

Notice

Notice is hereby given that the 8th (eighth) Annual General Meeting (AGM) of the members of Cool Caps Industries Limited will be held on Wednesday, 27th September, 2023 at 11.00 a.m. at the registered office of the company situated at Annapurna apartment, 23 Sarat Bose Road, 1st Floor, Flat No. 1C, Kolkata – 700020, WB, IN to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the:-
 - a) Audited Standalone Financial Statement of the Company for the financial year ended 31st March, 2023 together with the Report of the Board of Directors and the Auditors thereon.
 - b) Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2023 together with the Report of the Auditors thereon.
2. To re-appoint Mr. Rajeev Goenka (DIN: 00181693), who is liable to retire by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To approve material related party transaction limits with Purv Films Private Limited (CIN:U74900WB2000PTC092146):**

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company's "Policy on Related Party Transactions" and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the prior consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Purv Films Private Limited

(CIN:U74900WB2000PTC092146) ("Purv Films"), a related party of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase and sale of materials including Multilayer Flexible Films and Plastic Granules, as more particularly set out in the explanatory statement for Item No. 3 to this Notice of 8th Annual General Meeting, for an amount not exceeding in the aggregate Rs. 20 Crore (Rupees twenty crores only), for the financial year 2023-24, provided that the said transactions are entered into/ carried out on arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution."

4. **Increase in Borrowing power:**

To Consider and if thought fit, to pass, with or without modification the below resolution as **Special Resolution:**

"RESOLVED THAT pursuant to Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and in supersession of the earlier resolution passed by the members at the Extra-Ordinary General Meeting of the Company held on 16th Day of April, 2021, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), exceeding aggregate of the paid-up capital of the Company and its free reserves and securities premium, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 200.00 crores.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

5. **Authorization for Further Public Offering (FPO) of Shares:**

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

"RESOLVED THAT in accordance with the provisions of Section 23, 42 and 62(1) (c) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modifications or re-enactment thereof, for the time being in force, the "Companies Act, 2013"), and any other applicable laws including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and other applicable SEBI regulations and guidelines, Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR Regulations"), the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to receipt of approval, if any, of the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), Registrar of Companies ("ROC"), Stock Exchange(s) and other appropriate statutory or regulatory authorities, and such other approvals, no objection, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be stipulated or imposed by any of them while granting such approvals, no objection, permissions and sanctions which may be agreed to by the Board of Directors of the Company or any duly constituted Committee of the Board (herein after referred to as the "Board", which shall include a duly authorized Committee for the time being exercising the powers conferred upon it by the Board including the powers conferred by this Resolution), approval of the Members of the Company be and is hereby accorded to create, issue and allot such number of Equity Shares, for cash such that the amount being raised pursuant to the fresh issue aggregates up to ₹65 Crores (Rs. Sixty Five Crores only) (the "Fresh Issue") or such other extent as may be permitted under the Applicable Laws,

for the purpose of rounding off to the nearest integer while finalizing the basis of allotment; including the issue and allotment of Equity Shares and/or other securities to Market Maker, in accordance with the provisions of regulation 261 of chapter IX of the ICDR Regulations and/or other applicable statutory and/or regulatory requirements, to be issued, at par or at premium and for cash or other consideration on such terms and conditions as may be finalised by the Board (such Fresh issue referred to as "Further Public Issue") and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, or allotment of Securities, the Board be and is hereby severally authorized to take all the necessary steps, including preparation of the offer document for the issue, filing of the offer document with SEBI, ROC, Stock Exchanges, appointment of various intermediaries, determination of the terms of the issue, including the class of investors to whom the Securities are to be issued and allotted, the number of Securities to be issued in each tranche, issue opening and closing dates, issue price, premium / discount to the then prevailing market price, amount of issue, discount to issue price to a class of investors (including such as retail public, employees and existing shareholders), flexibility of part payment at the time of application by a class of investors (such as retail public, employees and existing shareholders) including through Application Supported by Blocked Amount ("ASBA") and payment of balance amount on allotment of Securities, listing on one or more stock exchanges in India as the Board deems fit and to do all such acts, deeds, matters and things and execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in regard to FPO, and the transfer, allotment and utilization of the issue proceeds, and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, as it may in its absolute discretion, deem fit and proper in the best interests of the Company, without requiring any further approval of the Members.

RESOLVED FURTHER THAT all the new equity shares as aforesaid to be issued and allotted in the manner aforesaid shall be subject to

the Memorandum and Articles of Association of the Company and shall rank paripassu inter-se in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT

- i. All monies received out of the Issue shall be transferred to a separate Bank Account other than the bank account referred to in Sub-Section (3) of Section 40 of the Companies Act, 2013;
- ii. details of all monies utilized out of the Issue referred above shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
- iii. details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
- iv. Our Company shall comply with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.

RESOLVED FURTHER THAT any of the director or Company secretary of the Company, severally or jointly be and is hereby authorized to take all such steps for giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the Further Public Issue, including, without limitation, the following:

- i. constituting a committee for the purposes of the issue, offer and allotment of the Equity Shares, and other matters in connection with or incidental to the Further Public Issue ("FPO Committee");
- ii. authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with the issue, offer and allotment of the Equity Shares;
- iii. giving or authorizing the giving by concerned persons of such declarations,

affidavits, certificates, consents and authorities as may be required from time to time;

- iv. appointing the Lead Manager(s), Market Maker(s), Underwrites(s), Legal Advisor(s), Registrar(s), Escrow Bank(s), Syndicate Member(s), and other intermediaries to the Further Public Issue in accordance with the provisions of the ICDR Regulations and other applicable statutory and/or regulatory requirements;
- v. seeking, if required, any approval, consent or waiver from the Company's lenders, and/or parties with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government and regulatory authorities in India, and/or any other approvals, consents or waivers that may be required in connection with the issue, offer and allotment of the Equity Shares;
- vi. deciding the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Further Public Issue;
- vii. approval of the draft and final offer documents (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in consultation with the lead manager(s), in accordance with all applicable laws, rules, regulations and guidelines;
- viii. seeking the listing of the Equity Shares on any recognized stock exchange in India, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;
- ix. finalization of and arrangement for the submission of the draft prospectus to be submitted to the stock exchange(s) for receiving comments from the Further public and the prospectus to be filed with the stock exchange(s), Registrar of Companies, SEBI and / or any other regulatory authorities, and any corrigendum, amendments supplements thereto;
- x. authorization of the maintenance of a register of holders of the Equity Shares;
- xi. finalization of the basis of allotment of the Equity Shares;

- xii. finalization of the allotment of the Equity Shares on the basis of the applications received;
- xiii. acceptance and appropriation of the proceeds of the Further Public Issue; and
- xiv. To generally do any other act and/or deed, to negotiate and execute any document/s, application/s, agreement/s, undertaking/s, deed/s, affidavits, declarations and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the Further Public Issue.

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the issue, offer or allotment of the equity shares in the Further Public Issue and the utilization of the issue proceeds in relation to the expansion plans, acquisitions, working capital requirements, repayment of secured loans, capital expenditure, other corporate initiatives, or in any other manner it may deem fit, and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, including the premium to be charged on the shares, to vary the size of the issue, appoint Lead Managers, Banks and other intermediaries or agencies concerned, enter into any agreements or other instruments for such purpose, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo moto decide in its absolute discretion in the best interests of the Company without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters to do things whatsoever, including settle any question, doubt or difficulty that may arise with regard to or in relation to raising of resources as authorized herein, and that all or any of the powers conferred on the Board vide this resolution may be exercised by the Board.

RESOLVED FURTHER THAT Mr. Rajeev Goenka (DIN: 00181693), Mr. Vanshay Goenka (DIN:06444159) and/or Mrs. Poonam Goenka (DIN: 00304729), Mr. Sanjeev Goenka (DIN:

00180575) and/or Mr. Arijit Ghosh, Company Secretary of the Company be and are hereby severally/jointly authorized to execute and sign the documents including undertakings, consent letters, power of attorney, certificates, forms etc., as may be required in connection with the above.

RESOLVED FURTHER THAT the Board and/or any Committee of the Board, be and is hereby authorized to take such action, give such directions, as may be necessary or desirable to give effect to this resolution and to do all such acts, matters, deeds and things, including but not limited to the allotment of equity shares against the valid applications received in the Further Public Offer, as are in the best interests of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchange where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchange(s) and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board or by any Committee of the Board thereof or by any one or more Directors of the Company with power to delegate to any Officer(s) of the Company, as the Board may in its absolute discretion decide in this behalf."

6. **Regularization of Additional Director, Mr. Sanjeev Goenka (DIN: 00180575), as a Non-Executive and Non-Independent Director:**

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

"RESOLVED THAT pursuant to Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Sanjeev Goenka (DIN: 00180575), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from 26th August, 2023, in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive and

Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

7. **Loans, Guarantees or security to M/s. Purv Flexipack Limited under section 185 of Companies Act, 2013:**

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

“RESOLVED THAT Pursuant to the provisions of section 185(2) and other applicable provisions, if any, of the companies Act, 2013 as amended by the companies (Amendment) Act, 2017 and applicable rules

framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Members be and is hereby accorded to provide up to ₹50,00,00,000/- (Rupees Fifty Crores only) as Loans including any loan represented by a book debt, as Guarantees or security in connection with any loan taken by the borrower company, M/s. Purv Flexipack Limited (CIN: U25202WB2005PLC103086) situated at Annapurna Apartment, Suit 1C, 1st Floor, 23 Sarat Bose Road, Kolkata – 700020, West Bengal at a minimum interest rate of 9% per annum Payable annually for loans, in which the directors of the company are interested as mentioned below, in one or more trenches and on such terms and conditions as may be mutually agreed between both the parties. The funds are to be used in the principal business activities of the Borrower Company (Purv Flexipack Limited).”

Sl. No.	Name and the Address of the Borrower	Nature of Interest	Loan Amount (in ₹)	Rate of Interest	Repayment
1.	PURV FLEXIPACK LIMITED CIN: U25202WB2005PLC103086 Address: Annapurna Apartment, Suit 1C, 1st Floor, 23, Sarat Bose Road, Kolkata – 700020, West Bengal	Directors Mr. Rajeev Goenka (DIN: 00181693), Mr. Vanshay Goenka (DIN: 06444159) and Mrs. Poonam Goenka (DIN: 00304729) are directors and shareholders in the borrower Company.	50,00,00,000/-	Minimum 9% p.a. to be paid annually	On demand

“RESOLVED FURTHER THAT any of the Directors of the company be and is hereby authorized to finalize, execute, sanction and disburse of the loans and to take such steps and to do all other act, deeds and things as may be necessary or desirable to give effect to the above resolution(s) and all the necessary form(s) and return to be filled with the registrar of companies with regard to the aforesaid matter.”

By the order of the board
For **Cool Caps Industries Limited**

Sd/-

Arijit Ghosh

Company Secretary and
Compliance Officer

Place: Kolkata
Date: 29.08.2023

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 Annual General Meeting are requested to forward a certified copy of Board Resolution authorizing their representative to attend and vote at the Annual General Meeting either to the Company in advance or submit the same at the venue of the General Meeting.
5. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking appointment / re-appointment as Director at the 8th Annual General Meeting are given as an annexure (Annexure A) to the notice.
6. The Register of members and share transfer books of the company will remain closed from Thursday, the 21st Day of September, 2023 to Wednesday, the 27th Day of September, 2023 (Both Days inclusive)
7. The cut-off date for determining the names of shareholders eligible to get Notice of the Annual General Meeting is Friday, August 25, 2023.
8. **Green Initiative:**
In compliance of the provision of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Company has sent Annual Reports in Electronic Mode to the Members who have registered their E-mail IDs either with the Registrar and Transfer Agents or with their respective Depositories. However, an option is available to the Members to continue to receive the physical copies of the documents/ Annual Reports by making a specific request quoting their Folio No./Client ID & DP ID to Company or to R & T Agents.
9. Members to whom hard copy of Annual Reports have been provided are requested to bring their copies of the Annual Report to the Meeting. The copies of Annual Reports shall not be made available at the venue of the Meeting.
10. **Admission Slip:**
Members / Proxies attending the Meeting should bring the Admission Slip, duly filled, for handing over at the venue of the meeting.
11. **e-Voting: M/s. 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. Link Intime India Pvt. Ltd. on all the resolutions set forth in this notice. The e-Voting shall commence on September 23, 2023 at 09.00 a.m. and shall end on September 26, 2023 at 5.00 p.m. The e-Voting module shall be disabled by M/s. 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 September 20, 2023 will be eligible to cast their vote electronically. The results of AGM declared along with Scrutinizer Report shall be placed on the Company's website www.coolcapsindustries.in, on the website of the M/s. Link Intime India Pvt. Ltd. www.linkintime.co.in within 48 hours of conclusion of the Meeting and be also communicated to NSE 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.
12. 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, September 20, 2023.
13. A member may participate in the AGM even after exercising his right to vote through remote e-Voting but shall not be entitled to vote again at the Annual General Meeting.

14. 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 AGM through ballot paper/electronic voting.
15. The facility for voting through ballot paper/e-Voting shall be made available at the AGM 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.
16. 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.
17. Mrs. Rohini Chhawchharia, Practising Company Secretary (PCS), (Membership No. ACS 67472) 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.
18. The Chairman shall, at the Annual 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 Annual General Meeting but who have not cast their votes earlier by availing the remote e-Voting facility.
19. 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 48 hours of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour 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.
20. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.coolcapsindustries.in and on the website of M/s. Link Intime India Pvt. Ltd. www.linkintime.co.in 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
21. 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 AGM.
22. Members are requested to contact the Company's Registrar & Share Transfer Agent, Link Intime India Pvt. Ltd ("Link 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)

23. Registrar and Transfer Agents:

The details of Registrars and Transfer Agents of the Company is as follows:

M/s Link Intime India Pvt Ltd

Address: Vaishno Chambers, 5th Floor, Room No. 502 & 503, 6 Brabourne Road, Kolkata – 700001, WB, IN.

Phone No.: 033-40049728

Website: www.linkintime.co.in

Email: kolkata@linkintime.co.in

24. Route Map showing Directions to reach to the venue of the Meeting:



THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL:

- i. Existing IDEAS user can visit the e-Services website of NSDL viz. <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IdeAS' section, this will prompt you to enter your existing User ID and Password. 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 and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
- ii. If you are not registered for IdeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IdeAS Portal" or

click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>.

- iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL:

- i. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
- ii. After successful login of Easi/Easiest the user will be able to see the E Voting Menu.

The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

- iii. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdsindia.com/myeasi/Registration/EasiRegistration>.
- iv. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdsindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on fc and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants:

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:
 - a) User ID: Shareholders holding shares in physical form shall provide 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/ members 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).
- Click "confirm" (Your password is now generated).

3. Click on 'Login' under 'SHARE HOLDER' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. 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).
4. 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:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the

duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for 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.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'

- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

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

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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".

By the order of the board
For **Cool Caps Industries Limited**

**Sd/-
Arijit Ghosh**

Place: Kolkata
Date: 29.08.2023

Company Secretary and
Compliance Officer

Annexure A to the Notice

Details of Directors seeking appointment / reappointment at the 8th Annual General Meeting in pursuance of provisions of the Companies Act, 2013 & Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Annexure of Item No: 02

Name of the Director	Mr. Rajeev Goenka
DIN	00181693
Date of Birth	02.08.1971
Nationality	Indian
Date of Appointment on the Board	20.11.2015
Qualification	Bachelor of Commerce from University of Calcutta and member of ICWA.
Disclosure of relationship between directors inter-se	Husband of Mrs. Poonam Goenka Father of Mr. Vanshay Goenka Brother in Law of Mr. Arun Gourisaria
No. of Equity Shares held in the Company as on 31.03.2023	55000 Equity Shares
List of Directorship in other companies as on August 26, 2023.	1. Purv Logistics Private Limited 2. Purv Flexipack Limited 3. Purv Ecoplast Private Limited 4. Purv Technoplast Private Limited 5. Purv Packaging Private Limited 6. Re.Act Waste Tech Private Limited 7. Purv Knowledge Solutions Private Limited 8. Purv Films Private Limited 9. Rishi Management Services Private Limited 10. Calendula Barter Private Limited 11. Topgrain Investment Consultants Private Limited.
Committee positions held in other Companies	Nil

Annexure of Item No: 06

Name of the Director	Mr. Sanjeev Goenka
DIN	00180575
Date of Birth	03.07.1977
Nationality	Indian
Date of Appointment on the Board	26.08.2023
Qualification	Bachelor of Commerce from University of Calcutta and Post Graduate Diploma in Management (PGDM) from Wigan and Leigh College.
Disclosure of relationship between directors inter-se	Brother of Mr. Rajeev Goenka Brother in Law of Mrs. Poonam Goenka Uncle of Mr. Vanshay Goenka
No. of Equity Shares held in the Company as on 31.03.2023	NIL
List of Directorship in other companies as on August 26, 2023	1. Samriddhi Packaging Private Limited 2. Rajeev Trading & Holdings Pvt. Ltd 3. Millenium Plastipack Private Limited
Committee positions held in other Companies	Nil

By the order of the board
For **Cool Caps Industries Limited**

Place: Kolkata
Date: 29.08.2023

Sd/-
Arijit Ghosh
Company Secretary and Compliance Officer

Explanatory statement pursuant to Section 102(1) of the Companies 2013 set out all material facts relating to the businesses under item nos. 3-7 Of the accompanying notice.

ITEM NO 3:

Pursuant to the applicable provisions of the Companies Act, 2013 ("Act") read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof ("SEBI Listing Regulations") and the Company's Policy on Related Party Transactions ("the Policy"), the material related party transactions to be entered by the Company on arm's length basis with Purv Films Private Limited ("Purv Films"), as set out in Item No. 3 require approval of the members of the Company through the ordinary resolutions.

Since, the company has started working towards providing one stop solution for the packaged drinking water and beverages industry, the company has started to add more products in its product portfolio which has high demand in its existing customer base and Multilayer Flexible Films (hereinafter referred to as "Films") is one of such products that is used in the packaging.

Purv Films Private Limited is engaged in the manufacturing of Multilayer Flexible Films and

trading in Plastic Granules. Our company is purchasing the films & Granules from them for the purpose of trading.

In order to have sustained availability of the quality Multilayer Flexible Films, ease of customer reach and in the best interest of the company and its members/shareholders, the company proposes to take transaction limit for entering into material related party transactions with Purv Films Private Limited, a related party of the company.

The Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business.

Details of the proposed Material Related Party Transactions ("RPTs") between the Company and Purv Films Private Limited ("Purv Films"), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Description	Details of proposed RPTs between the Company and Purv Films
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Name of the Related Party	Purv Films Private Limited ("Purv Films")
b.	Relationship of Related Party with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	Mr. Rajeev Goenka (DIN: 00181693), Director of the Company is a director and shareholder of Purv Films and Mr. Vanshay Goenka (DIN: 06444159), Director of the Company is also a director in Purv Films. Being a Private Company in which directors of the Company are directors and/or members, Purv Films is a Related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations
c.	Tenure of the proposed transaction	Recurring Transactions for the Financial Year 2023-24

Sr. No.	Description	Details of proposed RPTs between the Company and Purv Films
b.	Type, material terms, monetary value and particulars of the proposed RPTs.	The Company and Purv Films propose to enter into the RPT for the purchase and sale of materials including Multilayer Flexible Films and Plastic Granules for an amount not exceeding in the aggregate Rs. 20 Crore (Rupees twenty crores only), for the financial year 2023-24
c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	Financial Year 2023-24 - 11.01%
2.	Justification for the proposed RPTs.	<p>Purv Films is engaged in the manufacturing of Multilayer Flexible Films and trading in Plastic Granules.</p> <p>Since, Our Company has started working towards providing one stop solution for the packaged drinking water and beverages industry, the Company has started to add more products in its product portfolio which has high demand in its existing customer base and Multilayer Flexible Films (hereinafter referred to as "Films") is one of such products that is used in the packaging.</p> <p>Our company proposes to purchase the films & Granules from Purv Films for the purpose of trading.</p>
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	Not applicable
4.	Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	Not applicable
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship.	<p>Mr. Rajeev Goenka (DIN: 00181693), Director of the Company is a director and shareholder of Purv Films and Mr. Vanshay Goenka (DIN: 06444159), Director of the Company is also a director in Purv Films.</p> <p>The interest or concern of the Directors or that of their relatives, is limited only to the extent of their holding directorship / KMP position in the Company and Purv Films.</p>
	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT	Financial Year 2023-24 – 14.19%
6.	Any other information that may be relevant.	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

None of the other Directors, KMPs and/ or their respective relatives except Mr. Rajeev Goenka and Mr. Vanshay Goenka is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 3 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 3 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 3 of the Notice, whether the entity is a Related Party to the particular transaction or not.

ITEM NO. 4:

Keeping in view the existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital and free reserves and securities premium of the Company. Hence it is proposed to increase the existing borrowing limits from Rs. 100 Crore to Rs. 200 Crores for the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves and securities premium at any one time except with the consent of the members of the Company in a general meeting.

The Directors recommend the Special Resolution as set out at Item No. 4 of the accompanying Notice, for members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

ITEM NO. 5

The Company proposes to create, offer and issue fresh equity shares of the Company of face value Rs. 10/- (the "Equity Shares") each up to an aggregate ₹65 Crores (Rs. Sixty Five Crores only) on such terms, in such manner, at such time and at such price or prices and as may be discovered

in accordance with applicable laws, including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), to various categories of investors including qualified institutional investors, retail individual investors, non-institutional investors, non-resident Indians, foreign portfolio investors and/ or eligible employees, as permitted under the SEBI (ICDR) Regulations, 2018 as amended from time to time and other applicable laws. The Equity Shares allotted shall rank in all respects pari passu with the existing Equity Shares.

Material information pertaining to the FPO is as follows:

- (i) Issue Price: The price at which the Equity Shares will be allotted through the Further Public Issue shall be determined and finalized by the Company in consultation with the book running lead managers, in accordance with the SEBI ICDR Regulations, on the basis of the book building process.
- (ii) The object(s) of the Issue: The proceeds of the Issue are to be utilized for the purposes that shall be disclosed in the Issue Documents. The Board has the authority to modify the above objects on the basis of the requirements of the Company, in accordance with applicable laws.
- (iii) Intention of Directors/Key management personnel to subscribe to the Issue: The Company has not made and will not make an issue of Equity Shares to any of the directors or key management personnel. However, the directors or the key management personnel may apply for the Equity Shares in the various categories under an Issue in accordance with applicable law, including the SEBI ICDR Regulations.
- (iv) Whether a change in control is intended or expected: No change in control of the Company or its management is intended or expected pursuant to the Issue

The Equity Shares are proposed to be listed on Emerge Platform of National Stock Exchange of India Limited and the Company will be required to enter into listing agreement with National Stock Exchange of India Limited.

The Board recommends the resolution for your approval. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force, the "Companies Act, 2013"), the SEBI (ICDR) Regulations, 2018 as amended from time to time, any other law or if

recommended by various advisors to the Company in connection with the FPO, the Board will make necessary amendments. The Board of Directors of your Company have approved this item in the Board Meeting held on 14th August, 2013 and have recommended the Resolution as set out in the accompanying Notice for the approval of members of the Company as a Special Resolution.

The Board of Directors recommend passing of the Special Resolution as contained in the Notice.

None of the Directors or Key Managerial Personnel and /or their relatives, are in any way, financial or otherwise, is interested or concerned in this resolution, except to the extent of their shareholding in the Company.

ITEM NO. 6

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Sanjeev Goenka (DIN: 00180575) for the office of Director of the Company. Mr. Sanjeev Goenka (DIN: 00180575) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Mr. Sanjeev Goenka (DIN: 00180575) was first inducted to the Board at the Board Meeting held on 26th Day of August, 2023 and in the same meeting he was appointed as Additional Director. In terms of Section 161(1) of the Companies Act, 2013, Mr. Sanjeev Goenka can hold office only upto the date of the ensuing Annual General Meeting. The Board is of the opinion that the appointment and presence of Mr. Sanjeev Goenka on the Board will be desirable, beneficial and in the best interest of the Company. The Board recommends the resolution set out in item no. 6 of the accompanying Notice for approval and adoption of the Members.

None of the Directors and Key Managerial Personnel except Mr. Rajeev Goenka, Mrs. Poonam Goenka and Mr. Vanshay Goenka, are concerned or interested in the proposed resolution in his/her personal capacity.

ITEM NO. 7

Pursuant to Section 185 of the Companies Act, 2013, a Company may advance any loan including

any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2) (b) of the Companies Act, 2013, after passing a special resolution in the general meeting.

It is proposed to grant loan or give guarantee or provide security in respect of any loan granted to M/s. Purv Flexipack Limited (CIN: U25202WB2005PLC103086) and the proposed loan shall be at a minimum rate of interest of 9% per annum and shall be used by the borrowing Company for its principal business activities only.

Brief details of the Scheme of the Loan:

Borrower	: Purv Flexipack Limited
Purpose	: To utilise the loan for carrying out principle business activity
Amount	: ₹50,00,00,000/- (Rupees Fifty Crores only)
Security	: Unsecured
Rate of interest	: Minimum 9 % per annum for Loans
Repayment	: Lumpsum on demand

The aforesaid sanction be at the discretion of the management and subject to approval of the Audit Committee and review of the Board from time to time. The Board proposes the Resolution at Item No. 7 of the notice for approval of the Shareholders by a Special Resolution.

None of the Directors and Key Managerial Personnel except Mr. Rajeev Goenka, Mrs. Poonam Goenka and Mr. Vanshay Goenka, are concerned or interested in the proposed resolution in his/her personal capacity.

By the order of the board
For **Cool Caps Industries Limited**

Sd/-
Arijit Ghosh

Place: Kolkata
Date: 29.08.2023

Company Secretary and
Compliance Officer