

HANSRAJ JARIA

(CS, LLB, M.Com, CAIIB, Insolvency Professional
& Registered Valuer - SFA)
Practicing Company Secretary & Management
Consultant

36, Abinash Sashmal Lane
Belegkata, Phoolbagan (Near Pawanputra Hotel)
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(T) 033 - 46009667, (M) 9836400884 / 9831648654
(E) hansrajjaria@gmail.com

The Members,
Cool Caps Industries Limited
CIN: U27101WB2015PLC208523
23 Sarat Bose Road
Flat No. 1C, 1st Floor,
Kolkata-700020

This Secretarial Audit Report of even date, for the financial year 2021-22 is to be read along with this letter.

Management's Responsibility:

1. It is the responsibility of the Management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility:

2. My responsibility is to express an opinion on these secretarial records, standard and procedures followed by the company with respect to secretarial compliances.
3. I believe that audit evidence and information obtained from the company's management is adequate and appropriate for me to provide a basis for my opinion.
4. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
5. Wherever required, I have obtained the management's representation about the compliances of laws, rules, and regulation and happening of events, etc.

Disclaimer:

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.



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7. I have not verified the correctness and appropriateness of financial records and books of account of the Company.

UDIN: F007703D000824442

Date: 22/08/2022

Place: Kolkata



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Practicing Company Secretary

FCS: 7703

COP: 19394

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FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022
*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the
Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To
The Members,
Cool Caps Industries Limited
CIN: U27101WB2015PLC208523
23 Sarat Bose Road
Flat No. 1C, 1st Floor,
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I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. COOL CAPS INDUSTRIES LIMITED [U27101WB2015PLC208523] (hereinafter called the Company). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the M/s. COOL CAPS INDUSTRIES LIMITED books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. COOL CAPS INDUSTRIES LIMITED for the financial year ended on 31st March, 2022 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;



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- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') or by SEBI, to the extent applicable:-
- a The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d The Securities and Exchange Board of India (Share based Employees Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the audit period)**
 - e The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the audit period)**
 - f The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable to the Company during the audit period)**
 - g The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the Company during the audit period)**
 - h The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the audit period)**



<p>HANSRAJ JARIA <i>(CS, LLB, M.Com, CAIIB, Insolvency Professional & Registered Valuer - SFA)</i> Practicing Company Secretary & Management Consultant</p>	<p>36, Abinash Sashmal Lane Beleghata, Phoolbagan (Near Pawanputra Hotel) Kolkata - 700010, West Bengal, India (T) 033 - 46009667, (M) 9836400884 / 9831648654 (E) hansrajjaria@gmail.com</p>
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VI. The Management has identified and confirmed the following Laws as specifically applicable to the Company:

- a. Factories Act, 1948
- b. Water and Environment Pollution related Laws

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 entered into by the Company with National Stock Exchange of India limited;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advances, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.



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I further report that during the audit period the Company has come out with an Initial Public Offer vide Prospectus dated 17th March, 2022, wherein 30,60,000 equity shares have been allotted on 21st March, 2022. The equity shares of the Company have been listed under SME Platform with National Stock Exchange w.e.f. 24th March, 2022.

UDIN: F007703D000824442

Date: 22/08/2022

Place: Kolkata



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Practicing Company Secretary

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