



# COOL CAPS INDUSTRIES LIMITED

Regd. Office : 23, Sarat Bose Road, 1st Floor, Suite - 1C, Kolkata - 700 020, W.B., India  
Ph. : 033 4070 3238, E-mail : [accounts@coolcapsindustries.in](mailto:accounts@coolcapsindustries.in) / [cs@coolcapsindustries.in](mailto:cs@coolcapsindustries.in)  
CIN : L27101WB2015PLC208523

Date: January 12, 2026

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

**Reference:** - Cool Caps Industries Limited

**SYMBOL:** COOLCAPS.

**ISIN:** INE0HS001028

**Subject:** Notice of Extra-Ordinary General Meeting (“EGM”) of the Company. - Disclosure of information under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

Dear Sir/ Madam,

With reference to the captioned subject, please find enclosed a copy of the EGM Notice dated January 10, 2026 together with the Explanatory Statement thereto (“**EGM Notice**”), for seeking approval of the members of Cool Caps Industries Limited (the “**Company**”) on the Special Business, by way of Ordinary/Special Resolution, by means of remote e-voting process (“**e-voting**”), pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Circulars issued by Ministry of Corporate Affairs (“**MCA Circulars**”) and Securities and Exchange Board of India, (“**SEBI Circulars**”) from time to time, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and any other applicable laws, rules, and regulations.

The EGM is scheduled to be held on Wednesday, 04<sup>th</sup> February, 2026 at 11:00 A.M (IST), at the registered office of the Company situated at Annapurna apartment, 23 Sarat Bose Road, 1<sup>st</sup> Floor, Flat No. 1C, Kolkata – 700020, West Bengal, India.

Significant details about the EGM:

Sr. No.	Particulars	Details
1	Date and time of EGM	Wednesday, 04 <sup>th</sup> February, 2026 at 11:00 A.M (IST)
2	Mode of Meeting	Physical
3	Cut-off date for e-voting	Wednesday, 28 <sup>th</sup> January, 2026
4	E-voting start date and time	Sunday, February 01, 2026 at 09:00 A.M.
5	E-voting end date and time	Tuesday, February 03, 2026 at 05:00 P.M.

The Notice of the EGM is also available on the website of the Company at: [www.coolcapsindustries.in/](http://www.coolcapsindustries.in/)

We request you to kindly take note of the same.

Thanking you,

For Cool Caps Industries Limited

Rajeev Goenka  
Chairman and Managing Director  
DIN: 00181693





## COOL CAPS INDUSTRIES LIMITED

Registered Office: Annapurna Apartment 23, Sarat Bose Road, 1<sup>st</sup> Floor,  
Flat No. -1C, Kolkata- 700020, W.B, India  
Phone: +91 33 40703238, Email Id: [cs@coolcapsindustries.in](mailto:cs@coolcapsindustries.in)  
CIN: L27101WB2015PLC208523

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE 02/2025-2026 EXTRAORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF COOL CAPS INDUSTRIES LIMITED WILL BE HELD ON WEDNESDAY, 04<sup>TH</sup> FEBRUARY, 2026 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 23 SARAT BOSE ROAD FLAT NO 1C, 1<sup>ST</sup> FLOOR, KOLKATA-700020 TO TRANSACT THE FOLLOWING BUSINESS:**

#### **SPECIAL BUSINESS:**

- ISSUANCE OF UP TO 20,24,370 EQUITY SHARES ON PREFERENTIAL BASIS UPON CONVERSION OF OUTSTANDING UNSECURED LOAN, TO 'PROMOTER':**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed {"Stock Exchange(s)"}, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot, on a preferential basis, up to 20,24,370 (Twenty Lakhs Twenty Four Thousand Three Hundred and Seventy) Equity Shares of face value of Rs. 2/- each fully paid up, to persons belonging to Promoter, towards conversion of outstanding unsecured loan into equity shares to the extent of Rs. 17,81,44,560/- (Rupees Seventeen Crores Eighty One Lakhs Forty Four Thousand Five Hundred and Sixty Only), at an issue price of Rs. 88/- (Rupees Eighty Eight Only) per Equity Share or such other higher price as may be determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, on such further terms and conditions as may be finalized by the Board of Directors, to the following person: ("Proposed Allottee"):

Sr. no.	Name of the Proposed Allottee	Category of the Proposed Allottee	No. of Equity Shares to be allotted
1	Purv Flexipack Limited	Promoter	20,24,370
		<b>Total</b>	<b>20,24,370</b>

**"RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue price of Equity Shares shall be Monday, January 05, 2026, being the date 30 days prior to the date of the Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held, i.e., Wednesday, February 04, 2026."

**"RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a) The outstanding unsecured loans extended by the proposed allottee(s) shall be adjusted towards the subscription/ allotment of equity shares, meaning thereby an amount required to be paid towards the consideration for the equity shares shall be set off from the outstanding unsecured loan at the time of subscription of the equity shares.
- b) The pre-preferential shareholding of the Proposed Allottees and Equity Shares to be allotted to the Proposed Allottee shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- c) The Equity Shares to be allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- d) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing shareholder's resolution in this regard, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.
- e) Allotment of Equity shares shall only be made in dematerialized form."

**"RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 2/- each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director and/ or Company Secretary & Compliance Officer of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders."

**2. To Appoint the Statutory Auditor of the Company to fill the casual vacancy caused by resignation of the M/s. Keyur Shah & Associates, Chartered Accountants to hold office till the conclusion of the next Annual General Meeting (AGM):**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, and subject to such other approvals as may be required, consent of the members of the Company be and is hereby accorded for the appointment of M/s. V. Singhi & Associates, Chartered Accountants (Firm Registration No. 311017E), as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Keyur Shah & Associates, Chartered Accountants, to hold office until the conclusion of the next Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31<sup>st</sup> March, 2026 and such other audit/review/certification/work as may be required and/or deemed expedient, at such remuneration as may be decided by the Board of Directors in consultation with the Auditors.

**RESOLVED FURTHER THAT** any Director or Company Secretary & Compliance Officer of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this Resolution including filing of necessary forms with the Registrar of Companies."

For and on behalf of the Board of Directors  
Cool Caps Industries Limited

Sd/-  
Arijit Ghosh  
Company Secretary and Compliance Officer

Registered Office: 23 Sarat Bose Road Flat No  
1C, 1st Floor, Kolkata-700020 West Bengal  
CIN: L27101WB2015PLC208523  
Website: <https://coolcapsindustries.in/>  
Email-id: [cs@coolcapsindustries.in](mailto:cs@coolcapsindustries.in)  
Tel: 9903921338

Date: 10/01/2026  
Place: Kolkata

**Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint another person as a proxy to attend and vote at the meeting on his behalf and such proxy need not be a member of the company.
2. Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.
3. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
4. Corporate Members intending to send their authorized representative(s) to attend the Extra Ordinary General Meeting are requested to forward a certified copy of Board Resolution authorizing their representative to attend and vote at the Extra Ordinary General Meeting either to the Company in advance or submit the same at the venue of the General Meeting.

**5. Admission Slip:**

Members / Proxies attending the Meeting should bring the Admission Slip, duly filled, for handing over at the venue of the meeting.

**6. e-Voting: M/s. Mufg Intime India Pvt Ltd (Formerly Known as Link Intime India Pvt Ltd)**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Amendment Rules, 2015 made thereunder, the Members are provided with the facility to cast their vote electronically, through the remote e-Voting platform provided by M/s. Mufg Intime India Pvt Ltd (Formerly Known as Link Intime India Pvt Ltd) on all the resolutions set forth in this notice. The e-Voting shall commence on Sunday, February 01, 2026 at 09.00 a.m. and shall end on Tuesday, February 03, 2026 at 5.00 p.m. The e-Voting module shall be disabled by M/s. Mufg Intime India Pvt Ltd (Formerly Known as Link Intime India Pvt Ltd) for e-Voting thereafter. During this period, all the Members of the Company holding shares either in Physical Form or in dematerialized form as on January 28, 2026 will be eligible to cast their vote electronically. The results of EGM declared along with Scrutinizer Report shall be placed on the Company's website [www.coolcapsindustries.in](http://www.coolcapsindustries.in), on the website of the M/s. Mufg Intime India Pvt Ltd (Formerly Known as Link Intime India Pvt Ltd) [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com) within 2 working days of conclusion of the Meeting and be also communicated to NSE [www.nseindia.com](http://www.nseindia.com) where the shares of the company are listed.

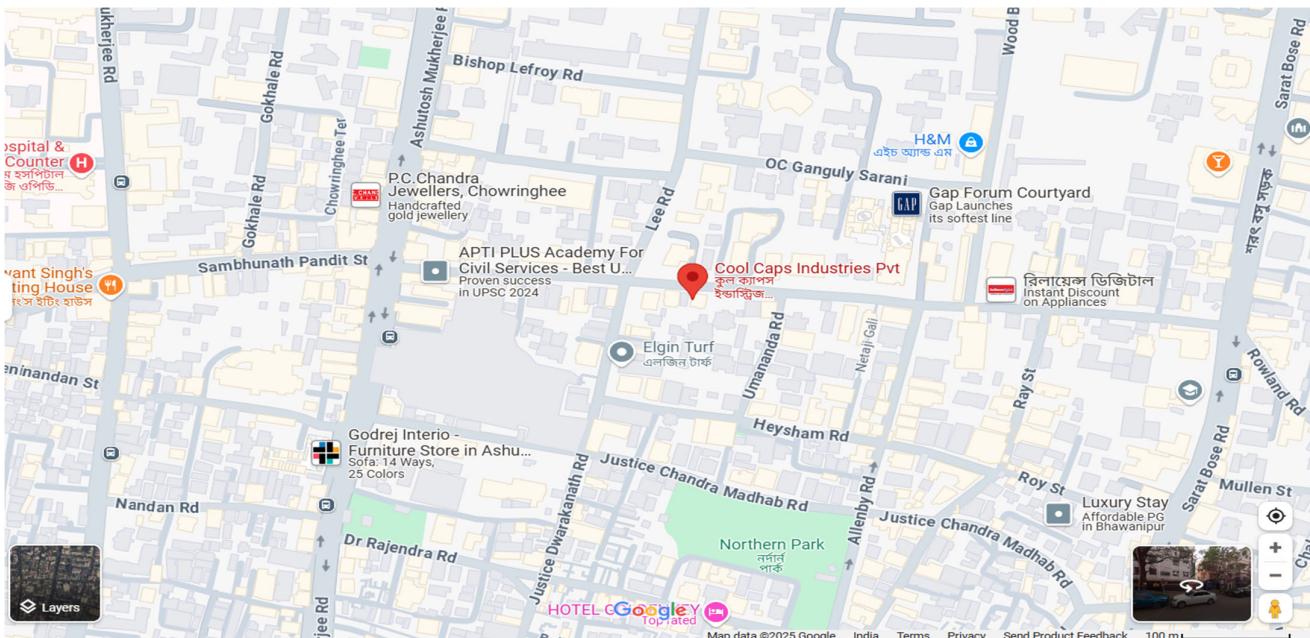
Members are requested to carefully read the instructions of e-voting before exercising their vote. The instructions for e-voting are enclosed with this notice.

7. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of **Wednesday, January 28, 2026**.
8. A member may participate in the EOGM even after exercising his right to vote through remote e-Voting but shall not be entitled to vote again at the Extra Ordinary General Meeting.

9. A person, whose name is recorded in the Register of Members or in the register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at the EOGM through ballot paper/electronic voting.
10. The facility for voting through ballot paper/e-Voting shall be made available at the EOGM and in such case, the members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting through ballot paper/electronic voting.
11. In case of joint holders, the members whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.
12. **Mr. Kuldeep Bothra (Proprietor of K. Bothra & Associates), Practicing Company Secretary (PCS), (Membership No. ACS 37452)** has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-Voting process in a fair and transparent manner.
13. The Chairman shall, at the Extra Ordinary General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "e-voting" or "Ballot Paper" for all those members who are present at the Extra Ordinary General Meeting but who have not cast their votes earlier by availing the remote e-Voting facility.
14. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 2 working days of the conclusion of the Extra Ordinary General Meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
15. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.coolcapsindustries.in](http://www.coolcapsindustries.in) and on the website of M/s. Mufg Intime India Pvt. Ltd (Formerly known as Link Intime India Pvt Ltd). [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com) after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited [www.nseindia.com](http://www.nseindia.com)
16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act will be available during the meeting for inspection, to the Members attending the EOGM.
17. Members are requested to contact the Company's Registrar & Share Transfer Agent, Mufg Intime India Pvt. Ltd ("Mufg Intime" or "Registrar & Share Transfer Agent") for reply to their queries/redressal of complaints, if any, or contact Mr. Arijit Ghosh, Company Secretary and Compliance Officer at the Registered Office of the Company (Email: [cs@coolcapsindustries.in](mailto:cs@coolcapsindustries.in) )
18. **Registrar and Transfer Agents:**  
The details of Registrars and Transfer Agents of the Company is as follows:

<b>M/s. Mufg Intime India Pvt Ltd (Formerly Known as Link Intime India Pvt Ltd)</b> <b>Address:</b> Rasoi Court, 5 <sup>th</sup> Floor, 20, Sir R N Mukherjee Road, Kolkata – 700001, WB, IN. <b>Phone No.:</b> 033 69066200 <b>Website:</b> <a href="http://www.in.mpms.mufg.com">www.in.mpms.mufg.com</a> <b>Email:</b> <a href="mailto:kolkata@linkintime.co.in">kolkata@linkintime.co.in</a>
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19. Route Map showing Directions to reach to the venue of the Meeting:



20. SEBI vide circular No. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated December 28, 2023 ('ODR Master Circular') has established a common Online Dispute Resolution Portal ("ODR Portal") which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market.

For initiation of dispute resolution process under ODR mechanism of SEBI, the investor/client shall first take up the matter with the Market Participant. If the investor/client is not satisfied with the resolution provided by the Market Participant or no action initiated by the Market participants, then the investor/client may register the complaint/dispute in SCORES/ SMART ODR Portal. The investor may also initiate dispute resolution under the ODR mechanism if he / she is not satisfied with the resolution on SCORES.

It may be noted that in case the investor/client has filed the dispute on SMART ODR Portal, while the complaint is pending on SCORES, then the complaint shall be treated as disposed on SCORES. If the investor/client has filed the dispute on SMART ODR Portal, then subsequently, it cannot file the same complaint on SCORES. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>

#### **REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

#### **Individual Shareholders holding securities in demat mode with NSDL**

##### **METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility**

###### **Shareholders who have registered for NSDL IDeAS facility:**

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- Enter User ID and Password. Click on "Login"
- After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Shareholders who have not registered for NSDL IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IDeASDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL**

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL**

**METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility**

**Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on "Link InTime/ MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Shareholders who have not registered for CDSL Easi/ Easiest facility:**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL**

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### **Login method for shareholders holding securities in physical mode /**

#### **Non-Individual Shareholders holding securities in demat mode**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

#### **Shareholders who have not registered for INSTAVOTE facility:**

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

##### **A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

##### **B. PAN:**

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

##### **C. DOB/DOI:**

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

##### **D. Bank Account Number:**

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above

\*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

❖ Set the password of your choice

(The password should contain minimum 8 characters, at least one special Character (!#\$&\*), at least one numeral, at least one alphabet and at least one capital letter).

❖ Enter Image Verification (CAPTCHA) Code

❖ Click “Submit” (You have now registered on InstaVote).

#### **Shareholders who have registered for INSTAVOTE facility:**

- c) Click on “**Login**” under ‘SHARE HOLDER’ tab.

- A. User ID: Enter your User ID

- B. Password: Enter your Password

- C. Enter Image Verification (CAPTCHA) Code

- D. Click “Submit”

- d) Cast your vote electronically:

- A. After successful login, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon.
- C. E-voting page will appear.
- D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.  
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

#### **Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")**

##### **STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

##### **STEP 2 – Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Investor Mapping**" tab under the Menu Section
- c) Map the Investor with the following details:

- A. 'Investor ID' –
  - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
  - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
- B. 'Investor's Name' - Enter Investor's Name as updated with DP.
- C. 'Investor PAN' - Enter your 10-digit PAN.
- D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

*\*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

##### **STEP 3 – Voting through remote e-voting**

The corporate shareholder can vote by two methods, during the remote e-voting period.

###### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Votes Entry**" tab under the Menu section.
- c) Enter the "**Event No.**" for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "**16-digit Demat Account No.**" for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e. Favour / Against, click on 'Submit'.  
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

**OR**

###### **METHOD 2 - VOTES UPLOAD**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the "Notification for e-voting".
- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### **Helpdesk:**

#### **Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

#### **Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

#### **Forgot Password:**

#### **Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$&\*), at least one numeral, at least one alphabet and at least one capital letter.

#### **User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "**forgot password?**"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

For and on behalf of the Board of Directors  
Cool Caps Industries Limited

Sd/-  
Arijit Ghosh  
Company Secretary and Compliance Officer

Registered Office: 23 Sarat Bose Road Flat No  
1C, 1st Floor, Kolkata-700020 West Bengal  
CIN: L27101WB2015PLC208523  
Website: <https://coolcapsindustries.in/>  
Email-id: [cs@coolcapsindustries.in](mailto:cs@coolcapsindustries.in)  
Tel: 9903921338

Date: 10/01/2026  
Place: Kolkata

## **EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 to 2 of the accompanying Notice dated January 10, 2026:

### **ITEM NO. 1**

#### **ISSUANCE OF UP TO 20, 24,370 EQUITY SHARES ON PREFERENTIAL BASIS UPON CONVERSION OF OUTSTANDING UNSECURED LOAN, TO 'PROMOTER':**

The Board of Directors of the Company ("Board") at their meeting held on January 10, 2026, approved Up to 20,24,370 (Twenty Lakhs Twenty Four Thousand Three Hundred and Seventy) Equity shares of face value of Rs. 2/- (Rupees Two Only) each towards conversion of loan to the extent of Rs. 17,81,44,560/- (Rupees Seventeen Crores Eighty One Lakhs Forty Four Thousand Five Hundred and Sixty Only), to the persons belonging to the Promoter of the Company at an Issue Price of Rs. 88/- (Rupees Eighty Eight Only) determined in accordance with Chapter V of SEBI (ICDR) Regulations.

The Promoter has extended loan to the Company and the Company proposes to convert loan worth Rs. 17,81,44,560/- (Rupees Seventeen Crores Eighty One Lakhs Forty Four Thousand Five Hundred and Sixty Only) into Equity Shares on a Private Placement basis.

The proposed Preferential Issue is to be issued to the persons belonging 'Promoter Category' as per the details disclosed in the respective resolution. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on January 10, 2026.

The approval of the members is accordingly being sought by way of passing a 'Special Resolution' under Sections 42, and 62 of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations for Item No. 1 of the Notice.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, with respect to the additional disclosures for objects of the issue and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

#### **1. Particulars of the Preferential Issue including date of passing of Board resolution, kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued;**

The Board of Directors at its meeting held on January 10, 2026, has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment:

- Up to 20,24,370 (Twenty Lakhs Twenty-Four Thousand Three Hundred and Seventy) Equity shares of face value of Rs. 2/- (Rupees Two Only) each towards conversion of loan to the extent of 17,81,44,560/- (Rupees Seventeen Crores Eighty One Lakhs Forty Four Thousand Five Hundred and Sixty Only), to the persons belonging to the Promoter of the Company at an Issue Price of Rs. 88/- (Rupees Eighty Eight Only) determined in accordance with Chapter V of SEBI (ICDR) Regulations.

#### **2. Objects of the Issue**

There are Unsecured Loans from the Promoter and the Company proposes to issue such number of Equity Shares on preferential basis in order to restructure the said unsecured loans held in the names of proposed allottee(s) namely, M/s. Purv Flexipack Limited to the extent of Rs. 17,81,44,560/- (Rupees Seventeen Crores Eighty-One Lakhs Forty-Four Thousand Five Hundred and Sixty Only), and to strengthen the Capital structure of the Company. The promoters of the Company/ the proposed allottees have requested the board of the Company to either make payment of their loans outstanding or to convert their outstanding unsecured loan amount due to the Company in to Equity Shares. In view of the current financial position of the Company, the Board of Directors of the Company has decided to convert unsecured loans in to Equity Shares which is in best interest of the Company and it will also strengthen the financial position of the Company by reducing liabilities and it will also result in increase of net worth of the Company.

## **Allocation of Preferential Issue funds**

The issue of securities as mentioned in Item No. 1 of this Notice is pursuant to conversion of Loan of person belonging to the promoter category and allocation of the same is as following:

<b>Sr. no.</b>	<b>Name of the Proposed Allottee</b>	<b>Outstanding loan proposed to be converted</b>
1.	Purv Flexipack Limited	17,81,44,560
	<b>Total</b>	<b>17,81,44,560</b>

The Total amount of issue size as mentioned above has been fully allocated towards conversion of outstanding loans and there will be no utilization towards General Corporate Purposes.

- Schedule of implementation and Deployment of Funds**

Since present preferential issue is pursuant to conversion of loan in terms of the provisions of Chapter V of the SEBI (ICDR) Regulation, therefore all the outstanding loans which is proposed to be converted into equity shares, shall be considered converted immediately on the approval of the Board of Directors of the Company subject to grant of shareholder's approval along with regulatory approvals.

- Interim Use of Issue Proceeds**

Not applicable as the said issue is pursuant to conversion of loans into Equity Shares and there will be no unutilized funds post allotment of Equity Shares.

- Appraisal and Monitoring Agency**

As the requirement of monitoring agency is not mandatory if the Issue size is up to Rs.100 Crore and the size of this Issue is below Rs. 100 Crores, our Company has not appointed any monitoring agency for this Issue in terms of Regulation 162A of the SEBI ICDR Regulations.

### **3. Relevant Date**

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for proposed allotment is Monday, January 05, 2026. The date i.e. 30 (thirty) days prior to the date of this Extraordinary General Meeting falls on a Wednesday February 04, 2026.

### **4. Basis or justification for the price (including the premium, if any) has been arrived at**

The Company is listed on NSE Limited and the Equity Shares of the Company are frequently traded in accordance with Regulation 164 of the ICDR Regulations.

Accordingly, the issue of equity shares of the Company on preferential basis shall be made at a price not less than higher of the following:

- 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 87.44 per equity share;
- 10 (ten) trading day's volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 70.79 per equity share.

The Articles of Association of the Company does not provide any valuation method for determination of price of the shares.

Pursuant to above, the minimum issue price determined in accordance with Regulations 164(1) is Rs. 87.44/- each. In view of the above, the Board of the Company has fixed the Issue price of Rs. 88/- each which is above the Minimum Price as determined in compliance with the requirements of the ICDR Regulations.

Further, given that the Equity Shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per

Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and 163(1) (h) of the SEBI ICDR Regulations.

**5. Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer**

Except as following, none of the promoters, directors or key management personnel of the issuer intent to subscribe to the offer.

Sr. no.	Name of the Proposed Allottee	Category of the Proposed Allottee	Outstanding loan proposed to be converted	Maximum no. of Equity Shares proposed to be allotted
1	Purv Flexipack Limited	Promoter	17,81,44,560	20,24,370
		<b>Total</b>		<b>17,81,44,560</b>
				<b>20,24,370</b>

The number of Equity Shares to be issued pursuant to conversion of loan at issue price of Rs. 88/- each, as detailed above, may not compute to be exact amount of outstanding loan because of fractions. Maximum number of securities will be issued, subject to required approvals, for adjustment of fractions up to maximum outstanding loan amount adjustment.

Except aforesaid, none of the Directors or Key Managerial Personnel of the Company intend to subscribe to any of the securities proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

**6. Shareholding pattern of the Company before and after the Preferential Issue**

The Shareholding Pattern of the issuer before and after the preferential issue is attached as **Annexure-A**.

**7. Time frame within which the Proposed Preferential Issue shall be completed**

In accordance with Regulation 170 of the SEBI ICDR Regulations, the preferential allotment of said Equity Shares will be completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

**8. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted And/ or who ultimately control the Proposed Allottees:**

Sr. no.	Name of Proposed allottees	Ultimate Beneficial Owner	Pre-Preferential Issue of the allottee*		No. of Equity Shares proposed to be allotted	Post- Preferential Issue of the allottee**	
			No. of shares held	% of share holding		No. of shares held	% of share holding
1	Purv Flexipack Limited	Rajeev Goenka	7,17,70,000	62.08	20,24,370	7,37,94,370	62.74

**9. The percentage of the post-preferential issue capital that may be held by the Proposed Allottees (as defined hereinabove) and change in control, if any, in the Company consequent to the Preferential Issue:**

Name of the Proposed Allottee	Category of the Proposed Allottee	Pre-Issue % Holding*	Number of Equity Shares proposed to be allotted or to be allotted post conversion of Loan into Equity	Post Issue % Holding**
Purv Flexipack Limited	Promoter	62.08	20,24,370	62.74

\*The pre-issue shareholding pattern is as on December 31, 2025, taking into consideration.

\*\*Post shareholding structure may change depending upon any other corporate action in between.

**10. The class or classes of persons to whom the allotment is proposed to be made**

The allotment is proposed to be made to 1 (One) promoter after allotment of equity shares.

**11. Consequential Changes in the control and change in management:**

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

**12. Undertaking:**

The Company hereby undertakes that:

- None of the Company, its Directors or Promoters have been declared as wilful defaulter or fugitive economic offender as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- The Company is eligible to make the Preferential Issue to the Proposed Allotees under Chapter V of the SEBI ICDR Regulations;
- As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing recomputation of the price of shares shall not be applicable;
- The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;
- All the equity shares held by the proposed allotees in the Company are in dematerialized form only;

**13. Current and proposed status of the Proposed Allotees post the Preferential Issue viz. promoter or non-promoter**

Name of the Allotees	Current Category	Proposed Category
Purv Flexipack Limited	Promoter	Promoter

**14. Lock-in period**

The Equity Shares on the conversion of the loan to be allotted shall be subject to 'lock-in' in accordance with Chapter V of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding, of the proposed Allotee, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

**15. Practicing Company Secretary's Certificate**

The certificate from **Mr. Kuldeep Bothra (Proprietor of K. Bothra & Associates), Practicing Company Secretary (PCS), (Membership No. ACS 37452)**, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link [www.coolcapsindustries.in/](http://www.coolcapsindustries.in/).

**16. Amount which the company intends to raise by way of such securities**

Not Applicable; since the issue is pursuant to conversion of loan into equity.

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

The Company has not made any preferential allotment during the current financial year FY 2025-26.

**18. Valuation and Justification for the allotment proposed to be made for consideration other than cash**

The price determined through Valuation report of Mr. Ranjit Binod Kejriwal, (Registration No.: IBBI/RV/03/2019/11612). i.e., Rs. 88/- per Equity Share. The said report is available on the website of the Company at [www.coolcapsindustries.in/](http://www.coolcapsindustries.in/).

The Board of Directors recommends the Special Resolution set out at Item No1 of the Notice for approval by the Members.

None of the Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 1 of this Notice except to the extent of their shareholding if any, in the Company.

## **ITEM NO. 2**

M/s. Keyur Shah & Associates, Chartered Accountants have tendered their resignation as Statutory Auditors w.e.f. December 27, 2025 citing reasons as due to their engagement in other professional assignments, they would not be able to devote the required time to the organization.

This has resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. The casual vacancy caused by the resignation of auditor shall be approved by the shareholders in General Meeting within three months from the date of recommendation of the appointment of new statutory auditor by the Board of Directors of the Company.

The Board of Directors of the Company recommended the appointment of M/s. V. Singhi & Associates, Chartered Accountants (FRN: 311017E), based in Kolkata, West Bengal as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Keyur Shah & Associates, Chartered Accountants. Accordingly, shareholders' approval by way of ordinary resolution is sought and they have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of Companies Act, 2013 regarding appointment of statutory auditors.

The Board of Directors recommends the Ordinary Resolution set out at Item No 2 of the Notice for approval by the Members.

None of the Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 2 of this Notice except to the extent of their shareholding if any, in the Company.

<b>Statement containing additional disclosure as required under Regulation 36(5) of the Listing Regulations</b>	
1.	Proposed fees payable to the statutory auditor for the financial year
2.	Term of appointment
3.	In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change
4.	Basis of recommendation for appointment including the details in relation to and credentials of the Statutory auditor proposed to be appointed
5.	Brief Profile of Statutory Auditor

	With over 47 years of experience in audit and accounting services, the firm has built a strong reputation for professionalism, expertise, and client-centric solutions.
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For and on behalf of the Board of Directors  
Cool Caps Industries Limited

Sd/-  
Arijit Ghosh  
Company Secretary and Compliance Officer

Registered Office: 23 Sarat Bose Road Flat No  
1C, 1st Floor, Kolkata-700020 West Bengal

CIN: L27101WB2015PLC208523

Website: <https://coolcapsindustries.in/>

Email-id: [cs@coolcapsindustries.in](mailto:cs@coolcapsindustries.in)

Tel: 9903921338

Date: 10/01/2026

Place: Kolkata

## **Annexure A**

## Shareholding Pattern of the issuer before and after the preferential issue

B2) Central Govt./Stat Govt./POI	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>B3 Others</b>													
a) Key Managerial Person	-	-	-	-	-	-	-	-	-	-	-	-	-
b) Individuals	3,10,91,250	26.90	-	-	3,10,91,250	26.90	-	3,10,91,250	26.44	-	-	3,10,91,250	26.44
c) Body Corporate	27,07,500	2.34	-	-	27,07,500	2.34	-	27,07,500	2.30	-	-	27,07,500	2.30
c) Others (Including NRI, Clearing Members, HUF, LLP)	61,96,250	5.36	-	-	61,96,250	5.36	-	61,96,250	5.27	-	-	61,96,250	5.27
Total Public Shareholding B=B1+B2+ B3	3,99,95,000	34.60	-	-	3,99,95,000	34.60	-	3,99,95,000	34.01	-	-	3,99,95,000	34.01
C) Non-Promoter Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>11,56,00,000</b>	<b>100.00</b>	-	-	<b>11,56,00,000</b>	<b>100.00</b>	<b>20,24,370</b>	<b>11,76,24,370</b>	<b>100.00</b>	-	-	<b>11,76,24,370</b>	<b>100.00</b>

Notes:

- (1) The pre-issue shareholding pattern is prepared based on the latest quarterly shareholding pattern i.e. December 31, 2025.
- (2) Assuming the post issue holding of all the other shareholders will remain the same, as it was on the date, on which the Pre-issue shareholding pattern was prepared. Post-preferential allotment shareholding pattern is derived after considering the preferential Allotment of Equity Shares upon conversion of Loan.

Place: Kolkata

Date: 10-01-2026

By order of the Board of  
Cool Caps Industries Limited

SD/-

**Arijit Ghosh**

**Company Secretary and Compliance Officer**



### COOL CAPS INDUSTRIES LIMITED

Registered Office: Annapurna Apartment 23, Sarat Bose Road, 1<sup>st</sup> Floor,  
Flat No. -1C, Kolkata- 700020, W.B, India  
Phone: +91 33 40703238, Email Id: cs@coolcapsindustries.in  
CIN: L27101WB2015PLC208523

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### ATTENDANCE SLIP

Name of the member (s):	
Registered Address	

<b>Folio No</b>		<b>*DP ID</b>	
<b>No. Of Shares</b>		<b>*Client ID</b>	

\* Applicable to holders holding Shares in demat /electronic form

I hereby record my attendance at the 2<sup>nd</sup> Extra Ordinary General Meeting of the Company held on Wednesday, the 04<sup>th</sup> day of February, 2026 at 11.00 A.M. at Registered Office of the company at 23 Sarat Bose Road Flat No 1c, 1st Floor, Kolkata-700020.

\_\_\_\_\_  
Shareholders Signature

#### Notes:

1. Please fill attendance slip and hand it over at the entrance of the Meeting Hall.
2. Member's signature should be in accordance with the specimen signature in the Register of Members of the Company.
3. Members are requested to bring their copy of the Notice and this Attendance Slip at the Extra Ordinary General Meeting of the Company.



### COOL CAPS INDUSTRIES LIMITED

Registered Office: Annapurna Apartment 23, Sarat Bose Road, 1<sup>st</sup> Floor,  
Flat No. -1C, Kolkata- 700020, W.B, India  
Phone: +91 33 40703238, Email Id: cs@coolcapsindustries.in  
CIN: L27101WB2015PLC208523

#### Form No. MGT-11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L27101WB2015PLC208523

Name: COOL CAPS INDUSTRIES LIMITED

Registered office: 23 Sarat Bose Road Flat No 1c, 1st Floor, Kolkata-700020

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

\*DP ID:

\* Applicable for holders holding shares in demat/electronic mode

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name:.....Address:.....  
E-mail Id:.....Signature.....**or failing him**

2. Name:.....Address:.....  
E-mail Id:.....Signature.....**or failing him**

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 2<sup>nd</sup> Extra Ordinary General Meeting of the company, to be held on the Wednesday, the 4<sup>th</sup> day of February, 2026 at 11.00 a.m. at 23 Sarat Bose Road Flat No 1c, 1st Floor, Kolkata-700020 and at any adjournment thereof in respect of such resolutions as are indicated below:

SN.	<b>SPECIAL BUSINESS</b>
1.	Issuance of Up To 20, 24,370 Equity Shares on Preferential Basis Upon Conversion .of Outstanding Unsecured Loan To 'Promoter'.
2.	To Appoint the Statutory Auditor of the Company to fill the casual vacancy caused by resignation of the M/s. Keyur Shah & Associates, Chartered Accountants to hold office till the conclusion of the next Annual General Meeting (AGM).

Signed this ..... day of ..... 2026

Signature of shareholder

Signature of Proxy holder(s)

Affix a  
Re. 1  
Revenue  
Stamp

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. A holder may vote either for or against each resolution.



### COOL CAPS INDUSTRIES LIMITED

Registered Office: Annapurna Apartment 23, Sarat Bose Road, 1<sup>st</sup> Floor,  
Flat No. -1C, Kolkata- 700020, W.B, India  
Phone: +91 33 40703238, Email Id: cs@coolcapsindustries.in  
CIN: L27101WB2015PLC208523

#### Form No. MGT- 12

#### Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

CIN: L27101WB2015PLC208523

Name: COOL CAPS INDUSTRIES LIMITED

Registered office: 23 Sarat Bose Road Flat No 1c, 1st Floor, Kolkata-700020

1. Name of the First Named :

Shareholder (In block letters)

Postal Address

2. Registered folio No./ :

DP ID No./Client ID No.\*

(\*Applicable to investors holding  
Shares in dematerialized form)

Class of Shares :

1. I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of Extra Ordinary General Meeting of Company scheduled to be held on Wednesday, the 4<sup>th</sup> day of February, 2026 at 11.00 a.m. at the Registered Office of the Company at 23 Sarat Bose Road Flat No 1c, 1st Floor, Kolkata-700020, which is proposed to be placed for consideration of members at the aforesaid EOGM of the Company, by sending my/our assent (FOR) and/or dissent (AGAINST) to the said Resolution(s) by placing the tick () mark at the appropriate box below:

Item No.	Item	Nature of Resolution	No. of Shares	I/we assent to the resolution (FOR)	I/we assent to the resolution (AGAINST)	(ABSTAIN)
1.	Issuance of Up To 20, 24,370 Equity Shares on Preferential Basis Upon Conversion of Outstanding Unsecured Loan, To 'Promoter'.	Special				
2.	To Appoint the Statutory Auditor of the Company to fill the casual vacancy caused by resignation of the M/s. Keyur Shah & Associates, Chartered Accountants to hold office till the conclusion of the next Annual General Meeting (AGM).	Ordinary				

Place: Kolkata

Date:

(Member)

## **ELECTRONIC VOTING PARTICULAR**

EVEN (E VOTING EVENT NUMBER)
EVEN : 260007

E-Voting shall start on Sunday, February 01, 2026 (09.00 a.m.) and will be open till Tuesday, February 03, 2026 till the close of working hours (i.e. 05.00 p.m.)

Note: Please read the instruction printed overleaf carefully before exercising your vote.