp. Pali Naka, Bandra West, Mumbai, Maharashtra – 400050. Tel. No. +91- 9869136651; Email: irfanchhapra@yahoo.com (hereinafter referred to as "the Acquirer-1"), **Reshma Irfan Chapra** W/o Mr. Irfan Ismail Chapra, 56 years old, an Indian Resident, currently residing at A-301, Fatima Villa, 29th Road, Opp. Pali Naka, Bandra West, Mumbai, Maharashtra – 400050. Tel. No. +91-9992223674; Email: faraazchapra@gmail.com (hereinafter referred to as "the Acquirer-2"), **Mubina Gulzar Sofia** W/o Mr. Faraaz Irfan Chapra, 29 years old, an Indian Resident, currently residing at A-301, Fatima Villa, 29th Road, Opp. Pali Naka, Bandra West, Mumbai, Maharashtra – 400050. Tel. No. +91- 9819307875; Email: mubinasofia3105@gmail.com (hereinafter referred to as "the Acquirer-3") **(Acquirer-1, Acquirer-2 and Acquirer-3 being collectively referred to as "Acquirers)**

TO ACQUIRE

Up to 58,77,261 Equity shares of Rs. 10/- each representing 26.00% of the Expanded equity and voting share capital of the Target Company at a price of Rs. 15.30/- (Rupees Fifteen and Paisa Thirty Only) per fully paid-up Equity Share and an offer price of Rs. 10.30/- (Rupees Ten and Paisa Thirty Only) per partly paid-up Equity Share.

Please Note

1. This Offer is being made pursuant to the Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations, 2011 and subsequent amendments thereof for substantial acquisition of shares / voting rights accompanied with change in control.
2. This Offer is not conditional upon any minimum level of acceptance by the shareholders of the Target Company in terms of Regulation 19(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
3. As on date of this Draft Letter of Offer, no statutory approvals are required in relation to this Offer except as detailed in para 8.7.1. of this Draft Letter of Offer.
4. **This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.**
5. **There has been no competing offer or revision of Offer Price as on date of this Draft Letter of Offer this offer is not a competing offer.**
6. Shareholders who have tendered shares in acceptance of the Open Offer by tendering the requisite documents, in terms of the Public Announcement / Detailed Public Statement/Letter of Offer, shall not be entitled to withdraw such acceptance during the tendering period.
7. The Procedure for acceptance is set out in Para 8 of this DLOF. A Form of Acceptance is enclosed with this DLOF.
8. If there is any upward revision in the Offer Price by the Acquirers at any time prior to commencement of the last one working day before the commencement of the tendering period viz. **Wednesday, 16th December, 2026** you will be informed by way of another Announcement in the same newspapers in which the Detailed Public Statement pursuant to Public Announcement was published. The Acquirers shall pay such revised price for all shares validly tendered any time during the Offer and accepted under the Offer.
9. In the event of withdrawal of the Open Offer in terms of Regulation 23(1) of the SEBI (SAST) Regulations, 2011, the Acquirers (through the Manager to the Offer) shall, within 2 (Two) Working Days of such withdrawal, make a public announcement of such withdrawal, in the same Newspapers in which the Detailed Public Statement was published, stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations and such public announcement shall be sent to SEBI, Stock Exchange(s) and the Target Company at its registered office.
10. Minimum lot size for the offer is 1 equity share.
11. A copy of the Public Announcement, detailed Public Statement and the Draft Letter of Offer (including Form of Acceptance-cum-Acknowledgement) would also available on SEBI's Website: www.sebi.gov.in.
12. All correspondence relating to this offer, if any, should be addressed to the Manager to Offer or Registrar to the Offer at the address mentioned below:

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
Navigant **NAVIGANT CORPORATE ADVISORS LIMITED** 804, Meadows, Sahar Plaza Complex, J B Nagar, Andheri Kurla Road, Andheri East, Mumbai-400 059 **Tel No.** +91-22-4120 4837 / 4973 5078 **Email Id**- navigant@navigantcorp.com **Investor Grievance Email**: info@navigantcorp.com **Website**: www.navigantcorp.com **SEBI Registration Number**: INM000012243 **Contact Person**: Mr. Sarthak Vijlani	CAMEO **CAMEO CORPORATE SERVICES LIMITED** Submaramanian Building, 1 Club House Road, Chennai 600 002. **Tel No.:** +91-44-4002 0700 (5 lines) **E-mail Id:** priya@cameoindia.com **Investor Grievance Email**: investor@cameoindia.com **Website:** www.cameoindia.com **SEBI Registration No:** INR000003753 **Contact Person:** Ms. K. Sreepriya
OFFER OPENS ON: FRIDAY, 18TH DECEMBER, 2026	**OFFER CLOSES ON: FRIDAY, 01ST JANUARY, 2027**

SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

Activity	Date	Day
Public Announcement	26.10.2026	Monday
Publication of Detailed Public Statement in newspapers	02.11.2026	Monday
Submission of Detailed Public Statement to BSE, Target Company & SEBI	02.11.2026	Monday
Last date of filing draft letter of offer with SEBI	09.11.2026	Monday
Last date for a Competing offer	25.11.2026	Wednesday
Receipt of comments from SEBI on draft letter of offer	02.12.2026	Wednesday
Identified date*	04.12.2026	Friday
Date by which letter of offer be dispatched to the shareholders	11.12.2026	Friday
Last date for revising the Offer Price	16.12.2026	Wednesday
Comments from Committee of Independent Directors of Target Company	16.12.2026	Wednesday
Advertisement of Schedule of activities for open offer, status of statutory and other approvals in newspapers and sending to SEBI, Stock Exchange and Target Company	17.12.2026	Thursday
Date of Opening of the Offer	18.12.2026	Friday
Date of Closure of the Offer	01.01.2027	Friday
Post Offer Advertisement	08.01.2027	Friday
Payment of consideration for the acquired shares	15.01.2027	Friday
Final report from Merchant Banker	22.01.2027	Friday

*Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the Acquirers, existing promoters and promoter group of Target Company) are eligible to participate in the Offer any time before the closure of the Offer.

RISK FACTORS

A. RELATING TO THE OFFER

The risk factors set forth below pertain to the Offer and are not in relation to the present or future business operations of the Target Company or other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a shareholder in the Offer.

1) The Offer involves an offer to acquire up to 26% of the Expanded Equity and Voting Share Capital of HTL from the Eligible Persons for the Offer. In the case of over subscription in the Offer, acceptance would be determined on a proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.

2) As on date of this Draft Letter of Offer, no statutory approvals are required in relation to this Offer except as detailed in para 8.7.1 of this Draft Letter of Offer. In the event that (a) a statutory and regulatory approval is not received in a timely manner, or (b) there is any litigation leading to a "stay" of the Offer, and then the Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the shareholders of HTL whose Shares has been accepted in the Offer as well as the return of Shares not accepted by the Acquirers may be delayed.

3) In case of the delay, due to non-receipt of statutory approvals, as per Regulation 18(11) of the SEBI (SAST) Regulations, 2011, SEBI may, if satisfied that the non-receipt of approvals was not due to wilful default or negligence or failure to diligently pursue such approvals on the part of the Acquirers, grant an extension for the purpose of completion of the Offer subject to the Acquirers paying interest to the shareholders for the delay, as may be specified by SEBI. Without prejudice of Regulation 18(11) of the SEBI (SAST) Regulations, 2011 Acquirers shall pay interest for the period of delay to all such shareholders whose shares have been accepted in the open offer, at the rate of ten per cent per annum, however in case the delay was not attributable to any act of omission or commission of the Acquirers, or due to the reasons or circumstances beyond the control of Acquirers, SEBI may grant waiver from the payment of interest.

4) Withdrawal of the Open Offer:

4.1 The Acquirers will not proceed with the Open Offer in terms of Regulation 23(1) of SEBI (SAST) Regulations under any of the following circumstances:

4.1.1 statutory approvals required for the open offer or for effecting the acquisitions attracting the obligation to make an open offer under these regulations having been finally refused, subject to such requirements for approval having been specifically disclosed in the Detailed Public Statement and the Letter of Offer;

4.1.2 the acquirer, being a natural person, has died;

4.1.3 any condition stipulated in the agreement for acquisition attracting the obligation to make the open offer is not met for reasons outside the reasonable control of the acquirers, and such agreement is rescinded, subject to such conditions having been specifically disclosed in the Detailed Public Statement and the Letter of Offer, however there is no agreement entered with reference to this open offer; or

4.1.4 such circumstances as in the opinion of the Board, merit withdrawal.

4.2 For the purposes of clause 4.1.4 above, the Board shall pass a reasoned order permitting withdrawal, and such order shall be hosted by the Board on its official website.

4.3 Further, in terms of Regulation 23(2) of SEBI (SAST) Regulations, in the event of withdrawal of the open offer, within two working days:

4.3.1 an announcement will be published in the same newspapers in which the public announcement of the open offer was published, providing the grounds and reasons for withdrawal of the open offer; and

4.3.2 simultaneously with the announcement, acquirers will inform in writing to:

4.3.2.1 the Board;

4.3.2.2 the stock exchange on which the shares of the target company are listed, and the stock exchange shall forthwith disseminate such information to the public; and

4.3.2.3 the target company at its registered office.

5) The Equity Shares tendered in the Offer shall be held in trust by the Clearing Corporation and/or the Registrar to the Offer until the completion of the Offer formalities. During this period, the Public Shareholders who have tendered their Equity Shares will not be able to trade or withdraw such Equity Shares, even if there is any delay in the acceptance of the Equity Shares under the Offer and/or dispatch of payment consideration. Further, during such period, there may be fluctuations in the market price of the Equity Shares of the Target Company that may adversely impact the Public Shareholders who have tendered their Equity Shares in this Offer. The Public Shareholders shall be solely responsible for their decisions regarding participation in this Offer. The Acquirers and the Manager to the Offer make no assurance with respect to the market price of the Equity Shares of the Target Company at any time, whether before, during, or after the completion of this Offer, and each of them expressly disclaims any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any shareholder on whether or not to participate in this Offer.

6) NRI and OCB holders of the Equity Shares must obtain all approval/s required to tender the Equity Shares held by them in this Offer (including without limitation the approval from the RBI) and submit such approval/s along with the Form of Acceptance and other documents required to accept this Offer. In the event such approval/s are not submitted, the Acquirers reserve the right to reject such Equity Shares tendered in this Offer. Further, if holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, FIIs and FPIs) were required to obtain any approval/s (including from the RBI, the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approval/s that they would have obtained for holding the Equity Shares, along with the other documents required to be tendered to accept this Offer. If such previous approval/s and/or relevant documents are not submitted, the Acquirers reserve the right to reject such Equity Shares tendered in this Offer. If the Equity Shares are held under general permission of the RBI, the non-resident Public Shareholder should state that the Equity Shares are held under general permission and clarify whether the Equity Shares are held on repatriable basis or on non-repatriable basis.

7) This Offer is subject to completion risks which refer to risks of the transaction not being completed due to non-receipt of approvals from SEBI or injunctions from any authority etc. as would be applicable to similar transactions.

8) There shall be no discrimination between locked-in and non-locked-in shares in the Offer. Public shareholders holding locked-in shares, if any, will be allowed to tender such shares in the open offer. The residual lock-in period applicable to these shares shall continue to apply in the hands of the Acquirers.

9) Public Shareholders should note that acceptance of Equity Shares tendered in the Offer will be subject to verification of documents, compliance with applicable laws and satisfaction of the terms and conditions of the Offer.

10) Public Shareholders should note that if they have pledged their Equity Shares in any manner, they will not be able to tender such pledged Equity Shares in this Offer.

11) The Public Shareholders are advised to consult their respective legal and tax advisors for assessing the tax liability pursuant to the Offer, or in respect of other aspects, such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirers does not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Draft Letter of Offer.

12) This Draft Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. The recipients of this Draft Letter of Offer (**"DLOF"**) resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. The Offer is not directed towards any person or entity in any jurisdiction or country where the Offer would be contrary to the applicable laws or regulations or would subject the Acquirers or the Manager to the Offer to any new or additional registration requirements.

B. IN ASSOCIATION WITH THE ACQUIRERS

13) The Acquirers intend to acquire 58,77,261 equity shares of Rs.10/- each, representing 26.00% of the Expanded Equity and Voting Share Capital at a price of Rs. 15.30/- (Rupees Fifteen and Paisa Thirty Only) per fully paid-up Equity Share and an offer price of Rs. 10.30/- (Rupees Ten and Paisa Thirty Only) per partly paid-up Equity Share. HTL have 2,47,600 partly paid-up equity shares as on the date of the PA, DPS and this DLOF.

14) The Acquirers make no assurance with respect to the market price of the shares during the Offer period and upon the completion of the Offer and disclaims any responsibility with respect to any decision by the shareholders on whether or not to participate in the Offer. The Acquirers make no assurance with respect to the financial performance of the Target Company.

15) The Acquirers and the Manager to the Offer accepts no responsibility for the statements made otherwise than in the Public Announcement, Detailed Public Statement or this Draft Letter of Offer or in the advertisement or any materials issued by or at the instance of the Acquirers and the Manager to the Offer, and any person placing reliance on any other source of information would be doing so at its own risk.

NOTICE TO SHAREHOLDERS IN OTHER COUNTRIES

This DLOF does not in any way constitute an offer to sell or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this DLOF are requested to inform themselves about and to observe any such restrictions. This DLOF has not been filed, registered or approved in any jurisdiction outside India. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirers or the Manager to the Offer to any new or additional registration requirements. The Open Offer described in this DLOF is not being made to, nor will tender of shares be accepted from or on behalf of public shareholders in any jurisdiction in which such offer or invitation is not in compliance with applicable law or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this DLOF are requested to inform themselves about and to observe any such restrictions.

NOTICE TO SHAREHOLDERS IN UNITED STATES

In addition to the above, please note that the Open Offer is being made for acquisition of securities of an Indian company and public shareholders in the U.S. should be aware that this DLOF and any other documents relating to the Open Offer have been or will be prepared in accordance with Indian procedural and disclosure requirements, including requirements regarding the Offer timetable and timing of payments, all of which differ from those in the U.S. Any financial information included in this DLOF or in any other documents relating to the Open Offer, has been or will be prepared in accordance with non-U.S. accounting standards that may not be comparable to financial statements of companies in the U.S. or other companies whose financial statements are prepared in accordance with U.S. generally accepted accounting principles.

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1. DEFINITIONS

TERM	DESCRIPTION
Acceptance Date	The date on which bids /Equity Shares tendered in the Offer shall be accepted post verification.
Acquirer-1	Irfan Ismail Chapra
Acquirer-2	Reshma Irfan Chapra
Acquirer-3	Mubina Gulzar Sofia
Acquirers / The Acquirers	Collectively Irfan Ismail Chapra, Reshma Irfan Chapra and Mubina Gulzar Sofia
AOA	Articles of Association
Board	The Board of Directors of Target Company
BSE	BSE Limited
Buying Broker / Member	Allwin Securities Limited
CIN	Corporate Identification Number
Detailed Public Statement or DPS	Public Statement of the Open Offer made by the Acquirers, which appeared in the newspapers on 02nd November, 2026
DLoO / DLOF or Draft Letter of Offer	This Draft Letter of offer dated 09th November, 2026 filed with SEBI pursuant to Regulation 16 (1) of SEBI (SAST) Regulations.
Existing Share & Voting Capital / Fully paid Equity Existing Share & Voting Capital	66,04,847 equity shares, comprising 63,57,247 fully paid-up Equity Shares of face value of Rs. 10/- each and 2,47,600 partly paid-up equity shares of face value of Rs. 10/- each, paid-up to the extent of Rs. 5/- per share, aggregating to a total paid-up share capital of Rs. 6,48,10,470/-.
Emerging Equity Share & Voting Capital / Emerging Share Capital / Emerging Voting Capital	1,25,44,847 Equity Shares of the face value of Rs. 10/- each of the Target Company, comprising the existing 63,57,247 fully paid-up Equity Shares and 2,47,600 partly paid-up Equity Shares, together with 59,40,000 fully paid-up Equity Shares to be allotted to the Acquirers and public category investors on a preferential basis, assuming continued existence of the partly paid-up Equity Shares.
Expanded Equity Share & Voting Capital / Expanded Share Capital / Expanded Voting Capital	2,26,04,847 Equity Shares of the face value of Rs. 10/- each of the Target Company, comprising the existing 63,57,247 fully paid-up Equity Shares and 2,47,600 partly paid-up Equity Shares, together with 59,40,000 fully paid-up Equity Shares to be allotted to the Acquirers and public category investors on a preferential basis and 1,00,60,000 warrants convertible into Equity Shares to be allotted to the Acquirers and public category investors on a preferential basis, assuming full conversion of the warrants and continued existence of the partly paid-up Equity Shares.
EPS	Earnings Per Share which is Profit After Tax / No. of Equity Shares.
Existing promoter and promoter group of HTL	Persons shown as promoter and promoter group in shareholding pattern as on 30th September, 2026 filed by HTL with BSE being Surendra Bhandari, Yash Vardhan Bhandari, Madhu Bhandari, Sidharth Bhandari and Hittco Realty LLP.
Form of Acceptance or FOA	Form of Acceptance cum Acknowledgement
Identified Date	Friday, 04th December, 2026
HTL / Target Company / TC / Company	Hittco Tools Limited
Listing Agreement	Listing agreement as entered by the Target Company with the BSE
Manager to the Offer or, Merchant Banker	Navigant Corporate Advisors Limited
Negotiated price	Rs. 15.30/- (Rupees Fifteen and Paisa Thirty Only) per fully paid-up Equity Share and an offer price of Rs. 10.30/- (Rupees Ten and Paisa Thirty Only) per partly paid-up Equity Share.
Offer/Open Offer/ The Offer	Cash Offer to acquire up to 58,77,261 Equity Shares of Rs. 10/- each representing 26.00% of the Expanded Equity and voting share capital of the Target Company, to be acquired by the Acquirers, at a price of Rs. 15.30/- (Rupees Fifteen and Paisa Thirty Only) per fully paid-up Equity Share and an offer price of Rs. 10.30/- (Rupees Ten and Paisa Thirty Only) per partly paid-up Equity Share.
Offer Price	Rs. 15.30/- (Rupees Fifteen and Paisa Thirty Only) per fully paid-up Equity Share and an offer price of Rs. 10.30/- (Rupees Ten and Paisa Thirty Only) per partly paid-up Equity Share.
PA	Public Announcement

TERM	DESCRIPTION
PAC/PACs	Person(s) Acting in Concert - There are no Persons Acting in Concert ("PACs") for the present Open Offer.
Persons eligible to participate in the Offer/ Shareholders	Registered shareholders of Hittco Tools Limited, and unregistered shareholders who own the Shares of HTL on or before the last date of tendering period is eligible to participate in the offer except the Acquirers, existing promoters and promoter group of Target Company.
Preferential Issue / Pref. Issue/ Pref. Allotment	Proposed preferential allotment as approved by the Board of Directors of the Target Company at its meeting held on Monday, 26th October, 2026, subject to the approval of the members of the Target Company and such other regulatory approvals as may be required, comprising of 59,40,000 (Fifty-Nine Lakh Forty Thousand) equity shares at an issue price of Rs.14.50/- per equity share, of which 52,00,000 equity shares are proposed to be allotted to the Acquirers, comprising 18,00,000 equity shares to Acquirer-1, 18,00,000 equity shares to Acquirer-2 and 16,00,000 equity shares to Acquirer-3, and 7,40,000 equity shares are proposed to be allotted to public category investors and 1,00,60,000 (One Crore Sixty Thousand) convertible warrants, convertible into equity shares of the Target Company, at an issue price of Rs. 14.50/- per convertible warrant, of which 63,00,000 convertible warrants are proposed to be allotted to the Acquirers, comprising 26,00,000 convertible warrants to Acquirer-1, 26,00,000 convertible warrants to Acquirer-2 and 11,00,000 convertible warrants to Acquirer-3, and 37,60,000 convertible warrants are proposed to be allotted to public category investors.
Registrar or Registrar to the Offer	Cameo Corporate Services Limited
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India
SEBI (SAST) Regulations / the Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended up to date.
SEBI Act	Securities and Exchange Board of India Act, 1992.
Stock Exchange(s)	BSE Limited
Shares	Equity shares of Rs. 10/- (Rupees Ten only) each of the Target Company

CURRENCY OF PRESENTATION

In this Draft Letter of Offer, all references to "Rs." are to the reference of Indian National Rupees ("INR"). Throughout this Draft Letter of Offer, all figures have been expressed in "Lacs" unless otherwise specifically stated. In this Draft Letter of Offer, any discrepancy in any table between the total and sums of the amount listed are due to rounding off.

2. DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF HTL TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS, OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE MANAGER TO THE /OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS DULY DISCHARGES THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER TO THE OFFER, NAVIGANT CORPORATE ADVISORS LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 09TH NOVEMBER, 2026 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES & TAKEOVERS) REGULATIONS, 2011. THE FILING OF THE DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER."

3. DETAILS OF THE OFFER

3.1.1 This Offer, being a mandatory open offer is being made by the Acquirers to the Shareholders of the Target Company with an intention to acquire substantial acquisition of Equity Shares and Voting Rights accompanied with change in control of the Target Company in accordance with Regulation 3(1) and 4 of the Takeover Regulations.

3.1.2 The Board of Directors of the Target Company at its meeting held on Monday, 26th October, 2026, has approved, subject to the approval of the members of the Target Company and such other regulatory approvals as may be required, comprising of 59,40,000 (Fifty-Nine Lakh Forty Thousand) equity shares at an issue price of Rs. 14.50/- per equity share, of which 52,00,000 equity shares are proposed to be allotted to the Acquirers, comprising 18,00,000 equity shares to Acquirer-1, 18,00,000 equity shares to Acquirer-2 and 16,00,000 equity shares to Acquirer-3, and 7,40,000 equity shares are proposed to be allotted to public category investors and 1,00,60,000 (One Crore Sixty Thousand) convertible warrants, convertible into equity shares of the Target Company, at an issue price of Rs. 14.50/- per convertible warrant, of which 63,00,000 convertible warrants are proposed to be allotted to the Acquirers, comprising 26,00,000 convertible warrants to Acquirer-1, 26,00,000 convertible warrants to Acquirer-2 and 11,00,000 convertible warrants to Acquirer-3, and 37,60,000 convertible warrants are proposed to be allotted to public category investors. The consent of the members of the Target Company for the proposed preferential issue is being sought through the notice of the Extraordinary General Meeting **("EGM")** proposed to be held on 17th November, 2026.

3.1.3 This Open Offer is being made under Regulations 3(1) and 4 of the SEBI (SAST) Regulations. Pursuant to the Underlying Transaction, the Acquirers will jointly hold 52,00,000 Equity Shares which are proposed to be allotted pursuant to the preferential issue. The aforesaid 52,00,000 Equity Shares would represent 41.45% of the Emerging Equity & Voting Share Capital of the Target Company. Further, the Acquirers will be allotted an aggregate of 63,00,000 Convertible Warrants, each convertible into one Equity Share. Assuming full conversion of the Convertible Warrants into Equity Shares, the Acquirers would hold an aggregate of 1,15,00,000 Equity Shares, representing 50.87% of the Expanded Equity Share Capital on a fully diluted basis.

3.1.4 The detailed proposed allotment of Equity Shares of the Target Company to Acquirers at a price of Rs. 14.50/- per Equity Share are tabled below:

Name of Acquirers	Name(s) of persons in control/promoters of acquirers where Acquirers are companies	Name of the Group, if any, to which the Acquirers belongs to	Pre-Transaction Shareholding Number and % of Total Present Share Capital	Proposed shareholding after acquisition of shares which triggered open offer Number and % of Total Emerging Equity & Voting Share Capital	Proposed shareholding assuming full conversion of Convertible Warrants - Number and % of Expanded Equity Share Capital on a fully diluted basis	Any other interest in the Target Company
Irfan Ismail Chapra (Acquirer-1)	N.A.	N.A.	Nil (0.00%)	18,00,000 (14.35%)	44,00,000 (19.46%)	N.A.
Reshma Irfan Chapra (Acquirer-2)	N.A.	N.A.	Nil (0.00%)	18,00,000 (14.35%)	44,00,000 (19.46%)	N.A.
Mubina Gulzar Sofia (Acquirer-3)	N.A.	N.A.	Nil (0.00%)	16,00,000 (12.75%)	27,00,000 (11.94%)	N.A.
Total			**Nil (0.00%)**	**52,00,000 (41.45%)**	**1,15,00,000 (50.87%)**	

3.1.5 The pre- and post- preferential allotment capital of the Target Company would be as under:

Particulars	No. of Shares
Existing equity and voting share capital	66,04,847
Proposed preferential allotment of Equity Shares	59,40,000
Post Preferential allotment Emerging Voting Capital	**1,25,44,847**
Proposed preferential allotment of convertible warrants	1,00,60,000
Post Preferential allotment Expanded Voting Capital	**2,26,04,847**

3.1.6 The Acquirers have deposited an amount of Rs. 150.00 lakh (Rupees One Crore Fifty Lakh Only) in cash in an escrow account opened with ICICI Bank Limited on October 27, 2026. Further, ICICI Bank Limited, on behalf of the Acquirers, has furnished a bank guarantee of Rs. 77.00 lakh (Rupees Seventy-Seven Lakh Only) in favour of the Manager to the Offer. Accordingly, the aggregate escrow amount provided by the Acquirers is Rs. 227.00 lakh (Rupees Two Crore Twenty-Seven Lakh Only), comprising cash and a bank guarantee, towards securing the performance of their obligations under the SEBI (SAST) Regulations, 2011. The said escrow amount represents 25.00% of the total consideration payable under the Open Offer, subject to the applicable requirements of Regulation 17 of the SEBI (SAST) Regulations, 2011. The Acquirers acknowledge that the Equity Shares proposed to be acquired pursuant to the preferential issue constitute an acquisition falling within the purview of the SEBI (SAST) Regulations, 2011. Accordingly, the Acquirers shall acquire the Equity Shares pursuant to the proposed preferential issue only in compliance with the applicable provisions of Regulation 22 of the SEBI (SAST) Regulations, 2011. In this regard, the Acquirers shall either complete such acquisition after the expiry of the Offer Period in accordance with Regulation 22(1) or, where applicable, avail the mechanism prescribed under Regulation 22(2A), whereby the Equity Shares so acquired shall be kept in an escrow account and the Acquirers shall not exercise any voting rights in respect of such Equity Shares until the applicable conditions for transfer of such Equity Shares to the Acquirers' demat account are fulfilled.

3.1.7 Consequent upon acquiring the shares pursuant to preferential allotment, the post preferential shareholding of the Acquirers jointly will be 1,15,00,000 Equity Shares, representing 50.87% of the Expanded Equity Share Capital on a fully diluted basis. Pursuant to proposed allotment, the Acquirers will be holding substantial stake and will be in control over the Target Company. Accordingly, this offer is being made in terms of Regulation 3(1) and Regulation 4 read with Regulation 13(2A)(i) and other applicable provisions of the Takeover Regulations.

3.1.8 The Offer is not a competing offer under Regulation 20 of SEBI (SAST) Regulations.

3.1.9 The Acquirers do not have any 'person acting in concert' with it, as defined in Regulation 2(1)(q)(1) of the SEBI SAST Regulations, for the purpose of this Offer.

3.1.10 The Current and proposed shareholding of the Acquirers in Target Company and the details of their acquisition is as follows:

Acquirers	**Irfan Ismail Chapra (Acquirer-1)**	**Reshma Ifran Chapra (Acquirer-2)**	**Mubina Gulzar Sofia (Acquirer-3)**	**Total**
Shareholding as on PA date i.e. 26th October, 2026 (A)	Nil (Nil)*	Nil (Nil)*	Nil (Nil)*	**Nil (Nil)***
Shares agreed to be acquired under SPA (B)	Nil (Nil)*	Nil (Nil)*	Nil (Nil)*	**Nil (Nil)***
Equity Shares agreed to be acquired under Proposed Preferential Issue (C)	18,00,000 (14.35%)*	18,00,000 (14.35%)*	16,00,000 (12.75%)*	**52,00,000 (41.45%)***
Convertible warrants agreed to be acquired under Proposed Preferential Issue (D)	26,00,000 (11.50%)^	26,00,000 (11.50%)^	11,00,000 (4.87%)^	**63,00,000 (27.87%)^**
Total (E) = (A)+(B)+(C)+(D)	**44,00,000 (19.46%)^**	**44,00,000 (19.46%)^**	**27,00,000 (11.94%)**	**1,15,00,000 (50.87%)**
Shares acquired between the PA date and the DPS date (F)	Nil (Nil)*	Nil (Nil)*	Nil (Nil)*	Nil (Nil)*
Shares to be acquired in the Open Offer (assuming full acceptances) (G)	12,94,550 (5.73%)^	32,88,161 (14.55%)^	12,94,550 (5.73%)^	58,77,261 (26.00%)^
Post Offer shareholding [assuming full acceptance] (On Diluted basis, as on 10th working day after closing of tendering period) Total (H) = (E)+(F)+(G)	**56,94,550 (25.19%)^**	**76,88,161 (34.01%)^**	**39,94,550 (17.67%)^**	**1,73,77,261 (76.87%)^**

**Computed as a percentage of Emerging Equity and Voting Share Capital of HTL.*
^Computed as a percentage of Expanded Equity & Voting Share Capital of HTL.

3.1.11 The Acquirers have not been prohibited by SEBI, from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.

3.1.12 There are no directions subsisting or proceedings pending against the Manager to the Open Offer under SEBI Act, 1992 and regulations made there under, also by any other Regulator.

3.1.13 The Target Company is currently engaged in the business of cutting tools. By acquiring a substantial stake and management control of the Target Company, the Acquirers intend to obtain effective control over its business operations and utilize the Target Company as a ready listing platform. The Acquirers propose to continue the existing line of business of the Target Company and/or diversify into other areas of business operations, subject to obtaining the requisite approvals, including prior approval of the shareholders, wherever applicable. The primary objective of the takeover is to expand the business activities of the Target Company, either in its existing line of business or through diversification into other business segments, by exercising effective management and operational control over the Target Company and leveraging its existing corporate and listing status.

3.1.14 The Manager to the Open Offer i.e. Navigant Corporate Advisors Limited does not hold any Shares in the Target Company as on the date of appointment as Manager to the Open Offer. They declare and undertake that they shall not deal on their own account in the Shares of the Target Company during the Offer Period as per Regulation 27(6) of the SEBI (SAST) Regulations.

3.1.15 No complaint has been received by the merchant banker in relation to the proposed open offer or the valuation of offer price.

3.1.16 There are no penalties levied by SEBI / RBI / other against the Manager to the offer and RTA.

3.1.17 There are no regulatory actions / administrative warnings / directions subsisting or proceedings pending against the Manager to the Open Offer and RTA under SEBI Act, 1992 and Regulations made there under or by any other Regulator.

3.1.18 Simultaneously, by virtue of triggering of Regulation 3(1) and 4 of the Regulations due to substantial acquisition along with the management control; the PA was submitted with BSE on 26th October, 2026 in compliance with Regulation 13(1) of the Regulations by the Acquirers. The PA was also submitted with SEBI and the Target Company in compliance with the Regulation 14(2) of the Regulations.

3.1.19 In accordance with Regulation 26(6) and 26(7) of the SEBI SAST Regulations, the committee of independent directors of the Target Company are required to provide its written reasoned recommendations on the Offer to the Shareholders and such recommendations are required to be published in the specified form at least 2 (two) Working Days before the commencement of the Tendering Period.

3.1.20 Upon completion of the Offer, assuming full acceptance in the offer, pursuant to the completion of Preferential Issue, Acquirers will hold 1,73,77,261 Equity Shares of Rs. 10/- (Rupees Ten only) equity shares constituting 76.87% of the Expanded Equity Share and Voting Capital of the Target Company. In terms of Regulation 38 of the SEBI (LODR) Regulations read with Rule 19A of SCRR, the Target Company is required to maintain at least 25% public shareholding on a continuous basis for listing. Pursuant to the completion of this Offer, assuming full acceptance, in the event the Public Shareholding in the Target Company falls below the minimum public shareholding requirement as per SCRR and SEBI (LODR) Regulations, the Acquirers undertake to bring down the non-public shareholding in the Target Company to the level specified within the time prescribed in the SCRR, SEBI (SAST) Regulations and as per applicable SEBI guidelines. Acquirers are intended to retain the listing of Target Company.

3.1.21 Any failure to comply with the Minimum Public Shareholding ("MPS") requirements may result in non-compliance with the Securities Contracts (Regulation) Rules, 1957 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3.1.22 In case the shareholding of the Acquirers exceeds maximum permissible non-public shareholding pursuant to the Offer, Acquirers will not be eligible to make a voluntary delisting offer under SEBI (Delisting of Equity Shares) Regulations, 2021 unless a period of 12 (twelve) months has elapsed from the date of the completion of the Offer Period.

3.2 Details of the Proposed Offer

3.2.1 The Public Announcement in connection with the Offer was made by the Managers to the Offer on behalf of the Acquirers to the BSE on 26th October, 2026 and submitted to SEBI on 26th October, 2026 and sent to the Target Company on 26th October, 2026.

3.2.2 The DPS in connection with the Offer was published on behalf of the Acquirers on 02nd November, 2026 in the following newspapers: (a) Financial Express - English Daily (all editions); (b) Jansatta - Hindi Daily (all editions); (c) Pratahkal - Marathi Daily (Mumbai edition); (d) Vartha Bharati - Kanada Daily – (Bangalore edition). The DPS was also submitted to SEBI and the Stock Exchange and sent to the Target Company on 02nd November, 2026. The DPS is available on the SEBI website (www.sebi.gov.in).

3.2.3 The Acquirers are making this Open Offer under Regulation 3(1) and 4 of SEBI (SAST) Regulations, to acquire up to 58,77,261 Equity Shares of Rs. 10/- each representing up to 26.00% of the Expanded Equity Share & Voting Capital of the Target Company from the Public Shareholders of Target Company on the terms and subject to the conditions set out in this Draft Letter of Offer, at an offer price of Rs. 15.30/- (Rupees Fifteen and Paisa Thirty Only) per fully paid-up Equity Share and an offer price of Rs. 10.30/- (Rupees Ten and Paisa Thirty Only) per partly paid-up Equity Share. These Shares are to be acquired by the Acquirers, free from all liens, charges and encumbrances and together with all voting rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.

3.2.4 There are 2,47,600 partly paid-up Shares in the Target Company.

3.2.5 The Offer Price will be paid in cash in accordance with Regulation 9(1)(a) of the SEBI SAST Regulations.

3.2.6 The Offer is not subject to any minimum level of acceptances from the Shareholders i.e. it is not a conditional offer.

3.2.7 The Offer is not as a result of any exercise regarding global acquisition which culminates in the indirect acquisition of control over, or acquisition of equity shares or voting rights in, the Target Company.

3.2.8 The Acquirers have not acquired any Equity Shares from the date of the Public Announcement to the date of this Draft Letter of Offer. The Acquirers shall disclose during the Offer Period any acquisitions made by the Acquirers of any Equity Shares of the Target Company in the prescribed form, to each of the Stock Exchange and to the Target Company at its registered office within 24 (twenty- four) hours of such acquisition, in accordance with Regulation 18(6) of the SEBI SAST Regulations.

3.2.9 There has been no competing offer as of the date of this Draft Letter of Offer.

3.2.10 The Offer is subject to the terms and conditions set out herein and the PA and the DPS made by the Acquirers from time to time in this regard.

3.3 Object of the Offer:

3.3.1 The Acquirers shall achieve substantial acquisition of Equity Shares and voting capital, accompanied with effective management control over the Target Company after completion of the proposed preferential issue and the Open Offer.

3.3.2 The prime object of this acquisition is to acquire management control of the Target Company. Upon successful completion of open offer, Acquirers shall achieve substantial acquisition of Equity Shares and voting capital and intending to acquire control over Target Company in terms of Regulation 4 of SEBI (SAST) Regulations, 2011 and will be identified as promoters of the Target Company.

3.3.3 The Acquirers may at its discretion seek to effect changes to the Board of Directors of the Target Company, in accordance with applicable laws (including without limitation, the Companies Act, 2013, the LODR Regulations and Regulation 24 of the SEBI SAST Regulations). No proposal in this regard has been finalized as on the date of this Draft Letter of Offer. However, since the Acquirers has deposited only 25.00% of Offer Consideration, the change in management may happen only after completion of Open Offer.

3.3.4 The Acquirers do not have any plans to dispose off or otherwise encumber any significant assets of HTL in the succeeding two years from the date of closure of the Open Offer, except in the ordinary course of business of the Target Company and except to the extent required for the purpose of restructuring and/or rationalization of the business, assets, investments, liabilities or otherwise of the Target Company. In the event any substantial asset of the Target Company is to be sold, disposed off or otherwise encumbered other than in the ordinary course of business, the Acquirers and undertake that it shall do so only upon the receipt of the prior approval of the shareholders of the Target Company through special resolution in terms of regulation 25(2) of SEBI (SAST) Regulations and subject to the provisions of applicable law as may be required.

3.3.5 Upon successful completion of the Open Offer and the proposed preferential allotment, the Acquirers shall assume control of the Target Company and shall be classified as the Promoters of the Target Company, subject to compliance with applicable provisions of the SEBI (LODR) Regulations, 2015 and other applicable laws. The existing Promoters and Promoter Group shall continue to be classified as such, subject to the applicable regulatory requirements and necessary disclosures and approvals, wherever applicable.

4. BACKGROUND OF THE ACQUIRERS:

4.1 Acquirer – 1: Irfan Ismail Chapra

4.1.1. Irfan Ismail Chapra S/o Mr. Ismail A Gani Chapra, 64 years old, an Indian Resident, currently residing at A-301, Fatima Villa, 29th Road, Opp. Pali Naka, Bandra West, Mumbai, Maharashtra – 400050. Tel. No. +91- 9869136651; Email: irfanchhapra@yahoo.com. He holds degree of Bachelor of Science("B.Sc.") in Physics from Mumbai University. He has not changed / altered his name at any point of time save and except name was changed from Irphan Ismail Chapra to Irfan Ismail Chapra.

4.1.2. Acquirer-1 carries a valid passport of Republic of India and also holds a Permanent Account Number (PAN) AAFPC2262B.

4.1.3. Acquirer-1 has over 42 years of professional experience, comprising 24 years of service in the Central Government Revenue Department and 18 years of experience in business.

4.1.4. Acquirer-1 does not belong to any group.

4.1.5. CA Greta Crasto (Membership No. 048605), Partner of M/s. Ganesh & Rajendra Associates, Chartered Accountants (Firm Registration No. 103055W) having their office located at 104/105, Metro Avenue, Pereira Hill Road, Off Andheri Kurla Road, Opp. Gurunanak Petrol Pump, Chakala, Andheri East, Mumbai - 400099; Tel: 022-49615420/47484621/47484442; Email: audit@grassociates.co.in; has certified vide its certificate dated October 26, 2026 that Net Worth of Acquirer-1 is Rs. 2,300.11 Lacs as on October 25, 2026 (UDIN: 26048605RYTENT2409).

4.1.6. Acquirer-1 does not hold any Equity Shares or voting rights in the Target Company as on the date of the Public Announcement ("PA") and this Draft Letter of Offer ("DLOF"). Further, Acquirer-1 has not acquired any Equity Shares of the Target Company between the date of the PA, i.e., October 26, 2026, and the date of this DLOF. However, Acquirer-1 has agreed to subscribe to 18,00,000 Equity Shares and 26,00,000 convertible warrants of the Target Company pursuant to the proposed preferential issue ("Proposed Preferential Issue").

4.1.7. As on the date of this DLOF, Acquirer-1 does not have any interest in Target Company, save and except the proposed shareholding to be acquired in the Target Company pursuant to proposed preferential issue.

4.1.8. The details of the Companies / LLP's in which Acquirer-1 is director / designated partner is tabled as below:

Name of Company	Designation	CIN / LLPIN
Chapra Capital Ventures Private Limited	Director	U65999MH2020PTC343677
Everoak Advisors LLP	Designated Partner	ACP-6552

4.2 Acquirer – 2: Reshma Irfan Chapra

4.2.1. Reshma Irfan Chapra W/o Mr. Irfan Ismail Chapra, an Indian Resident, currently residing at A-301, Fatima Villa, 29th Road, Opp. Pali Naka, Bandra West, Mumbai, Maharashtra – 400050. Tel. No. +91-9992223674; Email: faraazchapra@gmail.com. She holds degree of Bachelor of Homeopathic Medicine and Surgery from Pune University. She has not changed / altered her name at any point of time.

4.2.2. Acquirer-2 carries a valid passport of Republic of India and also holds a Permanent Account Number (PAN) AAAPF2913R.

4.2.3. Acquirer-2 has over experience of over 25 years in the field of healthcare, as a practicing general physician.

4.2.4. Acquirer-2 does not belong to any group.

4.2.5. CA Greta Crasto (Membership No. 048605), Partner of M/s. Ganesh & Rajendra Associates, Chartered Accountants (Firm Registration No. 103055W) having their office located at 104/105, Metro Avenue, Pereira Hill Road, Off Andheri Kurla Road, Opp. Gurunanak Petrol Pump, Chakala, Andheri East, Mumbai - 400099; Tel: 022-49615420/47484621/47484442; Email: audit@grassociates.co.in; has certified vide its certificate dated October 26, 2026 that Net Worth of Acquirer-2 is Rs. 2,509.91 Lacs as on October 25, 2026 (UDIN: 26048605LYAMML5092)

4.2.6. Acquirer-2 does not hold any Equity Shares or voting rights in the Target Company as on the date of the Public Announcement ("PA") and this Draft Letter of Offer ("DLOF"). Further, Acquirer-2 has not acquired any Equity Shares of the Target Company between the date of the PA, i.e., October 26, 2026, and the date of this DLOF. However, Acquirer-2 has agreed to subscribe to 18,00,000 Equity Shares and 26,00,000 convertible warrants of the Target Company pursuant to the proposed preferential issue ("Proposed Preferential Issue").

4.2.7. As on the date of this DLOF, Acquirer-2 does not have any interest in Target Company, save and except the proposed shareholding to be acquired in the Target Company pursuant to proposed preferential issue.

4.2.8. As on the date of this DLOF, Acquirer-2 does not hold any directorship in any company, nor does it hold the position of partner or designated partner in any Limited Liability Partnership (LLP).

4.3 Acquirer – 3: Mubina Gulzar Sofia:

4.3.1. Mubina Gulzar Sofia W/o Mr. Faraaz Irfan Chapra, an Indian Resident, currently residing at A-301, Fatima Villa, 29th Road, Opp. Pali Naka, Bandra West, Mumbai, Maharashtra – 400050. Tel. No. +91-9819307875; Email: mubinasofia3105@gmail.com. She holds degree of BLS LLB from Government Law College, Mumbai University. She has not changed / altered her name at any point of time.

4.3.2. Acquirer-3 carries a valid passport of Republic of India and also holds a Permanent Account Number (PAN) HMFPS3202C.

4.3.3. Acquirer-3 has over 5 years in the field of litigation and legal consultation.

4.3.4. Acquirer-3 does not belong to any group.

4.3.5. CA Pooja Jain (Membership No. 159740), Proprietor of M/s. Pooja Jain & Associates, Chartered Accountants having their office located at B-1, Chandra Darshan, Panch Rasta, Mulund west, Mumbai – 400080; Tel: 8591853499; Email: info@poojajain.com; has certified vide its certificate dated October 26, 2026 that Net Worth of Acquirer-3 is Rs. 441.10 Lacs as on September 01, 2026 (UDIN: 26159740ISXIFF9346)

4.3.6. Acquirer-3 does not hold any Equity Shares or voting rights in the Target Company as on the date of the Public Announcement ("PA") and this Detailed Public Statement ("DPS"). Further, Acquirer-3 has not acquired any Equity Shares of the Target Company between the date of the PA, i.e., October 26, 2026, and the date of this DLOF. However, Acquirer-3 has agreed to subscribe to 16,00,000 Equity Shares and 11,00,000 convertible warrants of the Target Company pursuant to the proposed preferential issue ("Proposed Preferential Issue").

4.3.7. As on the date of this DLOF, Acquirer-3 does not have any interest in Target Company, save and except the proposed shareholding to be acquired in the Target Company pursuant to proposed preferential issue.

4.3.8. As on the date of this DLOF, Acquirer-3 does not hold any directorship in any company, nor does it hold the position of partner or designated partner in any Limited Liability Partnership (LLP).

4.4 Joint Undertakings / Confirmation by the Acquirers

4.4.1. The Acquirers have not acquired any shares of Target Company hence compliances w. r. t. Chapter V of the Takeover Regulations, 2011 in respect of acquisitions of Equity Shares in the Target Company are not applicable to Acquirers.

4.4.2. The Acquirers do not have any relations with the Target Company nor have any interest in the Target Company save and except the proposed shareholding to be acquired in the Target Company pursuant to Preferential Issue. Neither the Acquirers nor their representatives are on the Board of the Target Company.

4.4.3. The Acquirers have not been prohibited by SEBI from dealing in securities in terms of Section 11B of the SEBI Act (the "**SEBI Act**"). There are no directions subsisting or proceedings pending against the Acquirers under SEBI Act, 1992 and regulations made thereunder, also by any regulator.

4.4.4. Acquirers have confirmed that they are not categorized as a "Wilful Defaulter" in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations, 2011 nor they are categorized as a "Fugitive Economic Offender" in terms of Regulation 2(1)(ja)of the SEBI (SAST) Regulations, 2011.

4.4.5. The Acquirers have not entered into any non-compete arrangement and/or agreement with the Target Company or its management.

4.4.6. As on date of the DLOF, the Acquirers are in compliance with Regulation 6A & Regulation 6B of the Takeover Regulations, 2011.

4.4.7. The Acquirers have undertaken that if they acquire any further equity shares of the Target Company during the Offer Period, they shall disclose such acquisition to the Stock Exchange where the equity shares of the Target Company are listed and to the Target Company at its registered office in compliance with regulation 18(6) of the SEBI (SAST) Regulations. Further, they have also undertaken that they will not acquire any equity shares of the Target Company during the period between three working days prior to the commencement of the Tendering Period and until the closure of the Tendering Period as per regulation 18(6) of the SEBI (SAST) Regulations.

4.4.8. The Acquirers undertake that they will not sell the equity shares of the Target Company, if any held by them during the Offer period in terms of regulation 25(4) of the SEBI (SAST) Regulations, 2011.

4.4.9. The Acquirers are not registered with any other regulatory / govt. authority in any capacity.

4.4.10. There are no regulatory actions / administrative warnings / directions subsisting or proceedings pending against the Acquirers and any other entities related to Acquirers.

4.4.11. None of the Acquirers has promoted any listed company or holds any directorship in any listed company as on the date of this Draft Letter of Offer.

4.4.12. There are no penalties levied by SEBI / RBI against the Acquirers and any other entities related to Acquirers by the SEBI / RBI.

4.4.13. Acquirers do not have any relationship / association with the Target Company and Promoter & Promoter Group of Target Company, except its proposed holding to be acquired by way of proposed preferential issue through which the obligation to make the Open Offer was triggered.

4.4.14. There are no directions subsisting or proceedings pending against the Acquirers under SEBI Act, 1992 and regulations made there under, also by any other Regulator.

4.4.15. Acquirers do not have any relationship with existing promoters of Target Company, non-promoters or any of the public shareholders of the Target Company, public category investors to whom equity shares / convertible warrants to be allotted.

4.4.16. No statutory approvals pending / required to be obtained by Acquirers.

4.4.17. There is no loan given by Acquirers or any relative to Target Company /promoter & promoter group / related entity or person.

4.4.18. As on date of this DLOF, there are no contingent liabilities of Acquirers.

4.4.19. The Equity Shares tendered in this offer will be acquired Acquirers only and there is no person acting in concert with the Acquirers in relation to the said open offer.

5. BACKGROUND OF THE TARGET COMPANY

(The disclosure mentioned under this section has been sourced from information published by the Target Company or provided by the Target Company or publicly available sources)

5.1 M/s. Hittco Tools Limited (HTL" / "Target Company") was originally incorporated on January 04, 1995 under the Companies act 1956 with the Registrar of Companies, Karnataka, Bangalore under the name of Hittco Drills Limited. The name of the company was further changed to Hittco Precission Tool Technologies Limited consequent upon change of name by the Registrar of Companies, Karnataka, Bangalore vide fresh certificate of incorporation dated April 16, 1998. Further the name was changed to Hittco Online Technologies Limited vide fresh certificate of incorporation dated March 27, 2000 and then to Hittco Tools Limited, pursuant to a fresh certificate of incorporation consequent on change of name issued by the Registrar of Companies, Karnataka, Bangalore, on April 24, 2003. The corporate identification number (CIN) of the Target Company is L28939KA1995PLC016888. The Registered office of Target Company is presently situated at No-17-C, KIADB Industrial Area, 2nd Phase, Peenya, Bangalore-560058; Phone No.: +91-080 4086 5062; Email id: cs@hittco.com; Website: www.hittco.com.

5.2 The Authorised Capital of HTL is Rs. 3,500.00 Lakhs divided into 3,50,00,000 Equity Shares of Face Value of Rs. 10/- each. The Issued, Subscribed and Paid-up capital of HTL is Rs. 660.48 Lakhs divided into 66,04,847 Equity Shares of Face Value of Rs. 10/- each.

5.3 Target Company has established its connectivity with both the National Securities Depository Limited and Central Depository Services (India) Limited. The ISIN of HTL is INE863C01019.

5.4 Main objects of the company are as mentioned as under:

5.4.1. To carry on the business of manufacturers, importers, exporters, traders and dealers in cutting tools, jigs, drills, taps, end mills, hobs, cutters, equipments, spares, machinery parts, of Ferrous, Non-ferrous and Plastics.

5.4.2. To carry on the business of manufacturing, importing, exporting, developing, dealing in computer software, hardware, peripherals, and all kinds of Computer related electronic items.

5.4.3. To set up, run and operate production facilities for Coatings of all types of Metals, non-metals and their components on all types and forms of Steel, Non-ferrous and non-metallic material.

5.4.4. To deal and manufacture, market, Export, Import, sell all types of machinery, stores, spare parts, components and Raw Materials involved in the Coatings of various materials. To act as manufacturers' representatives, Commission Agents, for local as well as overseas manufacturers and dealers of machines.

5.4.5. To carry on the business as hoteliers, hotel proprietors, hotel managers and operators, refreshment contractors and caterers, restaurant keepers, refreshment room proprietors, milk and snack bar proprietors, café and tavern proprietors, lodging house proprietors, ice cream merchants, sweetmeat merchants, milk manufacturers and merchants, bakers, confectioners, professional merchants, licensed victuallers, wine and spirit merchants, blenders and bottlers.

5.4.6. To purchase the lands and premises now and to purchase, take on lease or otherwise acquire lands, buildings or elsewhere for the business of hotels, restaurants, snack bars, café, ice cream parlour, dairy products, confectionaries and allied food products and to sell and let the lands of the company or to use the same or any part thereof, or to acquire and use other lands for the construction of hotels, restaurants and entertainment centres, amusements parks with or without shopping plaza etc.

5.4.7. To acquire land by purchase, lease or otherwise and to develop the same for residential, industrial, commercial purposes and to dispose them off by way of sale, lease or otherwise and to act as land developers, promoters, estate planners, civil/layout consultants and/or to exploit, deal in properties, any interest, rights, privileges therein in any part of the world.

5.4.8. To carry on in India or in any part of the world, the business of civil engineers, structural engineers, property developers, civil constructions such as flyovers, dams, bridges etc., promoters and developers of commercial and residential complexes, city planners, residential layout developers, civil engineering projects, consultancy in civil engineering projects, construction works, architecture.

5.4.9. To generate, accumulate, transmit, distribute, purchase, sell and supply electric power or any other energy from conventional/non-conventional energy by Bio-Mass, Hydro, Thermal, Gas, Air, Diesel oil, or through renewable energy sources, Wind mill or another means/source on a commercial basis and to construct, lay down, establish, operate and maintain power/energy generating stations, including buildings, structures, works, machineries, equipments, cables, wires, lines, accumulators, lamps, and works and to undertake or to carry on the business of managing, owning, controlling, erecting, commissioning, operating, running, leasing or transferring Power plants and Plants based on conventional or non-conventional energy source, thermal power plants, atomic power plants, solar energy plants, wind energy plants, mechanical, electrical, hydel, civil engineering works, Boiler houses, steam Turbines, Switch Yards, Transformer Yards, Sub stations, Transmission Lines, Accumulators, Workshops.

5.4.10. To carry on business as manufacturers, producers, processors, makers, convertors, assemblers, fabricators, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, packers, movers, stockists, agents, sub agents, merchants, distributors, consignors, jobbers, brokers, or otherwise deal in all apparatuses and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity and to light cities, towns, streets, docks, markets, theatres, buildings and places, both public and private, and to act as suppliers and dealers in electrical and other appliances.

Further, the Board of Directors of the Company has considered and approved, subject to the approval of the Members of the Company and such other statutory, regulatory and governmental authorities as may be required, the proposal for alteration of the Main Objects Clause of Clause III(A) of the Memorandum of Association ("MOA") of the Company by insertion of the following sub-clauses after the existing sub-clause 5.4.10:

5.4.11. 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.

5.4.12. 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 to provide support services for all or any of the aforesaid things.

5.4.13. 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.

5.4.14. 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.

The aforesaid alteration of the Main Objects Clause of the MOA shall be subject to the approval of the Members of the Company and such other statutory, regulatory and governmental authorities as may be required under applicable laws.

The proposed amendments are intended to enable the Company to diversify and expand its business activities into the food and beverage sector, leasing and rental of vessels and automobiles including electric vehicles, and real estate development and allied activities, in line with the proposed future business plans of the Company. The Company shall undertake the aforesaid activities only upon obtaining such licences, registrations, permissions, approvals and clearances as may be required under applicable laws.

5.5 Target company is currently engaged into business of cutting tools.

5.6 As on date this DLOF, The Target Company has 2,47,600 partly paid-up equity shares outstanding. There are no outstanding warrants, options or other instruments convertible into equity shares at a later date. Except for 5,63,840 equity shares that are subject to lock-in obligations, no other equity shares of the Target Company are subject to any lock-in obligations.

5.7 The entire present and paid- up Equity Shares of the Target Company is currently listed on BSE Limited, Mumbai ("BSE").

5.8 The entire present and paid-up Equity Shares of the Target Company is currently listed BSE Limited ("BSE") having scrip code 531661 and id is INE863C01019.

5.9 The Target Company has informed that it has complied with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the "SEBI LODR Regulations"), and the applicable requirements prescribed by BSE Limited ("BSE"). As of the date hereof, no penal action has been initiated by BSE against the Target Company during the eight (8) years preceding the date of the Public Announcement in respect of any non-compliance with the SEBI LODR Regulations or the applicable requirements of BSE, save and except as set out below:

Regulations	Quarter/ Month	Due Date	Total Fine levied (incl.GST@18%)	Fine Paid (incl. GST@18%)	Fine Outstanding	Remark
Reg-6(1)	Jun-21	-	1,07,380	0	0	Withdrawal
Reg-33	Sep-23	15-12-2023	1,23,900	1,23,900	0	Partial waiver
Reg-6(1)	Sep-25	-	44,840	44,840	0	Paid
Reg-31	Mar-26	21-04-2026	2,360	2,360	0	Paid

5.10 The Company has complied with the requirements of the Listing Agreement with BSE and as on date no penal action has been initiated by the BSE.

5.11 The details of Share Capital of Target Company are as follows:

Paid up Equity Shares of HTL	No. of Equity Shares
Fully paid-up Equity Shares	63,57,247
Partly paid-up Equity Shares	2,47,600
Total Equity Shares	**66,04,847**

5.12 The details of pre- and post- preferential allotment capital of the Target Company would be as under:

Particulars	No. of Shares
Existing equity and voting share capital	66,04,847
Proposed preferential allotment of Equity Shares	59,40,000
Post Preferential allotment Emerging Voting Capital	**1,25,44,847**
Proposed preferential allotment of convertible warrants	1,00,60,000
Post Preferential allotment Expanded Voting Capital	**2,26,04,847**

5.13 Brief financial information of HTL for the quarter ended June 30, 2026 and financial year ended March 31, 2026, March 31, 2025 and March 31, 2024 are given below:

(Rs. in Lacs)

Profit & Loss Statement	For the quarter ended June 30,2026 (Unaudited)	For the year ended March 31,2026 (Audited)	For the year ended March 31,2025 (Audited)	For the year ended March 31,2024 (Audited)
Revenue from Operations	202.30	809.75	694.51	597.05
Other Income	0.19	2.56	42.97	2.12
Total Income	**202.49**	**812.31**	**737.47**	**599.17**
Total Expenditure (Excluding Depreciation and Interest)	201.07	793.22	651.76	483.94
Profit (Loss) before Depreciation, Interest &Tax	**1.42**	**19.09**	**85.71**	**115.24**
Depreciation	3.15	65.44	60.93	61.65
Interest	4.21	12.78	16.99	36.26
Profit / (Loss) before Tax and Exceptional Items	**(5.94)**	**(59.13)**	**7.79**	**17.32**
Exceptional Items	0.00	0.00	0.00	0.00
Profit / (Loss) before Tax	**(5.94)**	**(59.13)**	**7.79**	**17.32**
Tax Expenses	0.00	11.60	8.42	(1.42)
Profit /(Loss) after Tax	**(5.94)**	**(70.73)**	**(0.63)**	**18.74**

(Rs. in Lacs)

Balance Sheet Statement	For the year ended March 31,2026 (Audited)	For the year ended March 31,2025 (Audited)	For the year ended March 31,2024 (Audited)
Sources of Funds			
Equity Share Capital	648.10	603.60	632.07
Other Equity	(316.92)	(262.60)	(285.89)
Non -Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	331.08	464.23	292.23
(ii) Other financial liabilities	19.29	21.94	22.52
(b) Long term Provisions	22.88	17.79	18.01
(c) Deferred tax liabilities (net)	13.26	1.66	0.00
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	87.59	14.56	101.44
(ii) Trade Payable	42.43	128.60	25.96
(iii) Other Financial Liabilities	16.19	12.12	21.41
(b) Short term Provisions	2.62	2.22	1.91
(c) Other Current Liabilities	8.63	10.60	5.55
TOTAL	**875.17**	**1014.72**	**835.22**
Uses of Funds			
Fixed Assets			
Non -Current Assets	385.12	547.08	455.44
Current Assets	490.05	467.64	379.78
TOTAL	**875.17**	**1014.72**	**835.22**

Other Financial Data	For the year ended March 31,2026 (Audited)	For the year ended March 31,2025 (Audited)	For the year ended March 31,2024 (Audited)
Net Worth (Rs. in Lacs)	331.19	341.00	346.18
Dividend (%)	0.00	0.00	0.00
Earnings Per Share (Rs.)	(1.07)	(0.01)	0.30
Return on Net worth (%)	(21.36)	(0.18)	5.41
Book Value Per Share (Rs.)	5.01	5.54	5.62

5.14 As on date of this DLOF, the Board of Directors of Target Company are as follows:

Name	Designation	DIN	Date of appointment in Target Company
Surendra Bhandari	Managing Director	00727912	04/01/1995
Sidharth Bhandari	Director	00237174	04/01/1995
Yash Vardhan Bhandari	Director	06688573	18/12/2017
Madhu Bhandari	Director	00353298	27/02/2013
Biligere Shekar Prakash	Independent Director	07507383	04/03/2017
Ranjan Kotekar	Independent Director	02964263	19/01/2026
Rajeev Gobindram Hassanand	Independent Director	02192261	12/06/2024

5.15 There has been no merger / demerger or spin off involving HTL during the last 3 years.

5.16 There has been no change in the name of the Target Company since its incorporation, save and except that the name of the company was changed to Hittco Precission Tool Technologies Limited, pursuant to a fresh certificate of incorporation consequent upon change of name issued by the Registrar of Companies, Karnataka, Bangalore, dated April 16, 1998. Subsequently, the name of the company was changed to Hittco Online Technologies Limited, pursuant to a fresh certificate of incorporation dated March 27, 2000, and thereafter to Hittco Tools Limited, pursuant to a fresh certificate of incorporation consequent upon change of name issued by the Registrar of Companies, Karnataka, Bangalore, dated April 24, 2003.

5.17 There are no directions subsisting or proceedings pending against the Target Company under SEBI Act, 1992 and regulations made thereunder, also by any regulator.

5.18 Target Company are not registered with any other regulatory / govt. authority in any capacity. There are no regulatory actions / administrative warnings / directions subsisting or proceedings pending against the Target Company or its promoters and promoter group.

5.19 Existing Promoter and promoter group do not have any relationship / association with the public shareholders of Target Company and public category investors to whom equity shares / convertible warrants to be allotted.

5.20 As on date of this DLOF, there are no depository receipts of shares issued in foreign countries.

5.21 Target Company is not a sick Company.

5.22 There are no penalties levied by SEBI / RBI or other regulator against the Target Company / its promoters and promoter group.

5.23 No complaint has been received by the Target company in relation to the proposed open offer.

5.24 The Shareholding pattern of the HTL, as on the date of DLOF is as follows:

Shareholder Category	Number of Equity Shares of the Target Company	Percentage of Equity Share Capital (%)
Promoter	18,73,891	28.37
Public	47,30,956	71.63
Total	**66,04,847**	**100.00**

5.25 The current capital structure of the Company has been built-up since 01st April, 2018, are as under:

Date of Allotment	Shares Issued		Cumulative paid-up capital		Mode of Allotment	Identity of allottees (Promoters / Others)	Status of Compliance with SEBI SAST Regulations 1997 / 2011
	No. of shares	% to total Share Capital	No. of shares	% to total Share Capital			
Since 01st April, 2018	-	-	61,59,847	100.00	Not Applicable	Not Applicable	Not Applicable
28.03.2026	4,45,000	6.74	66,04,847	100.00	Cash	Promoters and Public	Complied
Total			**66,04,847**	**100.00**	**--**		

5.26 Pre-offer and post-offer shareholding pattern of the HTL is as per the following table:

Sr. No.	Shareholder category	Shareholding & voting rights prior to the agreement/acquisition and offer (A)		Equity Shares and Convertible warrants /voting rights agreed to be acquired pursuant to allotment under Pref. Issue which triggered off the Takeover Regulations (B)		Equity Shares and Convertible warrants /Voting rights to be acquired in the open offer (assuming full acceptances) (C)		Shareholding/voting rights after the acquisition and Offer	
		No.	%$	No.	%^	No.	%^	No.	%^
1.	**Promoter & Promoter Group**								
	a. Parties to Agreement	-	-	-	-	-	-	-	-
	b. Promoters Other than (a) above	18,73,891	28.37	-	-	-	-	18,73,891	8.29
	Total 1 (a+b)	**18,73,891**	**28.37**	**-**	**-**	**-**	**-**	**18,73,891**	**8.29**
2.	**Acquirers**								
	Irfan Ismail Chapra (Acquirer-1)	-	-	44,00,000	19.46	12,94,550	5.73	56,94,550	25.19
	Reshma Ifran Chapra (Acquirer-2)	-	-	44,00,000	19.46	32,88,161	14.55	76,88,161	34.01
	Mubina Gulzar Sofia (Acquirer-3)	-	-	27,00,000	11.94	12,94,550	5.73	39,94,550	17.67
	Total 2 (a+b)	**-**	**-**	**1,15,00,000**	**50.87**	**58,77,261**	**26.00**	**1,73,77,261**	76.87
3.	Parties to agreement other than (1)	-	-	-	-	-	-	-	-
4.	Parties (other than promoters, Acquirers	-	-	-	-	-	-	-	-
	a. FIs/MFs/FIIs/ Banks/SFI	-	-	-	-	-	-	-	-
	b. Others	47,30,956	71.63	45,00,000	19.91	(58,77,261)	(26.00)	33,53,695	14.84
	Total	**66,04,847**	**100**	**1,60,00,000**	**70.78**	**Nil**	**Nil**	**2,26,04,847**	**100**

$Computed as a %age of existing equity and voting share capital of HTL.
^Computed as a percentage of Expanded Equity & Voting Share Capital of HTL which includes equity shares and convertible warrants to be allotted to Acquirers and other public category investors.

**Upon successful completion of the Open Offer and the proposed preferential allotment, the Acquirers shall assume control of the Target Company and shall be classified as the Promoters of the Target Company, subject to compliance with applicable provisions of the SEBI (LODR) Regulations, 2015 and other applicable laws. The existing Promoters and Promoter Group shall continue to be classified as such, subject to the applicable regulatory requirements and necessary disclosures and approvals, wherever applicable.*

5.27 The number of Shareholders in HTL in public category is 4,831 as on 30th September, 2026.

5.28 There is no loan given by TC/promoter & promoter group/ related entity or person to Acquirers or any of their relative.

5.29 As on date of this DLOF, there are no contingent liability of Target Company.

5.30 Status of corporate governance compliances by HTL: -

The Corporate Governance clauses as enumerated in Regulation 17 to 27 in SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are not applicable to Target Company as the paid-up equity capital of Target Company is less than Rs. Ten Crores and Net Worth of Target Company is also less than Rs. Twenty- Five Crores. Hence as per Regulation 15 (2), corporate governance provisions specified Regulation 17 to 27 in SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are not applicable to Target Company.

5.31 Mrs. Sonali Jain, is the Company Secretary & Compliance Officer of the Company and her address is No-17-C, KIADB Industrial Area, 2nd Phase, Peenya, Bangalore-560058; Phone No.: -080-40865062; Email id: cs@hittco.com; Website: www.hittco.com.

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 Justification of Offer Price

6.1.1 The Equity Shares of the Target Company are listed on BSE Limited ("BSE"). The shares are placed under **Group "XT/T+1"** having a Scrip Code of **"531661"** & Scrip Id: **"HITTCO"** on the BSE.

6.1.2 The equity shares of the Target Company are frequently traded within the meaning of explanation provided in Regulation 2(1)(j) of the SEBI (SAST) Regulations on BSE.

The annualized trading turnover of the equity shares of the Target Company on BSE during Twelve calendar months prior to the month of PA date (October, 2025 – September, 2026) is as given below:

Name of the Stock Exchange	Total number of equity shares traded during the preceding 12 months prior to the month of PA	Total Number Equity Shares listed	Annualized Trading Turnover (as % of total Listed Equity Shares)
BSE	17,15,170	66,04,847	25.97%

Source: www.bseindia.com

6.1.3 The Offer Price of Rs 15.30/- (Rupees Fifteen and Paisa Thirty Only) is justified in terms of Regulation 8 (2) of the SEBI (SAST) Regulations on the basis of the following:

SR. NO.	PARTICULARS	PRICE (IN RS. PER SHARE)
(a)	Highest of Negotiated price per Equity Share at which equity shares and convertible warrants to be allotted to the Acquirers on preferential basis	Rs. 14.50
(b)	The volume- weighted average price paid or payable for acquisitions by the Acquirers during 52 weeks immediately preceding the date of PA.	Not Applicable
(c)	Highest price paid or payable for acquisitions by the Acquirers during 26 weeks immediately preceding the date of PA.	Not Applicable
(d)	the volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period. (In case of frequently traded shares only)	Rs. 15.23
(e)	Where the Equity Shares are not frequently traded, the price determined by the Acquirers and the Manager to the Offer taking into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies	Not Applicable, being frequently traded

In view of the parameters considered and presented in table above, in the opinion of the Acquirers and Manager to the Offer, the Offer Price of Rs. 15.30/- (Rupees Fifteen and Paisa Thirty only) per share being the highest of the prices mentioned above is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations, 2011.

6.1.4. There has been no corporate action undertaken in the Target Company warranting adjustments in the offer price under Regulation 8(9) of SEBI SAST Regulations, 2011.

6.1.5. There has been no corporate action requiring the price parameters to be adjusted.

6.1.6. There are no reported event or information under Regulation 30 (11) of SEBI (LODR) Regulations, 2015 requiring price parameters to be adjusted.

6.1.7. The Target Company is listed on BSE. The price trend of TC on BSE is as follows:

Market price as on	Closing Market price on BSE
Before the date of PA i.e. October 23, 2026	15.68
Date of PA i.e. October 26, 2026	15.99
Date immediately after PA Date i.e. October 27, 2026	16.30
Date of DPS i.e. November 02, 2026	17.61

6.1.8. In the event of any further acquisition of Equity Shares of the Target Company by Acquirers during the offer period, whether by subscription or purchase, at a price higher than offer price, then offer price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8 (8) of the SEBI (SAST) Regulations. However, it shall not be acquiring any equity shares of Target Company after the third working day prior to commencement of tendering period and until the expiry of tendering period.

6.1.9. If the Acquirers acquire any Equity Shares of the Target Company during the period of twenty-six weeks after the closure of Tendering Period at a price higher than the Offer Price, then the Acquirers shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose Equity Shares have been accepted in this Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the Takeover Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2021 or open market purchases made in the ordinary course on the stock exchange, not being negotiated acquisition of Equity Shares of the Target Company in any form.

6.1.10. As on date of this DLOF, there is no revision in the Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirers will comply with all the provisions of the Regulation 18(5) of the Takeover Regulations which are required to be fulfilled for the said revision in the Offer Price or Offer Size.

6.1.11. If there is any revision in the Offer Price on account of future purchases / competing offers, it will be done only upto one working day prior to the date of commencement of the tendering period in accordance with Regulation 18(4) of the Takeover Regulations and would be notified to the shareholders by way of another public announcement in the same newspapers where the DPS has appeared. The same will also be informed to SEBI and BSE.

6.2. Financial Arrangements

6.2.1. Assuming full acceptance under the offer, the maximum consideration payable by the Acquirers under the offer would be Rs. 8,99,22,093.30/- (Rupees Eight Crores Ninety-Nine Lakhs Twenty-Two Thousand Ninety-Three and Paisa Thirty Only) ("maximum consideration") i.e., consideration payable for acquisition of 58,77,261 equity shares of the target Company at offer price of Rs. 15.30/- (Rupees Fifteen and Paisa Thirty Only) per fully paid-up Equity Share and an offer price of Rs. 10.30/- (Rupees Ten and Paisa Thirty Only) per partly paid-up Equity Share.

6.2.2. The Acquirers have adequate resources to meet the financial requirements of the Open Offer. No funds are being borrowed from any bank or financial institution for the purpose of this Open Offer by the Acquirers.

6.2.3. The Acquirers have deposited an amount of ₹150.00 lakh (Rupees One Crore Fifty Lakh Only) in cash in an escrow account opened with ICICI Bank Limited on October 27, 2026. Further, ICICI Bank Limited, on behalf of the Acquirers, has furnished a bank guarantee of Rs. 77.00 lakh (Rupees Seventy-Seven Lakh Only) in favour of the Manager to the Offer. Accordingly, the aggregate escrow amount provided by the Acquirers is Rs. 227.00 lakh (Rupees Two Crore Twenty-Seven Lakh Only), comprising cash and a bank guarantee, towards securing the performance of their obligations under the SEBI (SAST) Regulations, 2011. The said escrow amount represents 25.00% of the total consideration payable under the Open Offer, subject to the applicable requirements of Regulation 17 of the SEBI (SAST) Regulations, 2011.

6.2.4. The Acquirers have duly empowered Navigant Corporate Advisors Limited, the Manager to the Open Offer, to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 2011.

6.2.5. Further, in order to ensure that the funds that are payable to the Eligible Public Shareholders who tender in the Offer are managed more efficiently, the Acquirers have opened the Offer Special Account with the ICICI Bank Limited under the Offer Escrow Agreement, for the purpose of Regulation 21 of the SEBI (SAST) Regulations. The Manager to the Offer has been authorized by the Acquirers to operate and realize the monies lying to the credit of the Offer Special Escrow Account, in accordance with the SEBI (SAST) Regulations.

6.2.6. The Manager to the Offer, M/s Navigant Corporate Advisors Limited, hereby confirms that firm arrangements for funds and money for payment through verifiable means are in place to fulfil the Offer obligation under the SEBI (SAST) Regulations. The Manager to the Offer, M/s. Navigant Corporate Advisors Limited, hereby confirms that the Acquirers are capable to implement the Offer obligations in accordance with the SEBI (SAST) Regulations.

6.2.7. CA Greta Crasto (Membership No. 048605), Partner of M/s. Ganesh & Rajendra Associates, Chartered Accountants (Firm Registration No. 103055W) having their office located at 104/105, Metro Avenue, Pereira Hill Road, Off Andheri Kurla Road, Opp. Gurunanak Petrol Pump, Chakala, Andheri East, Mumbai - 400099; Tel: 022-49615420/47484621/47484442; Email: audit@grassociates.co.in; vide certificates dated October 26, 2026 has certified that Net Worth of Acquirer-1 is Rs. 2,300.11 Lacs as on October 25, 2026 (UDIN: 26048605RYTENT2409) and Net worth of Acquirer-2 is Rs. 2,509.91 Lacs as on October 25, 2026 (UDIN: 26048605LYAMML5092) and CA Pooja Jain (Membership No. 159740), Proprietor of M/s. Pooja Jain & Associates, Chartered Accountants having their office located at B-1, Chandra Darshan, Panch Rasta, Mulund west, Mumbai – 400080; Tel: 8591853499; Email: info@poojajain.com; vide certificate dated October 26, 2026 has certified that Net worth of Acquirer-3 is Rs. 441.10 Lacs as on September 01, 2026, (UDIN: 26159740ISXIFF9346) and Acquirers have sufficient resources to make the fund requirement for fulfilling all the obligations under the Offer.

6.2.8. Acquirers hereby undertake that in case of any upward revision of offer price; Acquirers will correspondingly increase the escrow amount.

7. TERMS AND CONDITIONS OF THE OFFER:

7.1. The Draft Letter of Offer along with Form of Acceptance cum Acknowledgement will be mailed to all those public shareholders of HTL (except the Acquirers, existing promoters and promoter group of Target Company) are whose name appear on the Register of Members, at the close of business hours on 04th December, 2026 ("**Identified Date**").

7.2. All owners of the shares, Registered or Unregistered (except the Acquirers, existing promoters and promoter group of Target Company) are who own the shares any time prior to the Closing of the Offer are eligible to participate in the Offer as per the procedure set out in Para 8 below. Eligible Persons can participate in the Offer by offering their shareholding in whole or in part. No indemnity is required from the unregistered owners.

7.3. The Letter of Offer will be dispatched to all the eligible shareholders of the Target Company as of the Identified Date. While it would be insured that the Letter of Offer is dispatched by the due date to all the eligible shareholders as on the Identified Date, non-receipt the Letter of Offer by any member entitled to this open offer will not invalidate the Offer in any manner whatsoever.

7.4. Subject to the conditions governing this Offer, as mentioned in the DLOF, the acceptance of this Offer by the shareholder(s) must be absolute and unqualified. Any acceptance to the Offer, which is conditional or incomplete, is liable to be rejected without assigning any reason whatsoever.

7.5. **Locked-in Shares:**

As on the date of this DLOF, except for 5,63,840 equity shares of the Target Company that are subject to lock-in obligations, no other equity shares of the Target Company are subject to any lock-in obligations. However, the equity shares to be allotted to the Acquirers and public category investors pursuant to the preferential issue shall be subject to lock-in in accordance with Regulation 167 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

7.6. **Eligibility for accepting the Offer:**

The Offer is made to all the public shareholders (except the Acquirers, existing promoters and promoter group of Target Company) whose names appeared in the register of shareholders on 04th December,2026 and also to those persons who own shares any time prior to the closure of the Offer, but are not registered shareholders(s).

7.7. Statutory Approvals and conditions of the Offer:

7.7.1. As of the date of this DLOF, there are no other statutory approvals required for this Offer. However, if any statutory approval that become applicable prior to completion of this Offer, this Offer would also be subject to the receipt of such other statutory approvals that may become applicable at a later date.

7.7.2 Non-resident equity shareholders who wish to tender their equity shares in the Target Company in this Offer will be required to submit all the applicable Reserve Bank of India (hereinafter referred to as "RBI") approvals that they would have obtained for acquiring, the equity shares of the Target Company. In the event such RBI approvals are not submitted, the Acquirers reserve the sole right to reject the equity shares tendered in the Offer.

7.7.3 The Acquirers will not proceed with the Open Offer in terms of Regulation 23(1) of SEBI (SAST) Regulations under any of the following circumstances:

7.7.3.1. statutory approvals required for the open offer or for effecting the acquisitions attracting the obligation to make an open offer under these regulations having been finally refused, subject to such requirements for approval having been specifically disclosed in the detailed public statement and the Letter of Offer;

7.7.3.2. the acquirer, being a natural person, has died;

7.7.3.3. any condition stipulated in the agreement for acquisition attracting the obligation to make the open offer is not met for reasons outside the reasonable control of the acquirers, and such agreement is rescinded, subject to such conditions having been specifically disclosed in the Detailed Public Statement and the Letter of Offer, however there is no agreement entered with reference to this open offer; or

7.7.3.4. such circumstances as in the opinion of the Board, merit withdrawal.

7.7.3.5. For the purposes of clause 7.7.3.4 above, the Board shall pass a reasoned order permitting withdrawal, and such order shall be hosted by the Board on its official website.

7.7.3.6. Further, in terms of Regulation 23(2) of SEBI (SAST) Regulations, in the event of withdrawal of the open offer, within two working days:

7.7.3.6.1. an announcement will be published in the same newspapers in which the public announcement of the open offer was published, providing the grounds and reasons for withdrawal of the open offer; and

7.7.3.6.2. simultaneously with the announcement, acquirers will inform in writing to:

7.7.3.6.2.1. the Board;

7.7.3.6.2.2. the stock exchange on which the shares of the target company are listed, and the stock exchange shall forthwith disseminate such information to the public; and

7.7.3.6.2.3. the target company at its registered office.

7.7.4. In case of delay in receipt of any statutory approval, SEBI may, if satisfied that delay receipt of the requisite approvals was not due to any wilful default or neglect of the Acquirers or failure of the Acquirers to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirers agreeing to pay interest to the shareholders as directed by SEBI, in terms of regulation 18(11) of SEBI (SAST) Regulations. Further, if delay occurs on account of wilful default by the Acquirers in obtaining the requisite approvals, regulation 17(9) of the SEBI (SAST) Regulations, will also become applicable and the amount lying in the Escrow Account shall become liable to forfeiture.

7.7.5. No approval is required from any bank or financial institutions for this Offer.

7.7.6. Target Company is not required to obtain NOC from any regulatory / govt. authority for effecting change in control;

7.7.7. The instructions and provisions contained in Form of Acceptance constitute an integral part of the terms of this Offer.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT:

8.1. The Open offer will be implemented by the Acquirers through the Stock Exchange Mechanism made available by the Stock Exchange in the form of a separate window ("Acquisition Window") as provided under the SEBI (SAST) Regulations and SEBI Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 issued by SEBI and as amended by SEBI Circular CFD/DCR/2/CIR/P/2016/131 dated December 09, 2016 and as per further amendment vide SEBI Circular SEBI/HO/CFD/DCR-III/ CIR/P/2021/615 dated August 13, 2021 and SEBI's Master Circular dated February 16, 2023, bearing reference number SEBI/HO/CFD/PoD1/P/CIR/2023/31 ("Master Circular").

8.2. The Letter of Offer along with Form of Acceptance will be sent (through electronic mode or physical mode) to all the Public Shareholders of the Target Company, whose names appear on the register of members of the Target Company and the records of the respective Depositories at the close of business hours on the Identified Date, all Public Shareholders holding Equity Shares are eligible to participate in the Open Offer at any time during the Tendering Period.

8.3. Accidental omission to send the Letter of Offer to any Public Shareholder to whom the Open Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such Public Shareholder will not invalidate the Open Offer in any way.

8.4. A tender of Equity Shares pursuant to any of the procedures described in the Letter of Offer will constitute a binding agreement between the Acquirers and the tendering holder, including the tendering holder's acceptance of the terms and conditions of the Letter of Offer.

8.5. Public Shareholders, who wish to avail of and accept the Offer, can deliver duly filled and signed Form of Acceptance cum-Acknowledgement along with all the relevant documents at the collection centres mentioned below in accordance with the procedure as set out in the Draft Letter of Offer between opening of the Tendering Period and before the closure of Tendering Period:

Name and Address of the entities (registrar) to whom the shares should be sent including name of the contact person, telephone no. and email address etc.	**Working day Timings**	**Mode of Delivery**
CAMEO CORPORATE SERVICES LIMITED Submaramanian Building, 1 Club House Road, Chennai 600 002. **Tel No.:** +91-44-4002 0700 (5 lines) **E-mail Id:** priya@cameoindia.com **Investor Grievance Email:** investor@cameoindia.com **Website:** www.cameoindia.com **SEBI Registration No:** INR000003753 **Contact Person:** Ms. K. Sreepriya	Any working day (i.e., Monday to Friday 10:00 a.m. to 5:00 PM, except Saturdays, Sundays and public holidays)	Hand delivery/ courier/ speed post

8.6. BSE Limited ("BSE") shall be the Designated Stock Exchange for the purpose of tendering equity shares in the Open Offer. The facility for Acquisition of shares through Stock exchange Mechanism pursuant to an Open Offer shall be available on the BSE in the form of Separate Window ("Acquisition Window").

8.7. The Acquirers have appointed Allwin Securities Limited, Stock Broker for the open offer through whom the purchases and settlement of the Offer Shares tendered under the Open Offer shall be made. The contact details of the buying broker are as mentioned below:

Allwin Securities Limited
B-205/206, Ramji House,
30, Jambulwadi, Kalbadevi Road,
Mumbai-400 002
Tel: +91-22-4344 6444
E-mail: allwinsec@gmail.com
Website: www.allwinsecurities.com
SEBI Registration No.: INZ000239635

In the event Selling Broker(s) are not registered with Stock Exchange(s) or if the Public Shareholder does not have any stockbroker, then that Public Shareholder can approach any Stock Exchange(s) registered stock broker and can make a bid by using quick unique client code ("UCC") facility through that Stock Exchange(s) registered stock broker after submitting the details as may be required by the stock broker to be in compliance with applicable law and regulations. In case Public Shareholder is not able to bid using quick UCC facility through any other Stock Exchange(s) registered stock broker then the Public Shareholder may approach Buying Broker, to bid by using quick UCC facility. These brokers shall assist the shareholders to facilitate their participation in open offer.

8.8. All the shareholders who desire to tender their equity shares under the Open Offer will have to intimate their respective stock brokers ("Selling Brokers") within the normal trading hours of the Secondary Market, during the Tendering period.

8.9. A separate Acquisition Window will be provided by the Stock Exchange(s) to facilitate placing of sell orders. The Selling broker can enter orders for dematerialized as well as physical Equity shares.

8.10. The cumulative quantity tendered shall be displayed on the Exchange website throughout the trading session at specific intervals by the Stock Exchange during the Tendering period.

8.11. Modification/cancellation of orders will not be allowed during the tendering period of the Open Offer.

8.12. The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by speed post or courier (in case of physical shares) at the Public Shareholders' sole risk. Public Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.

8.13. Shareholders can tender their shares only through a Broker with whom the shareholder is registered as client with KYC Compliant.

8.14. Shareholders should not submit/tender their equity shares to Manager to the Open offer, the Acquirers or the Target Company.

8.15. The Public Shareholder approaching Stock Exchange(s) registered stockbroker (with whom he does not have an account) may have to submit following details:

In case of Public Shareholder being an individual:

a) If the Public Shareholder is registered with a 'KRA', i.e., a KYC Registration Agency, the following documents will be required to be submitted (duly filled and completed):
(i) Central Know Your Client ("CKYC") form including Foreign Account Tax Compliance Act ("FATCA"), In Person Verification ("IPV"), and Original Seen and Verified ("OSV"), if applicable.
(ii) Know Your Client ("KYC") form and the supporting documents (all such documents are required to be self-attested) including bank account details (cancelled cheque).
(iii) Demat details (Demat Master / Latest Demat statement).

b) If the Public Shareholder is not registered with KRA, the following documents will be required to be submitted (duly filled and completed):
(iv) CKYC form, including FATCA, IPV, OSV if applicable
(v) KRA form.
(vi) KYC form and the following supporting documents required (all such documents are required to be self-attested): PAN card copy, address proof & bank account details (cancelled cheque).
(vii) Demat details (Demat master / Latest Demat statement).

It may be noted that other than submission of above forms and documents, in person verification may be required.

In case of Public Shareholder being an HUF:

a) If the Public Shareholder is already registered with KRA, the following documents will be required to be submitted (duly filled and completed):
(i) KYC form of the 'KARTA', including FATCA, IPV, OSV if applicable.
(ii) KYC form and the supporting documents required (all documents self-attested) including bank account details (cancelled cheque).
(iii) Demat details (Demat master / Latest Demat statement).

b) If the Public Shareholder is not registered with KRA, the following documents will be required to be submitted (duly filled and completed):
(i) CKYC form of the 'KARTA', including FATCA, IPV, OSV if applicable.
(ii) KRA form.
(iii) KYC form and the following supporting documents (all such documents are required to be self-attested):
PAN card copy of HUF & KARTA, address proof of HUF & KARTA, HUF declaration, bank account details (cancelled cheque).
(iv) Demat details (Demat master / Latest Demat statement).

It may be noted that other than submission of above forms and documents, in person verification may be required.

In case of Public Shareholder being other than individual or HUF:

a) If the Public Shareholder is already registered with KRA, the following documents will be required to be submitted (duly filled and completed)
   (i) KYC form and the supporting documents (all such documents are required to be self-attested) including bank account details (cancelled cheque).
   (ii) DP details where the Equity Shares are deposited (Demat master/latest Demat statement), assuming the Equity Shares are in dematerialised mode.
   (iii) FATCA, IPV, OSV if applicable.
   (iv) Latest list of directors / authorised signatories / partners / trustees.
   (v) Latest shareholding pattern.
   (vi) Board resolution.
   (vii) Details of ultimate beneficial owner along with PAN card and address proof.
   (viii) Last 2 years' financial statements.

b) If the Public Shareholder is not registered with KRA, the following documents will be required to be submitted (duly filled and completed):
   (i) KRA form.
   (ii) KYC form and the supporting documents (all such documents are required to be self-attested): PAN card copy of company/firm/trust, address proof of company/firm/trust and bank account details (cancelled cheque).
   (iii) Demat details (Demat master / Latest Demat statement).
   (iv) FATCA, IPV, OSV if applicable.
   (v) Latest list of directors/authorised signatories/partners/trustees.
   (vi) PAN card copies & address proof of directors/authorised signatories/ partners/ trustees.
   (vii) Latest shareholding pattern.
   (viii) Board resolution/ partnership declaration.
   (ix) Details of ultimate beneficial owner along with PAN card and address proof.
   (x) Last 2 years' financial statements.
   (xi) Memorandum of association/partnership deed/trust deed.
   It may be noted that, other than submission of above forms and documents, in person verification may be required.

It may be noted that above mentioned list of documents is an indicative list. The requirement of documents and procedures may vary from broker to broker.

8.16. **Procedure for tendering shares held in Dematerialized Form.**

a) The Equity shareholders who are holding the equity shares in demat form and who desire to tender their Equity shares in this offer shall approach their broker indicating to their broker the details of equity share they intend to tender in Open Offer.

b) The Selling Broker would be required to place an order/bid on behalf of the Public Shareholders who wish to tender Equity Shares in the Open Offer using the Acquisition Window of the Stock Exchanges. Before placing the bid, lien will be required to be marked on the tendered Equity Shares. Details of the Equity Shares marked as lien in the demat account of the Public Shareholder shall be provided by their respective depositories to the Clearing Corporation. In case, the Public Shareholder's demat account is held with one depository ("Source Depository") and the clearing member pool and Clearing Corporation account is held with another depository ("Recipient Depository"), the Equity Shares shall be blocked in the shareholders demat account at the Source Depository during the Tendering Period. IDT instructions shall be initiated by the Public Shareholder at the Source Depository to the clearing member / Clearing Corporation account at Recipient Depository. Source Depository shall block the Public Shareholder's Equity Shares (i.e., transfers from free balance to blocked balance) and send IDT message to Recipient Depository for confirming creation of lien. Details of Equity Shares blocked in the Public Shareholder's demat account shall be provided by the Recipient Depository.

c) For custodian participant, orders for demat equity Shares early pay-in is mandatory prior to confirmation of order by the custodian. The custodians shall either confirm or reject orders not later than close of trading hours on the last day of the Offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected.

d) The details of settlement number for early pay-in of Equity Shares shall be informed in the issue opening circular that will be issued by the Stock Exchange/ Clearing Corporation, before the opening of the Offer.

e) Upon placing the order, the Selling Broker(s) shall provide transaction registration slip ("TRS") generated by the Exchange bidding system to the shareholder. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No. of equity shares tendered etc.

f) The shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Open Offer.

g) In case any person has submitted Equity Shares in physical form for conversion to Demat, such Public Shareholders should ensure that the process of getting the Equity Shares converted to Demat mode is completed well in time so that they can participate in the Offer before the closure of the Tendering Period.

h) **The shareholders holding Equity shares in demat mode are not required to fill any Form of Acceptance-cum Acknowledgement. The shareholders are advised to retain the acknowledged copy of the DIS and the TRS till the completion of Offer Period.**

i) The Public Shareholders holding shares in dematerialised form are not required to fill any Form of Acceptance, unless required by their respective Selling Broker.

j) All non-resident Public Shareholders (i.e., Public Shareholders not residing in India including NRIs, OCBs and FPIs) are mandatorily required to fill the Form of Acceptance. The non-resident Public Shareholders holding Equity Shares in dematerialised form, directly or through their respective Selling Brokers, are required to send the Form of Acceptance along with the required documents to the Registrar to the Offer at its address given on the cover page of the LOF. The envelope should be super scribed as "Hittco Tools Limited - Open Offer - 2026". The detailed procedure for tendering Equity Shares will be included in the Form of Acceptance.

8.17. Procedure to be followed by the registered Shareholders holding Equity Shares in physical form:

a) Shareholders who are holding physical equity shares and intend to participate in the offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out including the:

i. The form of Acceptance-cum-Acknowledgement duly signed (by all equity Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares;
ii. Original Share Certificates;
iii. Valid shares transfer form(s) duly filled and signed by the transferors (i.e., by all registered Shareholders in same order and as per the specimen signatures registered with the Target Company or signature verified by bank or a notary and duly witnessed at the appropriate place authorizing the transfer in favour of the Acquirers;
iv. Self-attested copy of the Shareholder's PAN card;
v. Any other Relevant documents such as (but not limited to):
   - Duly attested power of attorney if any person other than the equity shareholder has signed the relevant Form of Acceptance-cum-Acknowledgement;
   - Notarized Copy of death Certificate/ succession certificate or probated will, if the original Shareholder has deceased;
   - Necessary corporate authorizations, such as Board Resolutions etc, in case of companies.
vi. In addition to the above, if the address of the Shareholders has undergone a change from the address registered in the register of members of the Target Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: Valid Aadhar Card, Voter Identity card or Passport or in case of companies, LLPs and Body Corporate copy of MCA Master data records.

b) Selling Broker should place order on the Acquisition Window with the relevant details as mentioned on the physical share certificate(s). Upon placing the order, the Selling broker shall provide a TRS generated by the Exchange bidding system to the Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., No. of Equity shares tendered etc.

c) After placement of order, as mentioned in paragraph 8.12(b), the Selling Broker must ensure delivery of the Form of Acceptance-cum-Acknowledgement, TRS, Original share certificate(s), valid share transfer form(s) and other documents (as mentioned in the paragraph 8.12(a)) either by speed post or courier or hand delivery to the Registrar to the Offer or Manager to the Offer (at the address mentioned on the cover page not later than 2 (two) days from the Offer Closing Date (by 5 PM). The envelope should be superscripted as **"Hittco Tools Limited - Open Offer".** One copy of the TRS will be retained by the Registrar to the Offer or Manager to the Offer and it will provide acknowledgement of the same to the Selling Broker.

d) The Selling Broker/Public Shareholder has to deliver the original share certificate(s) and documents (as mentioned above) along with the TRS either by speed post or courier or hand delivery to the Registrar to the Offer i.e., Cameo Corporate Services Limited so as to reach them no later than the Offer Closing Date (by 5:00 p.m. Indian Standard Time). The envelope should be super scribed as **"Hittco Tools Limited - Open Offer"**. 1 (one) copy of the TRS will be retained by the Registrar, and it will provide acknowledgement of the Public Shareholder. Physical share certificates and other relevant documents should not be sent to the Acquirers, the Target Company or the Manager to the Open Offer. The Acquirers, the Manager to the Open Offer and the Registrar to the Offer do not accept any responsibility for any loss of documents during transit (including but not limited to Form of Acceptance, delivery instruction slips, original share certificates, share transfer forms, etc.), and Public Shareholders are advised to adequately safeguard their interest in this regard.

e) Shareholders holding physical Equity shares should note that the physical equity Shares will not be accepted by the Registrar to the Offer or Manager to the Offer unless the complete set of documents is submitted. Acceptance of the physical equity shares by the Acquirers shall be subjected to verification as per the SEBI (SAST) Regulations and any further directions issued in this regard. Registrar to the Offer or Manager to the Offer will verify such orders based on the documents submitted on a daily basis and till such time the Stock Exchange(s) shall display such orders as "unconfirmed physical Bids". Once, Registrar to the Offer or Manager to the Offer confirms the order it will be treated as "Confirmed Bids".

f) In case any person has submitted Equity shares in physical form for dematerialization, such shareholders should ensure that the process of getting the equity shares dematerialized is completed well in time so that they can participate in the offer before the Offer Closing Date.

8.18. Modification/Cancellation of orders will not be allowed during the period the Offer is open.

8.19. The cumulative quantity tendered shall be made available on the website of the Stock Exchange(s) throughout the trading session and will be updated at specific intervals during the tendering period.

8.20. Procedure for Tendering the Shares in case of Non-Receipt of the Letter of Offer:

Persons who have acquired equity shares but whose names do not appear in the register of members of the Target Company on the Identified date, or those who have not received the Letter of offer, may also participate in this Offer. A shareholder may participate in the Offer by approaching their broker and tender Equity shares in the Open Offer as per the procedure mentioned in this Draft Letter of Offer or in the Form of Acceptance-cum-Acknowledgement. The Letter of Offer along with Form of Acceptance-cum-Acknowledgement will be dispatched to all the eligible shareholders of the Target Company as on the Identified date. In case of non-receipt of the Letter of Offer, such eligible shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or BSE website (www.bseindia.com) or Merchant Banker website (www.navigantcorp.com) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity shares of the Target Company. Alternatively in case of non-receipt of the Letter of Offer, shareholders holding shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder, stating name, address, number of shares held, client Id number, DP name, DP ID number, number of shares tendered and other relevant documents such as physical share certificates and Form SH-4 in case of shares being held in physical form. Such Shareholders have to ensure that their order is entered in the electronic platform to be made available by the Stock Exchange(s) before the closure of the Offer.

8.21. The acceptance of the Offer made by the Acquirers are entirely at the discretion of the shareholders of the Target Company. The Acquirers do not accept any responsibility for the decision of any Shareholder to either participate or to not participate in this Offer. The Acquirers will not be responsible in any manner for any loss of share certificate(s) and other documents during transit and the shareholders are advised to adequately safeguard their interest in this regard.

8.22. Acceptance of Equity Shares

Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines. In the event that the number of Equity Shares (including demat Equity Shares, physical Equity Shares and locked-in Equity Shares) validly tendered by the Shareholders under this Offer is more than the number of Offer Shares, the Acquirers shall accept those Equity Shares validly tendered by the Shareholders on a proportionate basis in consultation with the Manager, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Equity Shares from a Shareholder shall not be less than the minimum marketable lot.

As per the recent amendment of SEBI vide its circular SEBI/HO/CFD/DCR-III/ CIR/P/2021/615 dated August 13, 2021, in consultation with Depositories, Clearing Corporations and Stock Exchange, it has been decided that a lien shall be marked against the shares of the shareholders participating in the tender offers. Upon finalization of the entitlement, only accepted quantity of shares shall be debited from the demat account of the shareholders. The lien marked against unaccepted shares shall be released. The detailed procedure for tendering and settlement of shares under the revised mechanism is specified in the Annexure. All other procedures shall remain unchanged.

The Equity Shares tendered in the Offer shall be held in trust by the Clearing Corporation /Registrar to the Offer until the completion of the Offer formalities and the Public Shareholders who have tendered their Equity Shares will not be able to trade in such Equity Shares during such period, even if the acceptance of equity Shares in this offer and/or dispatch of payment consideration are delayed. Further, during such period, there may be fluctuations in the market price of the Equity Shares that may adversely impact the Public Shareholders who have tendered their Equity Shares in this Offer. It is understood that the Public Shareholders will be solely responsible for their decisions regarding their participation in this Offer and the Acquirers do not make any assurance with respect to the market price of the Equity Shares at any time, whether during or after the completion of the Offer, and disclaim any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any shareholder on whether to participate or not to participate in the Offer.

8.23. Settlement Process

a) On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list shall be provided to the Stock Exchange to facilitate settlement on the basis of Shares transferred to the Clearing Corporation. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market. Selling Brokers should use the settlement number to be provided by the Clearing Corporation to transfer the shares in favor of Clearing Corporation.

b) The shares shall be directly credited to the pool account of the Buying Broker. For the same, the existing facility of client direct pay-out in the capital market segment shall be available. Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of shares to the pool account of the Buying Broker. In case of partial or non-acceptance of orders or excess pay-in, demat Shares shall be released to the securities pool account of the Selling Broker / custodian, post which, the Selling Broker would then issue contract note for the shares accepted and return the balance shares to the Shareholders. Any excess physical Equity Shares, to the extent tendered but not accepted, will be returned to the Shareholder(s) directly by Registrar to the Offer.

c) In case of certain client types viz. NRI, Foreign Clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Broker's settlement accounts for releasing the same to their respective Shareholder's account onwards.

8.24. Settlement of Funds/ Payment Consideration

The settlement of fund obligation for demat and physical Equity Shares shall be effected through existing settlement accounts of Selling Broker. The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Selling Broker / Custodian Participant will receive funds payout in their settlement bank account. The Selling Brokers / Custodian participants would pay the consideration to their respective clients. The funds received from Buying Broker by the Clearing Corporation will be released to the Selling Broker(s) as per secondary market pay-out mechanism. Shareholders who intend to participate in the Offer should consult their respective Selling Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling Shareholders for tendering Equity Shares in the Offer (secondary market transaction).

The consideration received by the selling Shareholders from their respective Selling Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirers accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Shareholder. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirers for payment of consideration to the shareholders of the Target Company who have accepted the Open Offer within such period, subject to Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18 (11) of the SEBI (SAST) Regulations, 2011.

8.25. Guidance for Shareholders Grievances

Shareholders of the Target Company may approach the Manager to the Open Offer / Registrar to the Open Offer for any grievance. However, if shareholder is not satisfied or does not receive a satisfactory response to their grievance then Shareholder may approach SEBI through online SEBI Complaint Redressal System (SCORES) at www.scores.gov.in. In case, during the open offer or before the opening of the offer, any shareholder has any comment/ complaint about the disclosures given by the Acquirers in Public Announcement ("PA") / Detailed Public statement ("DPS") / Draft Letter of Offer ("DLOF"), Shareholder may write to Corporate Finance Department, Division of Corporate Restructuring at SEBI Bhavan, Plot No. C4-A, 'G' Block, Bandra Kurla Complex, Bandra (E), Mumbai 400051. Please note that PA, DPS, DLOF are also available on website of SEBI at www.sebi.gov.in.

9. NOTES ON TAXATION

THE SUMMARY OF THE INCOME TAX CONSIDERATIONS HEREUNDER ARE BASED ON THE CURRENT PROVISIONS OF THE INCOME-TAX ACT, 2025 INCLUDING THE AMENDMENTS INTRODUCED BY THE FINANCE ACT, 2026 ("INCOME TAX ACT"). THE LEGISLATIONS, THEIR JUDICIAL INTERPRETATION AND THE POLICIES OF THE REGULATORY AUTHORITIES ARE SUBJECT TO CHANGE (INCLUDING RETROSPECTIVE CHANGES/CLARIFICATIONS) FROM TIME TO TIME, AND THESE MAY HAVE A BEARING ON THE IMPLICATIONS LISTED BELOW. ACCORDINGLY, ANY CHANGE OR AMENDMENTS IN THE LAW OR RELEVANT REGULATIONS WOULD NECESSITATE A REVIEW OF THE BELOW.

THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, ARE SUBJECT TO CHANGE OR MODIFICATIONS BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT INCOME TAX IMPLICATIONS. THIS NOTE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES.

THE IMPLICATIONS ARE ALSO DEPENDENT ON THE PUBLIC SHAREHOLDERS FULFILLING THE CONDITIONS PRESCRIBED UNDER THE PROVISIONS OF THE RELEVANT SECTIONS UNDER THE RELEVANT TAX LAWS. IN VIEW OF THE PARTICULARISED NATURE OF INCOME TAX CONSEQUENCES, PUBLIC SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.

THE ACQUIRERS DO NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF ANY TAX ADVICE. THEREFORE, THE PUBLIC SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY OF INCOME-TAX IMPLICATIONS, RELATING TO THE TREATMENT OF INCOME TAX IN THE CASE OF TENDERING OF LISTED EQUITY SHARES

IN OPEN OFFER, AS SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

THE SUMMARY ON TAX CONSIDERATIONS IN THIS SECTION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND DOES NOT PURPORT TO BE A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES. THIS NOTE IS NEITHER BINDING ON ANY REGULATORS NOR CAN THERE BE ANY ASSURANCE THAT THEY WILL NOT TAKE A POSITION CONTRARY TO THE COMMENTS MENTIONED HEREIN. HENCE, YOU SHOULD CONSULT WITH YOUR OWN TAX ADVISORS FOR THE TAX PROVISIONS APPLICABLE TO YOUR PARTICULAR CIRCUMSTANCES. THE LAW STATED BELOW IS AS PER THE INCOME TAX ACT.

9.1 General Provisions:

9.1.1 Securities Transaction Tax ("**STT**") will be payable through stock exchange on Equity Shares tendered/accepted under this Open Offer. STT is payable on the value of securities on every purchase and sale of securities that are listed on recognized stock exchange. Currently, the STT rate applicable on both purchase and sale of shares on the stock exchange in delivery cases is 0.10% (zero point one per cent) of the value of security transacted.

9.1.2 The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. The Indian tax year runs from April 1 until March 31.

9.1.3 A person who is an Indian tax resident is typically liable to income-tax in India on his worldwide income, in accordance with the provisions of the Income Tax Act.

9.1.4 A person who is treated as a non-resident for Indian income-tax purposes is subject to tax in India only on such person's India-sourced income (i.e., income which accrues or arises or deemed to accrue or arise in India) and on income received or deemed to be received by such persons in India. In the case of shares of a company, the source of income from shares will depend on the "situs" of such shares. As per judicial precedents, generally the "situs" of the shares is where a company is "incorporated".

9.1.5 Accordingly, since the Target Company is incorporated in India, the Target Company's shares should be deemed to be "situated" in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the Income Tax Act.

9.1.6 Further, the non-resident shareholder can avail beneficial treatment under the Double Taxation Avoidance Agreements("**DTAA**") between India and the respective country of which the said shareholder is tax resident subject to satisfying relevant conditions including but not limited to: (a) conditions (if any) present in the said DTAA read with the relevant provisions of the Multilateral Instrument ("**MLI**") as ratified by India with the respective country of which the said shareholder is a tax resident; (b) non-applicability of General Anti- Avoidance Rules ("**GAAR**"); and (c) providing and maintaining necessary information and documents as prescribed under the Income Tax Act.

9.1.7 The Income Tax Act also provides for different income-tax regimes/ rates applicable to the gains arising from the tendering of shares under the Open Offer, based on the period of holding, residential status, classification of the public shareholder, nature of the income earned and mode of acquisition, etc.

9.1.8 As per the provisions of the Income Tax Act, the Public Shareholders would be required to file an annual income-tax return, as may be applicable to different category of persons based on the nature of income earned, with the Indian income tax authorities, reporting their income for the relevant year.

9.1.9 In case of delay in receipt of any statutory approvals as may be required as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that non-receipt of such approvals was not attributable to any wilful default, failure or neglect on the part of the Acquirers to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Open Offer, subject to the Acquirers agreeing to pay interest to the Public Shareholders for delay beyond 10 (ten) Working Days at such rate, as may be specified by SEBI from time to time.

9.1.10 In accordance with Regulation 18 (11A) of the SEBI (SAST) Regulations, if any waiver is not granted by SEBI, then the Acquirers shall pay interest to all such Public Shareholders whose Equity Shares have been accepted in the Open Offer, at the rate of 10.00% (ten per cent) per annum, in the event the Acquirers are unable to make payment to the Public Shareholders who have accepted Equity Shares in the Open Offer within the statutory period as prescribed.

9.1.11 The summary of income-tax implications on tendering of listed equity shares on recognised stock exchanges in India is set out below. All references to Equity Shares, herein refer to listed Equity Shares unless stated otherwise.

9.2 Classification of Shareholders:

Public Shareholders can be classified under the following categories:

9.2.1 Resident Public Shareholders being:

(a) Individuals, Hindu Undivided Family("**HUF**"), Association of Persons ("**AOP**") and Body of Individuals ("**BOI**");

(b) Others (such as company, firm, etc.).

9.2.2 Non-Resident Public Shareholders being:

(a) Non-Resident Indians (NRIs);

(b) Foreign Institution Investors ("**FIIs**")/ Foreign Portfolio Investors ("**FPIs**"); (c) Others (such as foreign company, firm, etc.).

9.3 Classification of Income:

9.3.1 Equity Shares can be classified under the following two categories:

a) Equity Shares held as investment (income from transfer taxable under the head 'Capital Gains'); and

b) Equity Shares held as stock-in-trade (Income from transfer taxable under the head 'Profits and Gains from Business or Profession'("**PGBP**")).

9.3.2 In view of the definition of 'capital asset' provided in Section 2(22) of the Income Tax Act, shares held by all FIIs or FPIs registered under the SEBI (Foreign Portfolio Investors) Regulations, 2014, as amended, are to be treated as 'capital asset'. Further, considering the amended definition of "capital asset" under the Finance Act, 2025, the securities (as defined under Securities Contract (Regulation) Act, 1956) held by "Investment fund" specified in clause (a) of Section 224(10) of the Income Tax Act), are also to be treated as "capital asset".

9.3.3 For Public Shareholder other than FIIs/ FPIs and Investment funds, gains arising from the transfer of Equity Shares may be treated either as 'capital gains' or as 'PGBP' for income-tax purposes, depending upon whether such Equity Shares were held as a capital asset or trading asset (i.e. stock-in-trade). Public Shareholders (other than FIIs/ FPIs) should also refer to the relevant circulars/notifications and guidelines issued by the Central Board of Direct Taxes ("**CBDT**") in this regard.

9.4 Income from sale of Equity Shares held as investment:

As per the provisions of the Income Tax Act, where the Equity Shares are held as investments (i.e., capital asset), income arising from the transfer of such shares is taxable under the head 'Capital Gains'. Additionally, the securities held by FIIs/ FPIs and investment funds are treated as capital assets under Section 2(22) of the Income Tax Act. Therefore, gains arising out of securities held by FIIs/ FPIs and Investment funds will be taxable in India as capital gains. Capital gains in the hands of the Public Shareholders will be computed as per provisions of Section 72 of the Income Tax Act.

9.5 Period of holding:

9.5.1 Depending on the period for which the shares are held, the gains will be taxable as "short-term capital gain" or "long-term capital gain":

(a) In respect of equity shares held for a period less than or equal to 12 (twelve) months prior to the date of transfer, the same should be treated as a "short-term capital asset", and accordingly the gains arising therefrom should be taxable as "short term capital gains" ("**STCG**").

(b) Similarly, where equity shares are held for a period more than 12 (twelve) months prior to the date of transfer, the same should be treated as a "long-term capital asset", and accordingly the gains arising therefrom should be taxable as "long-term capital gains" ("**LTCG**").

9.6 Tendering of Equity Shares in the Offer through a recognized Stock Exchange in India:

9.6.1 Where a transaction for transfer of such Equity Shares (i.e., acceptance under an open offer) is transacted through recognised stock exchanges and is chargeable to STT, then the taxability will be as under (for all categories of Public Shareholders):

a. As per Section 198 of the Income Tax Act, LTCG (exceeding INR 1,25,000 (Indian Rupees One Lakh and Twenty Five Thousand) arising on sale of listed equity shares will be subject to tax at the rate of 12.50% (twelve point five zero per cent) (plus applicable surcharge and health and education cess) if STT has been paid on both purchase and sale of shares except in certain cases notified/ exceptions provided by CBDT *vide* Notification No. 60/2018 dated October 1, 2018. Further, no deduction under Chapter VIII of Income Tax Act would be allowed in computing LTCG subject to tax under Section 198 of the Income Tax Act. Further, for capital gains referred to in Section 198 of the Income Tax Act, as per Section 72 of the Income Tax Act, LTCG will be computed without considering the indexation benefit.

b. The cost of acquisition will be computed in accordance with the provisions of Section 90 read with Section 198 of the Income Tax Act. In terms of Section 90 read with Section 198 of the Income Tax Act, if investments were made on or before January 31, 2018, a method of determining the cost of acquisition of such investments has been specifically laid down such that gains up to January 31, 2018 are grandfathered (not taxed). To clarify, if the equity shares on which STT is paid were acquired prior to January 31, 2018, the cost of acquisition of such shares should be higher of:

   (i) Actual cost of acquisition; or
   (ii) Lower of: (1) fair market value as on January 31, 2018, and (2) full value of consideration received or accruing as a result of the transfer of the shares ('actual sale consideration').
   Fair market value has been defined to mean the highest price of the equity shares quoted on any recognized stock exchange on January 31, 2018.

c. If STT is not paid at the time of acquisition of the shares being acquired under the Open Offer and the same do not fall within the exceptions identified under CBDT Notification No. 60/2018 dated October 1, 2018, then the entire LTCG arising to the public shareholder shall be subject to tax as under:

   (i) At 12.50% (twelve point five zero per cent) in the case of resident Public Shareholders in accordance with provisions of Section 197 of the Income Tax Act (without indexation benefit and Chapter VIII deduction under Income Tax Act);

   (ii) At 12.50% (twelve point five zero per cent) in the case of non-resident Public Shareholders (other than an FPI/ FII or NRI who is governed by the provisions of Chapter XIII of the Income Tax Act) in accordance with provisions of Section 197 of the Income Tax Act (without indexation benefit and Chapter VIII deduction under Income Tax Act).

   (iii) 12.50% (twelve point five zero per cent) in case of NRI under Section 214 of the Income Tax Act (without indexation benefit and Chapter VIII deduction under Income Tax Act).

   (iv) At 12.50% (twelve point five zero per cent) in the case of FIIs/ FPIs in accordance with the provisions of Section 210 of the Income Tax Act (without indexation benefit, foreign exchange fluctuation and Chapter VIII deduction under Income Tax Act).

d. STCG arising on the sale of listed equity shares, which is subject to STT, would be subject to tax as under:

   (i) At 20.00% (twenty per cent) under Section 196 of the Income Tax Act in the case of all Public Shareholders (other than FPI/ FII). Further, no indexation benefit and no deduction under Chapter VIII of Income Tax Act would be allowed in computing STCG.

   (ii) At 20.00% (twenty per cent) under Section 210 of the Income Tax Act, in the case of FIIs/ FPIs. Further, no indexation benefit and no deduction under Chapter VIII of Income Tax Act would be allowed in computing STCG.

e. In addition to the above LTCG or STCG tax, applicable surcharge and health and education cess is leviable.

f. Further, in case of resident individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is required to be considered while computing tax on such LTCG or STCG taxable under Sections 197, 198 or 196 of the Income Tax Act.

g. Under Section 11 read with Schedule V of the Income Tax Act, any income of an Investment Fund, other than the income chargeable under the head 'PGBP' is exempt from income tax for the Investment Fund but is taxable in the hands of their investors on a pass-through basis. For this purpose, an "Investment Fund" means a fund registered as Category I or Category II Alternative Investment Fund and is regulated under the Securities and Exchange Board of India (Alternate Investment Fund) Regulations, 2012 or regulated under the International Financial Services Centres Authority (Fund Management) Regulations, 2022 made under the International Financial Services Centres Authority Act, 2019, each as amended.

h. Under Section 11 read with Schedule VII of the Income Tax Act, any income of mutual funds registered under SEBI or regulations made thereunder or mutual funds set up by public sector banks or public financial institutions or mutual funds authorized by the RBI and subject to the conditions specified therein, is exempt from tax subject to such conditions as the Central Government may by notification in the Official Gazette, specify in this behalf.

i. Non-resident Public Shareholders can avail beneficial provisions of the applicable DTAA entered into by India subject to fulfilling of the relevant conditions and the documentary compliance prescribed under the Income Tax Act.

j. Minimum alternate tax("MAT") implications may get triggered in the hands of a resident corporate public shareholder and should be assessed by each corporate public shareholder. For resident corporate Public Shareholders who have opted to be governed by the beneficial corporate income tax rate of 22.00% (twenty two per cent) or 15.00% (fifteen per cent) under Section 200 or 201 respectively of the Income Tax Act, MAT implications will not be applicable.

   Foreign companies will not be subject to MAT if the country of residence of such of the foreign country has entered into a DTAA with India and such foreign company does not have a permanent establishment in India in terms of the DTAA or such company is a resident of a country with which India does not have such agreement and the such foreign company is not required to seek registration under any law for the time being in force, relating to companies.

   For non-company Public Shareholders, applicability of the provisions of Alternate Minimum Tax will also have to be analysed depending upon the facts of each case.

9.7 Shares held as Stock-in-Trade:

If the shares are held as stock-in-trade by any of the eligible Public Shareholders of the Target Company, then the gains will be characterized as business income and taxable under the head 'PGBP'.

9.7.1 Resident Public Shareholders:

Profits of:

a. Individuals, HUF, AOP and BOI will be taxable at applicable slab rates.

b. Domestic companies will be generally taxed at the tax rates applicable for such company in accordance with the provisions of the Income Tax Act including but not necessarily limited to, the following cases:

   (i) Domestic companies having total turnover or gross receipts during the previous year 2024-25 not exceeding INR 400,00,00,000 (Indian Rupees Four Hundred Crore) will be taxable at the rate of 25.00% (twenty five per cent) in tax year 2026-27.

   (ii) Domestic companies liable to pay tax under Section 200 of the Income Tax Act will be taxable at the rate of 22.00% (twenty two per cent) if conditions of Section 200 of the Income Tax Act are met.

(iii) Domestic companies liable to pay tax under Section 201 of the Income Tax Act will be taxable at the rate of 22.00% (twenty two per cent) on non-manufacturing income.

(iv) For persons other than stated in (a) and (b) above, profits will be taxable at the rate of 30.00% (thirty per cent).

c. Surcharge and health and education cess are applicable in addition to the taxes described above.

9.7.2 Non-Resident Public Shareholders:

a. Non-resident Public Shareholders can avail beneficial provisions of the applicable DTAA read with MLI, entered into by India with the relevant shareholder country, but subject to fulfilling relevant conditions, non-applicability of GAAR, satisfying principal purpose test (as applicable under the relevant DTAA) and maintaining and providing necessary documents prescribed under the Income Tax Act.

b. Where DTAA provisions are not applicable:

(i) For non-resident individuals, HUF, AOP and BOI, profits will be taxable at applicable slab rates

(ii) For foreign companies, profits will be taxed in India at the rate of 35.00% (thirty five per cent).

(iii) For other non-resident Public Shareholders, profits will be taxed in India at the rate of 30.00% (thirty per cent).

c. Surcharge and health and education cess are applicable in addition to the taxes described above.

d. No benefit of indexation by virtue of period of holding will be available in any case.

9.8 Tax Deduction at Source:

9.8.1 In case of Resident Public Shareholders:

(a) In absence of any specific provision under the Income Tax Act, the Acquirers are not required to deduct tax on the consideration payable to the resident Public Shareholders pursuant to the said Offer.

(b) With effect from July 1, 2021, the Finance Act 2021 creates an obligation on the buyer of goods to withhold tax under Section 393(1) of the Income Tax Act at the rate of 0.10% (zero point one per cent) when buying goods from an Indian resident. The withholding obligation only exists where the consideration for goods exceeds INR 50,00,000 (Indian Rupees Fifty Lakh) and the buyer had a business turnover of more than INR 10,00,00,000 (Indian Rupees Ten Crore) in the immediately preceding year. The term "goods" has not been defined and may cover shares.

(c) As per Circular No 13 of 2021 dated June 30, 2021 issued by the CBDT, the provisions of Section 393(1) of the Income Tax Act is not applicable where the transactions in securities and commodities are traded through recognized stock exchange. Therefore, the Acquirers are not required to withhold tax under Section 393(1) of the Income Tax Act on consideration payable to resident Public Shareholders.

(d) As per Section 400 read with 393 of Income Tax Act read with Notification no. 51 of 2015, no tax shall be withheld by while making payment of any income (other than Business Income) to "Investment fund" specified in clause (a) of Section 224(10) of the Income Tax Act.

(e) The resident Public Shareholders must file their tax return in India *inter alia* considering gains arising pursuant to this Open Offer. The resident Public Shareholders undertake to indemnify the Acquirers if any tax demand (including any interest and penalty) is levied or raised on the Acquirers on account of income arising to the resident Public Shareholders pursuant to this Open Offer. The resident Public Shareholders also undertake to provide the Acquirers, on demand, the relevant details in respect of the taxability/ non-taxability of the proceeds pursuant to this Open Offer, copy of tax return filed in India, evidence of the tax paid etc.

9.8.2 In case of the non-resident Public Shareholders:

(a) **In case of FIIs/ FPIs:** Section 393(2) of the Income Tax Act provides for specific exemption from withholding tax in case of Capital Gains arising in hands of FIIs/ FPIs from the transfer of securities referred to in Section 210 of the Income Tax Act. Thus, no withholding of tax is required in case of consideration payable to FIIs/ FPIs subject to the FIIs and FPIs providing the required documentation and information.

Note: The CBDT has vide Notification No. 9/2014 dated January 22, 2014 notified Foreign Portfolio Investors registered under the Securities and Exchange Board of India (FPI) Regulations, 2014 as FII for the purpose of Section 210 of the Income Tax Act.

(b) In case of the other non-resident Public Shareholders (other than FIIs/FPIs) holding Equity Shares of the Target Company:

(i) Section 393(2) of the Income Tax Act provides that any person responsible for paying to a non-resident, any sum chargeable to tax is required to deduct tax at source (including applicable surcharge and cess). Subject to regulations in this regard, wherever applicable and it is required to do so, tax at source (including applicable surcharge and cess) shall be deducted at appropriate rates as per the Income Tax Act read with the provisions of the relevant DTAA, if applicable. In doing this, the Acquirers will be guided by generally followed practices and make use of data available in the records of the Registrar to the Offer except in cases where the non-resident Public Shareholders provide a specific mandate in this regard.

(ii) Given the practical difficulty, the Acquirers will not be deducting income tax at source on the consideration payable to such non- resident, as there is no ability for the Acquirers to deduct taxes since the remittance/ payment will be routed through the Stock Exchange and there will be no direct payment by the Acquirers to the non-resident Public Shareholders.

(iii) Since, the Open Offer is through the recognised Stock Exchange(s), the responsibility of discharging the tax due on the gains (if any) is primarily on the non-resident Public Shareholder. The non-resident Public Shareholder must compute such gains (if any) on this transaction and immediately pay applicable taxes in India, if applicable, in consultation with their custodians/ authorized dealers/ tax advisors appropriately. The non-resident Public Shareholders must file their tax return in India inter-alia considering gains arising pursuant to this Open Offer in consultation with their tax advisors.

(iv) The non-resident Public Shareholders undertake to indemnify the Acquirers if any tax demand (including any interest and penalty) is levied or raised on the Acquirers on account of gains arising to the non-resident Public Shareholders pursuant to this Open Offer. The non- resident Public Shareholders also undertake to provide the Acquirers, on demand, the relevant details in respect of the taxability/ non- taxability of the proceeds pursuant to this Open Offer, copy of tax return filed in India, evidence of the tax paid etc.

9.8.3 Remittance/ Payment of Interest:

(a) In case of interest, if any, paid by the Acquirers, to resident andnon- resident Public Shareholders for delay in receipt of statutory approvals as per Regulation 18(11) of the SEBI (SAST) Regulations or in accordance with Regulation 18(11A) of the SEBI (SAST) Regulations, the final decision to deduct tax or the quantum of taxes to be deducted rests solely with the Acquirers depending on the settlement mechanism for such interest payments. In the event, the Acquirers decide to withhold tax, the same shall be basis the documents submitted along with the Form of Acceptance or such additional documents as may be called for and received by the Acquirers. It is recommended that the Public Shareholders consult their custodians/ authorized dealers/ tax advisors appropriately with respect to the taxability of such interest amount (including on the categorisation of the interest, whether as capital gains or as other income). In the event the Acquirers are held liable for the tax liability of the shareholder (including any interest and penalty), the same shall be to the account of the Public Shareholder and to that extent the Acquirers should be indemnified.

(b) The Public Shareholders must file their tax return in India, *inter alia*, considering the interest (in addition to the gains on the sale of shares), if any, arising pursuant to this Open Offer. The Public Shareholders also undertake to provide the Acquirers, on demand, the relevant details in respect of the taxability/ non-taxability of the proceeds pursuant to this Open Offer, copy of tax return filed in India, evidence of the tax paid etc.

9.9 Rate of surcharge and cess:

In addition to the basic tax rate, applicable surcharge, health and education cess are currently leviable as under:

9.9.1 Surcharge:

(a) In case of domestic companies, surcharge at the rate of 12.00% (twelve per cent) is leviable where the total income exceeds INR 10,00,00,000 (Indian Rupees Ten Crore) and at the rate of 7.00% (seven per cent) where the total income exceeds INR 1,00,00,000 (Indian Rupees One Crore) but less than INR 10,00,00,000 (Indian Rupees Ten Crore), for companies not opting for tax regime under Section 200 and Section 201 of the Income Tax Act.

(b) In case of domestic companies liable to pay tax under Section 200 or Section 201 of the Income Tax Act), surcharge at the rate of 10.00% (ten per cent) is leviable, irrespective of the amount of income.

(c) In case of companies other than domestic companies, surcharge at the rate of 5.00% (five per cent) is leviable where the total income exceeds INR 10,00,00,000 (Indian Rupees Ten Crore) and at the rate of 2.00% (two per cent) where the total income exceeds INR 1,00,00,000 (Indian Rupees One Crore) but less than INR 10,00,00,000 (Indian Rupees Ten Crore).

(d) In case of individuals, HUF, AOP, BOI:

i. Surcharge at the rate of 10.00% (ten per cent) is leviable where the total income exceeds INR 50,00,000 (Indian Rupees Fifty Lakh) but less than INR 1,00,00,000 (Indian Rupees One Crore).

ii. Surcharge at the rate of 15.00% (fifteen per cent) is leviable where the total income exceeds INR 1,00,00,000 (Indian Rupees One Crore) but less than INR 2,00,00,000 (Indian Rupees Two Crore).

iii. Surcharge at the rate of 25.00% (twenty five per cent) where the total income exceeds INR 2,00,00,000 (Indian Rupees Two Crore) but less than INR 5,00,00,000 (Indian Rupees Five Crore).

iv. Surcharge at the rate of 37.00% (thirty seven per cent) where the total income exceeds INR 5,00,00,000 (Indian Rupees Five Crore).

(e) For the purpose of income chargeable under Sections 196, 197, 198 and 210 of the Income Tax Act (for income chargeable to tax under the head "Capital Gains"), the maximum rate of surcharge shall not exceed 15.00% (fifteen per cent).

(f) Surcharge is capped at 25.00% (twenty five per cent) for eligible taxpayers opting under new tax regime under Section 202 of the Income Tax Act.

(g) In case of Firm and Local Authority, surcharge at the rate of 12.00% (twelve per cent) is leviable where the total income exceeds INR 1,00,00,000 (Indian Rupees One Crore) (h) Further, in case of an AOP (which only has companies as its members), surcharge at the rate of 15.00% (fifteen per cent) is leviable where the total income exceeds INR 1,00,00,000 (Indian Rupees One Crore).

9.9.2 ***Cess:***

Health and education cess at the rate of 4.00% (four per cent) is currently leviable in all cases.

9.9.3 Others:

9.9.3.1 Notwithstanding the details provided above, all payments will be made to the Public Shareholders subject to compliance with prevailing tax laws.

9.9.3.2 Taxes once withheld will not be refunded by the Acquirers under any circumstances. The tax deducted by the Acquirers (if required) while making payment to a Public Shareholder may not be the final tax liability of such Public Shareholder and shall in no way discharge the obligation of the Public Shareholder to appropriately disclose the amounts received by it, pursuant to this Open Offer, before the income-tax authorities.

9.9.3.3 All Public Shareholders are advised to consult their tax advisors for the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirers to the Open Offer do not accept any responsibility for the accuracy or otherwise of such advice. The aforesaid treatment of tax deduction at source may not necessarily be the treatment for filing the return of income. The Acquirers shall deduct tax (if required) as per the information provided and representation made by the Public Shareholders.

9.9.3.4 The Acquirers will deduct tax (if required) as per the information provided and representation made by the Public Shareholders. In the event of any income-tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/ to be provided by the Public Shareholder, such Public Shareholder will be responsible to pay such income-tax demand under the Income Tax Act and provide the Acquirers with all information/ documents that may be necessary and co-operate in any proceedings before income tax/ appellate authority in India.

THE ABOVE NOTE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND DOES NOT PURPORT TO BE A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES. THIS NOTE IS NEITHER BINDING ON ANY REGULATORS NOR CAN THERE BE ANY ASSURANCE THAT THEY WILL NOT TAKE A POSITION CONTRARY TO THE COMMENTS MENTIONED HEREIN. HENCE, YOU SHOULD CONSULT WITH YOUR OWN TAX ADVISORS FOR THE TAX PROVISIONS APPLICABLE TO YOUR PARTICULAR CIRCUMSTANCES.

APPLICABILITY OF OTHER RELEVANT LAWS IN INDIA (SUCH AS STAMP DUTY, ETC.) SHALL DEPEND ON FACTS OF EACH CASE AND PUBLIC SHAREHOLDERS SHOULD CONSULT WITH THEIR OWN ADVISORS FOR THE SAME.

10. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the office of the Manager to the Offer at Navigant Corporate Advisors Limited, 804, Meadows, Sahar Plaza Complex, J B Nagar, Andheri-Kurla Road, Andheri East, Mumbai-400-059 from 11.30 a.m. to 2.30 p.m. on any working day, except Saturdays, Sundays and Holidays until the closure of the Offer. Shareholders have option to verify below mentioned records electronically by placing a request on the email i.e. navigant@navigantcorp.com by providing details such as DP-ID-Client ID and Folio No etc.

10.1. Certificate of Incorporation, Memorandum and Articles of Association of Hittco Tools Limited.

10.2. Annual Reports of Hittco Tools Limited for years ended on March 31, 2026, 2025 and 2024.

10.3. Certificate dated October 26, 2026 issued by CA Greta Crasto (Membership No. 048605), Partner of M/s. Ganesh & Rajendra Associates, Chartered Accountants (Firm Registration No. 103055W), certifying the net worth of Acquirer-1 and Acquirer-2.

10.4. Certificate dated September 01, 2026 issued by CA Pooja Jain (Membership No. 159740), Proprietor of M/s. Pooja Jain & Associates, Chartered Accountants, certifying the net worth of Acquirer-3.

10.5. Escrow Agreement dated October 26, 2026 executed between Acquirers and ICICI Bank Limited and Navigant Corporate Advisors Limited ("Escrow Agreement").

10.6. Bank Statement of ICICI Bank Limited confirming the amount kept in Escrow Account opened as per SEBI (SAST) Regulation.

10.7. Bank Guarantee Number 0038NDDG00007627 issued by ICICI Bank Limited.

10.8. Copy of Public Announcement dated October 26, 2026.

10.9. Published copy of the DPS which appeared in the newspapers on November 02, 2026.

10.10. Memorandum of Understanding between Manager to the Offer & Acquirers.

10.11. Copy of Recommendation made by Committee of Independent Directors of Target Company dated (.).

10.12. Observation letter no. (.) dated (.) on the DLOF filed with the Securities and Exchange Board of India.

11. DECLARATION BY THE ACQUIRERS

11.1. We have made all reasonable inquiries, accept responsibility for, and confirm that this DLOF contains all information with regard to the Offer, which is material in the context of the issue, that the information contained in this DLOF is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

11.2. We jointly and severally are responsible for ensuring compliance with the Takeover Regulations and the obligations as stated under the Takeover Regulations. All information contained in this document is true and correct as on date of the PA, DPS and this DLOF, unless stated otherwise.

11.3. We hereby declare and confirm that all the relevant provisions of Companies Act, 2013 and all the provisions of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 have been complied with and no statements in the Offer document is contrary to the provisions of Companies Act, 2013 and SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.

Signed by:

Sd/-
Irfan Ismail Chapra
(Acquirer-1)

Sd/-
Reshma Irfan Chapra
(Acquirer-2)

Sd/-
Mubina Gulzar Sofia
(Acquirer-3)

Place: Mumbai
Date: 09th November, 2026

ENCLOSURES:

1. Form of Acceptance cum Acknowledgement
2. Blank Share Transfer Deed(s) in the case of shares held in physical mode.