

HITTCO TOOLS LIMITED



Registered Office-No- 17-C, KIADB Industrial Area, 2nd Phase, Peenya, Bangalore-560058

CIN: L28939KA1995PLC016888; website- www.hittco.com;

EmailId:cs@hittco.com; ContactNo.:08040865062

Date: October 26, 2026

To,

BSE Limited

Department of Corporate Services

Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai – 400001.

Scrip Code: 531661

Sub: Outcome of Board Meeting under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”)

Reference: Disclosure of information under Regulation 30 of SEBI LODR Regulations.

Dear Sir/Madam,

With reference to our prior intimation dated October 16, 2026, we wish to inform you that the meeting of the Board of Directors of Hittco Tools Limited (“the Company”), originally scheduled to be held on Thursday, October 22, 2026, was adjourned and rescheduled to Monday, October 26, 2026. The rescheduled meeting was held at the Registered Office of the Company, wherein the Board considered and approved various matters, inter alia, the proposals relating to the alteration of the Main Objects Clause of the Memorandum of Association, raising of funds by way of preferential issue of equity shares and convertible warrants and incorporation of a wholly owned subsidiary in the United Arab Emirates, and proposed investments in other companies, subject to the requisite approvals of the Members of the Company, the stock exchange(s), and such other statutory, regulatory and governmental authorities as may be applicable:

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The details of the matters considered and approved by the Board are set out below:

1. Alteration of the Main Objects Clause of the Memorandum of Association

The Board of Directors considered and approved, subject to the approval of the Members of the Company and such other statutory, regulatory and governmental approvals as may be required, the proposal for alteration of the Main Objects Clause contained in Clause III(A) of the Memorandum of Association ("MOA") of the Company by insertion of additional sub-clauses after the existing sub-clause (10).

The proposed alterations relate to the diversification and expansion of the Company's business activities into the hospitality and food and beverage sector, leasing and rental of vessels and automobiles, including electric vehicles, vehicles, real estate development and allied activities, and stock broking and capital market related activities.

The details of the proposed alteration, as required under Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the applicable SEBI circulars, are set out in **Annexure A** enclosed herewith.

2. Preferential Issue of Equity Shares

The Board of Directors considered and approved, subject to the approval of the Members of the Company and other applicable statutory and regulatory approvals, the proposal to raise funds by way of issuance and allotment of up to 59,40,000 (Fifty-Nine Lakh Forty Thousand) fully paid-up Equity Shares of the Company, having a face value of Rs.10/- (Rupees Ten only) each, at an issue price of Rs.14.50/- (Rupees Fourteen and Fifty Paise only) per Equity Share, including a premium of Rs.4.50/- (Rupees Four and Fifty Paise only) per Equity Share, for cash, on a preferential basis to the proposed allottees identified in Annexure B1.

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The aggregate consideration for the proposed issue of Equity Shares shall be up to Rs.8,61,30,000/- (Rupees Eight Crore Sixty-One Lakh Thirty Thousand only).

The proposed preferential issue shall be undertaken in accordance with the applicable provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), including Regulations 164 and 166A, as applicable, and subject to the requisite approvals and compliances.

The proposed acquisition of Equity Shares by Mr. Irfan Chapra, Mrs. Reshma Chapra and Mrs. Mubina Sofia is expected to result in an acquisition of shares and voting rights and a change in control of the Company. Accordingly, the proposed acquisition is subject to compliance with Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations"), including the applicable open offer requirements.

The proposed classification of the aforesaid allottees as Promoters of the Company shall be subject to completion of the relevant transactions and compliance with applicable laws and regulatory requirements.

The requisite disclosures in respect of the proposed preferential issue of Equity Shares, including the details of the proposed allottees and the implications under the SEBI SAST Regulations, are set out in **Annexure B** and **Annexure B1** enclosed herewith.

3. Preferential Issue of Convertible Warrants

The Board of Directors considered and approved, subject to the approval of the Members of the Company and other applicable statutory and regulatory approvals, the proposal to raise funds by way of issuance and allotment of up to 1,00,60,000 (One Crore Sixty Thousand) Convertible Warrants on a preferential basis to the proposed allottees belonging to the proposed Promoter and Non-Promoter categories, as detailed in Annexure C1.

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Each Warrant shall entitle its holder to apply for and be allotted one fully paid-up Equity Share of the Company having a face value of Rs.10/- (Rupees Ten only) each, subject to the terms of the issue and applicable laws.

The Warrants are proposed to be issued at an issue price of Rs.14.50/- (Rupees Fourteen and Fifty Paise only) per Warrant, including a premium of Rs.4.50/- (Rupees Four and Fifty Paise only) per Warrant, aggregating to a maximum consideration of Rs.14,58,70,000/- (Rupees Fourteen Crore Fifty-Eight Lakh Seventy Thousand only).

At least 25% of the Warrant issue price shall be payable upfront at the time of subscription and allotment of the Warrants, and the balance 75% shall be payable upon exercise of the conversion option, in accordance with the applicable provisions of the SEBI ICDR Regulations and the terms of the issue.

The Warrants shall be convertible into an equivalent number of fully paid-up Equity Shares within the period prescribed under the applicable regulations and the terms of the issue. Any restrictions on the exercise of the conversion option in connection with the open offer shall be consistent with applicable laws, the SEBI SAST Regulations and the relevant open offer documents.

The proposed issue of Equity Shares and Convertible Warrants, taken together, is expected to result in aggregate issue proceeds of up to Rs.23,20,00,000/- (Rupees Twenty-Three Crore Twenty Lakh only), subject to subscription and exercise of the Warrants in accordance with their terms.

The details of the proposed preferential issue of Convertible Warrants, including the proposed allottees, pricing, conversion terms and other applicable disclosures, are set out in **Annexure C** and **Annexure C1**.

4. Approval for the Formation/Incorporation of a Wholly-Owned Subsidiary in the United Arab Emirates (UAE)

The Board of Directors considered and approved the proposal to incorporate a Wholly-Owned Subsidiary ("WOS") of the Company in the United Arab Emirates ("UAE"), under the name and style of "Chapra Emerging LLC" or such other

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name as may be approved by the competent authorities in the UAE, to undertake the business of trading and manufacturing of perfumes and related lines of business.

The proposed UAE Subsidiary shall be wholly owned by the Company, with 100% of its share capital/equity interest held directly by the Company. The aggregate investment and financial commitment towards the incorporation, establishment and funding of the UAE Subsidiary shall be up to Rs. 3,00,00,000/- (Rupees Three Crore only), or its equivalent in foreign currency, by way of equity subscription, loans, guarantees or other permissible modes of financial commitment, as may be determined by the Board in accordance with applicable laws.

The proposed incorporation and investment shall be subject to the applicable provisions of the Companies Act, 2013, the Foreign Exchange Management Act, 1999, the Overseas Investment Rules and Regulations, 2022, the applicable directions issued by the Reserve Bank of India, and the relevant laws and regulatory requirements in the UAE, including obtaining the necessary approvals, permissions and registrations, wherever applicable.

The Board further approved seeking the approval of the Members of the Company by way of a Special Resolution for the proposed incorporation and investment, including where applicable, approval under Section 186 of the Companies Act, 2013, and authorized the appropriate officials of the Company to undertake all necessary acts, deeds and things to give effect to the proposal.

The requisite disclosures pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Part A of Schedule III thereto and applicable SEBI circulars, are enclosed as **Annexure D**.

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

The Board considered and discussed the proposal for obtaining approval of the Members of the Company under Section 186 of the Companies Act, 2013, to authorize the Board of Directors to grant loans, including inter-corporate loans

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and deposits, provide guarantees or securities in connection with loans, and make investments in the securities of other body corporates, in one or more tranches, up to an aggregate maximum outstanding amount of INR 50,00,00,000/- (Rupees Fifty Crore Only) at any given point in time, notwithstanding that such amount may exceed the limits prescribed under Section 186(2) of the Act.

After due deliberation, the Board approved the proposal to seek the approval of the Members by way of a Special Resolution and approved the inclusion of the relevant item in the Notice of the ensuing General Meeting, together with the explanatory statement setting out the material facts and justification for the proposed authorization.

6. Proposed Investments in Unlisted Companies

The Board considered and approved the proposal for the Company to invest an aggregate amount of up to Rs. 21,00,00,000/- (Rupees Twenty-One Crore only).

i. Sanija Hotels Private Limited – up to Rs. 9,00,00,000/- (Rupees Nine Crore only), with the proposed acquisition/subscription of at least 75% of its paid-up equity share capital; and

ii. Multiplex Capital Limited – up to Rs. 12,00,00,000/- (Rupees Twelve Crore only), with the proposed acquisition/subscription of at least 50% of its paid-up equity share capital.

The proposed investments shall be made by utilising the funds raised by the Company, subject to finalisation of the transaction terms and receipt of the requisite approvals of the Members, the Stock Exchange(s) and other statutory and regulatory authorities, as applicable. The detailed disclosures relating to the proposed investments, pursuant to Regulation 30 read with Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are set out in **Annexure E** enclosed herewith.

7. Considered and approved Change of name of the Company from “Hittco Tools Limited” to “Chapra Emerging Limited or any other name as may be

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approved by Central Registration Center, Ministry of Corporate Affairs and subject to necessary approval. The details required under Regulation 30 read with Part A of Schedule III of the SEBI (LODR) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11TH November, 2024 is given in the enclosed **Annexure-F**.

8. Approval of the Notice of the Extraordinary General Meeting

The Board of Directors considered and approved the draft Notice convening an Extraordinary General Meeting ("EGM") of the Members of the Company on Tuesday, November 17, 2026, at 11 a.m. through the mode specified in the final Notice, to seek the approval of the Members for the matters set out therein, including the proposed alteration of the MOA, preferential issue of Equity Shares, preferential issue of Convertible Warrants, incorporation of a wholly owned subsidiary in the UAE, approval under Section 186 of the Companies Act, 2013 and the proposed investments in unlisted companies.

The EGM shall be convened in accordance with the Companies Act, 2013, the rules made thereunder, the SEBI Listing Regulations and other applicable statutory and regulatory requirements. The Notice and explanatory statement shall contain the disclosures required under applicable law.

9. Appointment of Scrutinizer

The Board of Directors considered and approved the appointment of M/s. Manjeet & Associates, Practising Company Secretary, (Membership No.: F11588 & C.P. No.: 22581) as the Scrutinizer to scrutinize the remote e-voting process and voting at the EGM, if applicable, in a fair and transparent manner and in accordance with the Companies Act, 2013, the rules made thereunder and other applicable requirements.

The Board Meeting commenced at 01.30 P.M. and concluded at 3.45 P.M.

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The relevant annexures containing the disclosures required under Regulation 30 of the SEBI Listing Regulations are enclosed herewith.

You are requested to kindly take the above information on record.

Thanking You,

For Hittco Tools Limited

Sonali Jain Digitally signed
by Sonali Jain
Date: 2026.10.26
19:06:29 +05'30'

Sonali Jain

Company Secretary & Compliance Officer

Membership No.: A42437

Place: Bangalore

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ANNEXURE A

DISCLOSURE OF MATERIAL EVENT UNDER REGULATION 30(2) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015- SUMMARY OF AMENDMENTS TO THE MOA OF THE COMPANY

Pursuant to the provisions of Regulation 30(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, the Company hereby discloses the following material event as required under Schedule III of the SEBI LODR Regulations:

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 (10):

%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

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

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

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

%14 To carry on the business or profession of stock broker, sub-broker, dealer, jobber, market maker, broker or agent in securities, capital market, company deposits, mutual funds, national saving certificates and other government

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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.

You are requested to kindly take the above information on record.

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ANNEXURE B

DISCLOSURE OF MATERIAL EVENT UNDER REGULATION 30 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 – PREFERENTIAL ISSUE OF EQUITY SHARES

Sr. no	Particular of material event	Details
a	Type of securities proposed to be issued	Fully paid-up Equity Shares having a face value of Rs.10/- (Rupees Ten only) each, proposed to be issued on a preferential basis to the proposed Promoters and Non-Promoter investors, as detailed in Annexure B1
b	Type of issuance (further ~~public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)~~)	Preferential issue of Equity Shares in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), read with the Companies Act, 2013 and the rules made thereunder, as applicable.
c	Total number of securities proposed to be issued	Up to 59,40,000 (Fifty-Nine Lakh Forty Thousand) fully paid-up Equity Shares having a face value of Rs.10/- (Rupees Ten only) each.
d	Issue Price	The Equity Shares are proposed to be issued at an issue price of Rs.14.50/- (Rupees Fourteen and Fifty Paise only) per Equity Share, comprising a face value of Rs.10/- (Rupees Ten only) and a securities premium of Rs.4.50/- (Rupees Four and Fifty Paise only) per Equity Share, payable in cash. The issue price shall be in compliance with the

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		applicable pricing provisions of the SEBI ICDR Regulations, including Regulations 164 and 166A, as applicable. The issue price is not lower than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations. The Relevant Date for pricing is Friday, October 16, 2026.
e	Name & Number of Investors	As detailed in Annexure B1, the proposed preferential issue comprises 14 (Fourteen) investors, consisting of 3 (Three) proposed Promoters and 11 (Eleven) Non-Promoter investors.
g	Lock-in	The Equity Shares allotted pursuant to the proposed preferential issue shall be subject to the lock-in requirements prescribed under the applicable provisions of the SEBI ICDR Regulations.
h	Triggering of Open Offer under SEBI (SAST) Regulations, 2011	Pursuant to the proposed preferential issue, the aforementioned Proposed Promoters are proposed to acquire, by way of preferential allotment, an aggregate of 52,00,000 (Fifty-Two Lakh) fully paid-up Equity Shares of the Company, having a face value of Rs. 10/- (Rupees Ten only) each, at an issue price of Rs. 14.50/- (Rupees Fourteen and Fifty Paise only) per Equity Share, including a premium of Rs. 4.50/- (Rupees Four and Fifty Paise only) per Equity Share, aggregating to Rs. 7,54,00,000/- (Rupees Seven Crore Fifty-Four Lakh only). The proposed acquisition represents 41.45% of the Emerging Voting Share Capital of Hittco Tools Limited and attracts Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended

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		("SEBI SAST Regulations"), thereby triggering the obligation to make an open offer in accordance with the applicable provisions of the SEBI SAST Regulations. Accordingly, in compliance with Regulations 3(1) and 4 of the SEBI SAST Regulations, the aforementioned Proposed Promoters have triggered the obligation to make an open offer, and a Public Announcement in this regard was made on Monday, October 26, 2026. Subject to completion of the proposed acquisition and compliance with applicable laws and regulatory requirements, the aforementioned proposed allottees shall be classified as Promoters of Hittco Tools Limited.
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ANNEXURE B1

Sr. No.	Name of Investor	Category	No. of Equity Shares to be allotted	Investment Amount (in Rs.)
1.	Mr. Irfan Chapra	*Proposed Promoter	18,00,000	2,61,00,000
2.	Mrs. Reshma Chapra	*Proposed Promoter	18,00,000	2,61,00,000
3.	Mrs. Mubina Sofia	*Proposed Promoter	16,00,000	2,32,00,000
4.	Sadik Raza	Non-Promoter	100,000	14,50,000
5.	Mohamed Aatif Asif Picturewala	Non-Promoter	100,000	14,50,000
6.	Kalim Ahmad Shaikh	Non-Promoter	75,000	10,87,500
7.	Mohammed Rahil Mohammed Rafiq Shaikh	Non-Promoter	75,000	10,87,500
8.	Praveen Kumar	Non-Promoter	100,000	14,50,000
9.	Dhanishaka Niraj Mehra	Non-Promoter	50,000	7,25,000
10.	Simran Siddharth Ambwani	Non-Promoter	120,000	17,40,000
11.	Roopnarayan Mangal (HUF)	Non-Promoter	50,000	725,000
12.	Jaime Agnelo Colaco	Non-Promoter	25,000	3,62,500
13.	Ahmed Agha Namazi	Non-Promoter	25,000	3,62,500
14.	Maurice Patrick Correa	Non-Promoter	20,000	2,90,000
		Total	59,40,000	8,61,30,000

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

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

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

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

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ANNEXURE C

DISCLOSURE OF MATERIAL EVENT UNDER REGULATION 30 READ PARA A OF PART A OF SCHEDULE III OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATION, 2015- ISSUANCE OF SECURITIES ON PREFERENTIAL BASIS

Sr. no	Particulars	Details
a	Types of securities proposed to be Issued	Up to 1,00,60,000 (One Crore Sixty Thousand) Fully Convertible Share Warrants ("Warrants"), each convertible into 1 (One) fully paid-up Equity Share of face value Rs. 10/- each, to be issued on a preferential basis.
b	Type of issuance (~~further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.~~)	Preferential Issue of Fully Convertible Warrants in accordance with the Companies Act, 2013 and rules made thereunder; the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"); the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
c	Total number of Securities proposed to be issued or the total amount for which the securities will be issued	Up to 1,00,60,000 Convertible Warrants, aggregating up to Rs. 14,58,70,000/- (Rupees Fourteen Crore Fifty-Eight Lakh Seventy Thousand only).
d	Issue Price	Rs. 14.50/- per Warrant (Rupees Fourteen and Fifty Paise only), inclusive of a premium of Rs. 4.50/- per Warrant, payable in cash. The issue price is not lower than the floor price determined in accordance with Chapter V of the SEBI

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		ICDR Regulations, read with Regulation 164 and Regulation 166A thereof. The Relevant Date for pricing is Friday, October 16, 2026.
e	Name & Number of Investors	18 proposed allottees, comprising Promoter and Non-Promoter categories, as per Annexure C1.
g	Lock-in	The Warrants/ Resulting Equity Shares shall be subject to 'lock-in' as prescribed under the applicable provisions of the SEBI ICDR Regulations.
f	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	The Warrant Holders shall, subject to the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), and other applicable rules, regulations and laws, be entitled to exercise the Convertible Warrants ("Warrants") in one or more tranches, at their discretion, prior to the expiry of 18 (Eighteen) months from the date of allotment of the Warrants, by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. Provided that the Proposed Allottees / Warrant Holders shall not exercise their right to convert the Warrants allotted to them pursuant to the resolution passed at the meeting of the Board of Directors held on October 26, 2026, into Equity Shares of the Company until after the tenth (10th) working day from the closure of the tendering period of the proposed Open Offer of the Company, in

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		accordance with Regulation 7 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time. Upon receipt of the conversion notice from the Warrant Holder and receipt of the balance 75% of the Warrant Issue Price, i.e., Rs. 10.875/- per Warrant, and subject to compliance with the applicable provisions of law, the Company shall issue and allot the corresponding number of fully paid-up Equity Shares of face value Rs. 10/- (Rupees Ten only) each to the respective Warrant Holder(s). Each Warrant shall be convertible into 1 (One) fully paid-up Equity Share of the Company. The number of Equity Shares to be allotted upon exercise of the Warrants shall be subject to appropriate adjustments as permitted under applicable rules, regulations and laws, from time to time. The Company shall intimate the Stock Exchange(s) upon conversion of the Warrants into Equity Shares, including the number of Equity Shares allotted, the date of allotment, the balance consideration received, and the resulting paid-up Equity Share capital of the Company. In the event a Warrant Holder fails to exercise the conversion option within 18 (Eighteen) months from the date of
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		allotment of the Warrants, the entitlement to convert such Warrants shall lapse, and the unexercised Warrants shall stand cancelled. The upfront consideration paid by the Warrant Holder, being 25% of the Warrant Issue Price, i.e., Rs. 3.625/- per Warrant, shall stand forfeited by the Company in accordance with the terms of issue and applicable laws. The Company shall separately intimate the Stock Exchange(s) of such lapse, including the number of Warrants lapsed, the name of the Warrant Holder, and the amount forfeited.
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ANNEXURE – C1

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

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16.	Navyarth Capital Advisors Pvt Ltd	Non-promoter	200,000	29,00,000
17.	Mr. Mohamed Ahmed Mohamed Suhail Sayed	Non-promoter	50,000	7,25,000
18.	Mr. Milind Ashok Chavan	Non-promoter	100,000	14,50,000
Total			1,00,60,000	14,58,70,000

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ANNEXURE D

INFORMATION AS REQUIRED UNDER REGULATION 30 - PARA A OF PART A OF SCHEDULE III OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015 READ WITH SEBI CIRCULAR NO. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 DATED JANUARY 30, 2026

Particulars	Details of Arrangement
Name of the target entity, details in brief such as size, turnover etc.;	Proposed Name: Chapra Emerging LLC or such other name as may be approved by the competent authorities in the UAE. Proposed Aggregate Investment/Financial Commitment Share Capital: Up to Rs. 3,00,00,000/- (Rupees Three Crore only), or its equivalent in foreign currency, towards the incorporation, establishment and funding of the proposed wholly-owned subsidiary. Turnover: Not applicable, as the entity is yet to be incorporated.
whether the proposed acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length";	Yes - The proposed entity will become a related party of the Company upon its incorporation as a wholly-owned subsidiary. The promoters of the Company do not have any separate interest in the proposed incorporation, except to the extent of their interest in the Company, if applicable.
industry to which the entity being acquired belongs;	Manufacturing and trading of perfumes and related products.
objects and impact of	The proposed incorporation is intended to

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acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	facilitate the Company's geographical expansion into United Arab Emirates, and establish its presence in the manufacturing and trading of perfumes and related products. The initiative is expected to provide opportunities for international market expansion and business growth. The proposed business of manufacturing and trading of perfumes is outside the existing main line of business of the Company.
brief details of any governmental or regulatory approvals required for the acquisition;	The proposed incorporation and funding shall be subject to applicable laws and regulatory requirements in India and the UAE, including the overseas investment framework prescribed under FEMA and the relevant incorporation, licensing and registration requirements in the UAE. Necessary approvals and permissions shall be obtained, wherever applicable.
indicative time period for completion of the acquisition;	Approximately 9 to 12 months, subject to completion of the applicable formalities and receipt of requisite approvals, wherever applicable.
consideration - whether cash consideration or share swap or any other form and details of the same;	Cash Consideration.
cost of acquisition and/or the price at which the shares are acquired	The aggregate investment/financial commitment (by way of equity, loans, guarantees or other permissible modes) towards the incorporation, establishment and funding of the proposed wholly-owned subsidiary shall be up to Rs. 3,00,00,000/- (Rupees Three Crore only), or its equivalent in foreign currency, subject to applicable laws and regulatory approvals.
percentage of shareholding	The Company proposes to hold 100% of the

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/ control to be acquired;	share capital/equity interest of the proposed entity, which shall be established as a wholly-owned subsidiary upon incorporation and completion of the applicable formalities.
brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	The proposed entity is to be incorporated in the United Arab Emirates and is intended to engage in the manufacturing and trading of perfumes and related products. As the incorporation process is yet to be completed, the date of incorporation and operating history are not available. Accordingly, turnover for the preceding three financial years is not applicable.

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ANNEXURE E

DETAILS OF THE PROPOSED ACQUISITION PURSUANT TO REGULATION 30 - PARA A OF PART A OF SCHEDULE III OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015 READ WITH SEBI CIRCULAR NO. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 DATED JANUARY 30, 2026:

I. SANIJA HOTELS PRIVATE LIMITED

Name of the target entity, details in brief such as size, turnover etc	Sanija Hotels Private Limited ("Sanija Hotels") is a hospitality company. The Company is engaged in restaurant operations, fine dining, takeaway, food delivery and dark kitchen operations, with a specialisation in Chinese cuisine. Its turnover for the financial year ended March 31, 2026, was Rs. 20,29,73,249/-.
Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	The proposed acquisition is not expected to constitute a related party transaction. The promoters, promoter group and group companies do not have any interest in Sanija Hotels.
Industry to which the entity being acquired belongs.	Hospitality, food and beverage services, restaurant operations, fine dining, Chinese cuisine, takeaway, food delivery, dark kitchen operations and catering services.
Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity,	The proposed investment aims to provide the Company with an opportunity to diversify into the hospitality and food services sector through an investment in Sanija Hotels. It may

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if its business is outside the main line of business of the listed entity)	enable the Company to explore new business opportunities and potential synergies in the restaurant and hospitality business, which is distinct from its existing tools and industrial products business.
Brief details of any governmental or regulatory approvals required for the acquisition	The proposed acquisition shall be subject to applicable statutory, regulatory, shareholder and Stock Exchange approvals, wherever required. The specific approvals, if any, shall be determined based on the final transaction structure and applicable laws.
Indicative time period for completion of the acquisition	Subject to all regulatory approvals, consummation of the acquisition is expected to be completed tentatively by March 31, 2027.
Consideration - whether cash consideration or share swap or any other form and details of the same	The consideration shall be paid in cash by the Company, by way of subscription to or acquisition of equity shares, as applicable, for an amount of up to Rs. 9,00,00,000/- (Rupees Nine Crore only).
Cost of acquisition and/or the price at which the shares are acquired	Upto Rs. 9,00,00,000/- (Rupees Nine Crore only)
Percentage of shareholding / control acquired and / or number of shares acquired	The Company proposes to acquire or subscribe to equity shares representing at least 75% of the total paid-up equity share capital of Sanija Hotels, subject to finalisation of the transaction terms and valuation.
Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other	Sanija Hotels Private Limited, incorporated on June 17, 1993, is a family-owned hospitality business based in Mumbai, Maharashtra, specialising in Chinese cuisine. The Company operates fine-dining restaurants and dark kitchens across ten locations in Mumbai and surrounding areas, including Sakinaka, Bandra, Malad, Borivali, Powai, Worli, Thane,

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significant information (in brief)	Mulund, Wadala and Kharghar. Its business activities include dine-in services, takeaway, food delivery and on-site catering. The Company's operations are currently stated to be based in India. Its reported turnover for the financial year ended March 31, 2024 was Rs. 12,81,66,042/-, March 31, 2025 was 16,87,40,007/-March 31, 2026, was Rs. 20,29,73,249/-.
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II. MULTIPLEX CAPITAL LIMITED

Name of the target entity, details in brief such as size, turnover etc	Multiplex Capital Limited for an aggregate investment of approximately Rs. 12,00,00,000/- (Rupees Twelve Crore only), subject to finalization of the transaction terms and receipt of the requisite approvals. Its turnover for the financial year ended March 31, 2026, was Rs. 2,01,69,218/-.
Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	The proposed acquisition is not expected to constitute a related party transaction. The promoters, promoter group and group companies do not have any interest in Multiplex Capital Limited.
Industry to which the entity being acquired belongs.	Multiplex Capital Limited operates in the financial services and capital markets industry, providing equity and derivatives broking, capital market services, online trading facilities and depository-related services. The Company offers trading facilities through its memberships of the

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	National Stock Exchange of India Limited (NSE), BSE Limited (BSE) and Metropolitan Stock Exchange of India Limited (MSEI), and also provides depository-related services as a Depository Participant with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The proposed acquisition is intended to enable the Company to deploy funds towards acquiring a strategic/equity stake in Multiplex Capital Limited, with a view to pursuing potential investment opportunities, business synergies and long-term value creation for the Company and its shareholders. The precise commercial rationale, expected benefits and impact of the proposed acquisition shall be determined based on the final transaction structure and the business profile of the target entity.
Brief details of any governmental or regulatory approvals required for the acquisition	The proposed acquisition shall be subject to the applicable provisions of the Companies Act, 2013, the SEBI regulations, the requirements of the Stock Exchange(s) and other applicable laws, rules and regulations, including the requisite approval of the Members of the Company and such other governmental, statutory or regulatory approvals as may be applicable. As Multiplex Capital Limited is a SEBI-registered stock broker and depository participant, the proposed

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	acquisition of a controlling stake shall also be subject to the prior approval of SEBI, the relevant stock exchanges (NSE, BSE and MSEI) and depositories (NSDL and CDSL) for change in control, in accordance with applicable regulations.
Indicative time period for completion of the acquisition	Subject to all regulatory approvals, consummation of the acquisition is expected to be completed tentatively by March 31, 2027.
Consideration - whether cash consideration or share swap or any other form and details of the same	The consideration shall be paid in cash by the Company, by way of subscription to or acquisition of equity shares, as applicable, for an amount of up to Rs. 12,00,00,000/- (Rupees Twelve Crore only).
Cost of acquisition and/or the price at which the shares are acquired	Upto Rs. 12,00,00,000/- (Rupees Twelve Crore only)
Percentage of shareholding / control acquired and / or number of shares acquired	The Company proposes to acquire or subscribe to equity shares representing at least 50% of the total paid-up equity share capital of Multiplex Capital Limited, subject to finalisation of the transaction terms and valuation.
Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	Multiplex Capital Limited is aunlisted public company incorporated on 03rd May 1994. Multiplex Capital Limited is an Indian financial services company engaged in equity and derivatives broking, capital market services, online trading and depository-related services. The Company has a pan-India presence and provides financial products and services tailored to the requirements of its clients, facilitating

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their participation in the securities and capital markets.

The Company offers trading facilities in the equity and derivatives segments through its memberships of the National Stock Exchange of India Limited (NSE), BSE Limited (BSE) and Metropolitan Stock Exchange of India Limited (MSEI). It is also a Depository Participant with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), through which it provides depository-related services.

The Company's business philosophy focuses on wealth creation, client service and providing access to exchange-traded financial products through both direct dealing with its representatives and online trading facilities.

Its turnover for the financial years ended March 31, 2026 was Rs. 2,01,69,218/-, March 31, 2025 was 3,07,50,000/- and March 31, 2024 was Rs. 4,38,50,000/- respectively.

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ANNEXURE E

DISCLOSURE OF MATERIAL EVENT UNDER REGULATION 30(2) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATION, 2015- SUMMARY OF AMENDMENTS TO THE MOA & AOA OF THE COMPANY.

Pursuant to the provisions of Regulation 30(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, the Company hereby discloses the following material event in accordance with the requirements of Schedule III of the SEBI LODR Regulations:

The Board of Directors of Hittco Tools Limited ("Company"), at its meeting held on October 26, 2026, has considered and approved the proposal for change of the name of the Company from "Hittco Tools Limited" to "Chapra Emerging Limited", subject to the availability and approval of the proposed name by the Central Registration Centre ("CRC"), Ministry of Corporate Affairs ("MCA"), and such other statutory, regulatory or governmental authority(ies), as may be applicable.

The proposed change in the name of the Company is further subject to the approval of the Members of the Company at the General Meeting and completion of all necessary statutory and regulatory formalities.

Consequent upon the approval of the proposed change of name, the Memorandum of Association ("MOA") and Articles of Association ("AOA") of the Company shall be amended suitably to incorporate the new name of the Company, as approved by the CRC/MCA and the Members of the Company.

The proposed change of name is intended to align the name of the Company with its proposed business activities and future business objectives.

You are requested to kindly take the above information on record.