



COOL CAPS INDUSTRIES LIMITED

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

NOTICE

Notice is hereby given that the 10th (Tenth) Annual General Meeting (AGM) of the members of Cool Caps Industries Limited will be held on Monday, 15th September, 2025 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. Adoption of audited Financial Statements – Standalone:

To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and the Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and the Auditor’s thereon, be and are hereby received, considered and adopted.”

2. Adoption of audited Financial Statements – Consolidated:

To receive, consider and adopt the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the reports of the Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the reports of the Auditor’s thereon, be and are hereby received, considered and adopted.”

3. To appoint Director in place of Mrs. Poonam Goenka (DIN:00304729) Non- Executive Director of the Company, whose office is liable to retire by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment:

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and in accordance with the Articles of Association of the Company, Mrs. Poonam Goenka (DIN: 00304729), Director of the Company , whose period of office is liable determination by retirement of directors by rotation and who has offered herself for re-appointment , be and is hereby reappointed as director of the company liable to retire by rotation without break in her service as Non-Executive Director of the Company.”

SPECIAL BUSINESS:

4. Re-appointment of Mr. Sanjay Kumar Vyas as an independent director:

To consider and if thought fit, to pass the following resolution as a **special resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Sanjay Kumar Vyas (DIN: 09118793), who holds office as an independent director up to March 22, 2026, be and is hereby reappointed as an independent director, not liable to retire by rotation, for a second term of 5 (five) years with effect from March 23, 2026 up to March 22, 2031.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. Re-appointment of Mr. Mohit Dujari as an independent director:

To consider and if thought fit, to pass the following resolution as a **special resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Mohit Dujari (DIN: 09118650), who holds office as an independent director up to March 22, 2026, be and is hereby reappointed as an independent director, not liable to retire by rotation, for a second term of 5 (five) years with effect from March 23, 2026 up to March 22, 2031.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. Re-appointment of Mr. Rajeev Goenka as Managing Director of the Company:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder and applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law applicable to the Company for time being in force (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with relevant provisions of the Articles of Association of the Company, and upon recommendations of Nomination and Remuneration Committee and Board of Directors of the Company (hereinafter referred to as the ‘Board’) and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, consent of the Members be and is hereby accorded for re-appointment of Mr. Rajeev Goenka (DIN: 00181693) as Managing Director (designated as Chairman and Managing Director) for a further period of five (5) years with effect from December 1, 2025, liable to retire by rotation, on such terms and conditions and at such remuneration, as detailed in the explanatory statement attached hereto.

RESOLVED FURTHER that the Board or any duly constituted committee of the Board be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

7. Loans, Guarantees or security to M/s. Purv Technoplast Private 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), In supersession to the

earlier resolution dated 10.07.2020, the consent of the Members be and is hereby accorded to provide up to ₹ 75,00,00,000/- (Rupees Seventy Five 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 Technoplast Pvt Ltd (CIN: U25111WB2020PTC238179) situated at Annapurna Apartment, Flat 1B, 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 Technoplast Pvt Limited).”

Sl. No.	Name and the Address of the Borrower	Nature of Interest	Loan Amount (in ₹)	Rate of Interest	Repayment
1.	PURV TECHNOPLAST PRIVATE LIMITED (CIN: U25111WB2020PTC238179) Address: Annapurna Apartment, Flat 1B, 1 st Floor, 23, Sarat Bose Road, Kolkata – 700020, West Bengal	Directors Mr. Rajeev Goenka (DIN: 00181693), Mr. Vanshay Goenka (DIN: 06444159) are directors.	75,00,00,000/-	Minimum 9% p.a. to be paid annually for Loans.	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.”

8. Loans, Guarantees or security to M/s. Re. Act Waste tech Private 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), In supersession to the earlier resolution dated 10.07.2020 the consent of the Members be and is hereby accorded to provide up to ₹ 10,00,00,000/- (Rupees Ten 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. Re. Act Waste Tech Pvt Ltd (CIN: U37100WB2020PTC238337) situated at Annapurna Apartment, Suite 1B, 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 (Re. Act Waste Tech Pvt Limited).”

Sl. No.	Name and the Address of the Borrower	Nature of Interest	Loan Amount (in ₹)	Rate of Interest	Repayment
1.	RE ACT WASTE TECH PRIVATE LIMITED (CIN: U37100WB2020PTC238337) Address: Annapurna Apartment, Suite 1B, 1 st Floor, 23, Sarat Bose Road, Kolkata – 700020, West Bengal	Directors Mr. Rajeev Goenka (DIN: 00181693), Mr. Vanshay Goenka (DIN: 06444159) are directors in the borrower Company.	10,00,00,000/-	Minimum 9% p.a. to be paid annually for Loans.	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.”

9. Loans, Guarantees or security to M/s. Purv Ecoplast Private 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), In supersession to the earlier resolution dated 16.02.2021 & 10.07.2020, 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 Ecoplast Pvt Ltd (CIN: U37200WB2020PTC237712) situated at Annapurna Apartment, Flat 1B, 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 (M/s. Purv Ecoplast Pvt Ltd).”

Sl. No.	Name and the Address of the Borrower	Nature of Interest	Loan Amount (in ₹)	Rate of Interest	Repayment
1.	PURV ECOPLAST PRIVATE LIMITED (CIN: U37200WB2020PTC237712) Address: Annapurna Apartment, Flat 1B, 1st Floor, 23, Sarat Bose Road, Kolkata – 700020, West Bengal	Directors Mr. Rajeev Goenka (DIN: 00181693), Mr. Vanshay Goenka (DIN: 06444159) are directors in the borrower Company.	50,00,00,000/-	Minimum 9% p.a. to be paid annually for Loans.	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.”

10. Loans, Guarantees or security to M/s. Purv Packaging Private 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), In supersession to the earlier resolution dated 10.07.2020, 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 Packaging Pvt Ltd (CIN: U25209WB2020PTC240595) situated at Annapurna Apartment, Flat 1B, 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 Packaging Pvt Limited).”

Sl. No.	Name and the Address of the Borrower	Nature of Interest	Loan Amount (in ₹)	Rate of Interest	Repayment
1.	PURV PACKAGING PRIVATE LIMITED (CIN: U25209WB2020PTC240595) Address: Annapurna Apartment, Flat 1B, 1st Floor, 23, Sarat Bose Road, Kolkata – 700020, West Bengal	Directors Mr. Rajeev Goenka (DIN: 00181693), Mr. Vanshay Goenka (DIN: 06444159) are directors in the borrower Company.	50,00,00,000/-	Minimum 9% p.a. to be paid annually for Loans.	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.”

11. To take the limit to create charge/ mortgage/ hypothecation on the immovable and movable properties of the Company under Section 180(1)(a) of the Companies Act, 2013:

To take the limit to create charge/ mortgage/ hypothecation on the immovable and movable properties of the Company under Section 180(1)(a) of the Companies Act, 2013 up to Rs.200/- Crore and, in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and any rules and regulations made thereunder, the consent of the members of the Company be and is hereby accorded by way of a special resolution, to the Board of Directors of the Company (“Board”) to pledge, mortgage, lien, hypothecate and/or create charge, whether fixed or floating (in addition to any other hypothecation, pledge, lien mortgage, charges, created/or to be created by the Company) in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of immovable properties and movable assets (both tangible or intangible) of the company, both present and future, and the whole or substantially the whole of the undertaking(s) or any properties of the Company where so ever situated, in favour of the banks, financial institutions, investors, debenture holders or any other lenders and their agents or trustees (together, the “Lenders”) to secure any borrowings, debentures, financial assistance or financial indebtedness availed by the Company or any third party from time to time (including without limitation, the due payment of the principal and/or together with interest, at the respective agreed rates, additional interest, compound interest, accumulated interest, liquidated damages, commitment charges, remuneration of the agent(s), trustee(s), prepayment premium, all other costs, charges and expenses and all other monies payable by the Company) (together, the “Financial Indebtedness”) in terms of the financing documents, or any other documents, entered into or to be entered into between the Company and any Lender(s) in respect of the Financial indebtedness, on such terms and conditions as may be agreed between the Company does not exceed Rs. 200 Crores (Rupees Two Hundred Crores) at any time.”

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient and desirable to give effect to this resolution.”

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

**Sd/-
Arijit Ghosh
Company Secretary and Compliance Officer
Place: Kolkata
Date: 21.08.2025**

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 10th 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 **Tuesday, the 9th Day of September, 2025 to Monday, the 15th Day of September, 2025** (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 15, 2025.**
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. 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 September 11, 2025 at 09.00 a.m. and shall end on September 14, 2025 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 September 08, 2025 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, 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 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.

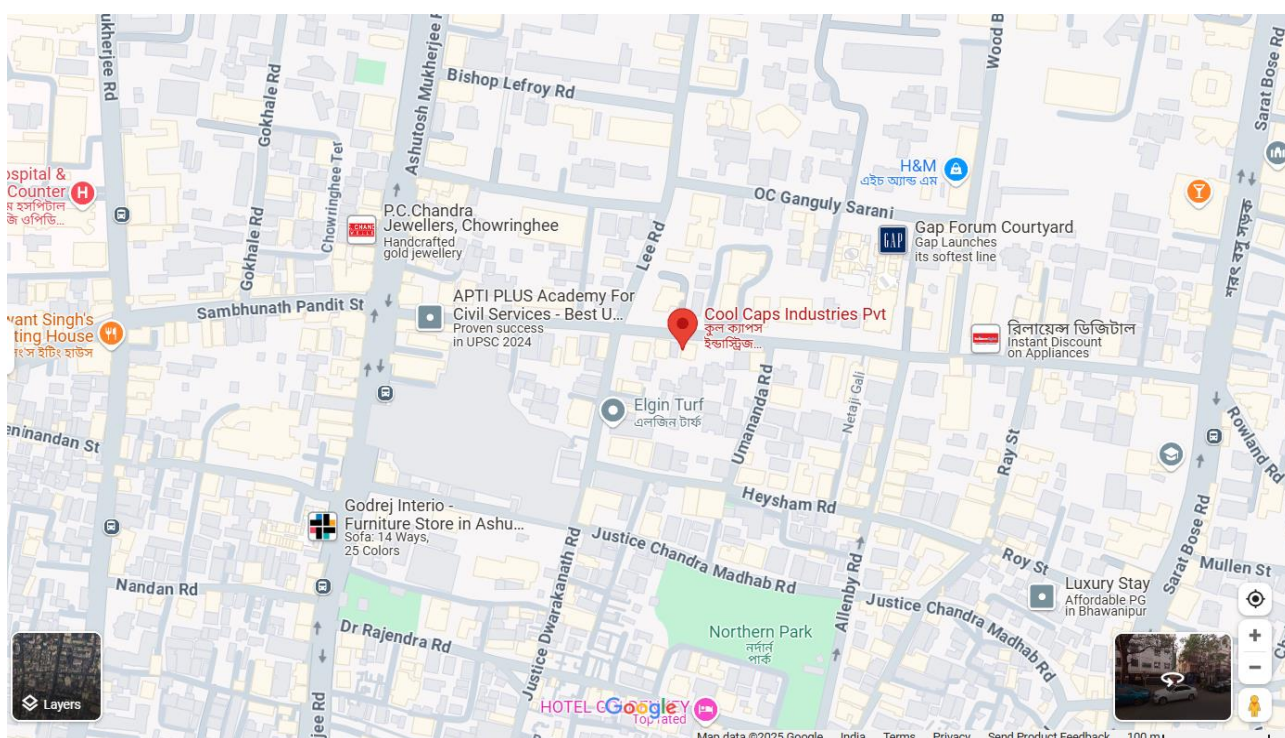
Members are requested to carefully read the instructions of e-voting before exercising their vote. The instructions for e-voting are enclosed with this notice.

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 **Monday, September 08, 2025.**
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. **Mr. Kuldeep Bothra (Proprietor of K. Bothra & Associates), Practising 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.
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 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.
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. Mufg Intime India Pvt. Ltd (Formerly known as Link Intime India Pvt Ltd). 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
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, 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 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. Mufg Intime India Pvt Ltd (Formerly Known as Link Intime India Pvt Ltd)
Address: Rasoi Court, 5th Floor, 20, Sir R N Mukherjee Road, Kolkata – 700001, WB, IN.
Phone No.: 033 69066200
Website: www.in.mpms.mufg.com
Email: kolkata@linkintime.co.in

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



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:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) 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.
- d) 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.
- 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.
- 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

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on “**Votes Entry**” tab under the Menu section.
- 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”.
- Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- 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).
- 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

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the “Notification for e-voting”.
- Select “**View**” icon for “**Company’s Name / Event number**”.
- E-voting page will appear.
- Download sample vote file from “**Download Sample Vote File**” tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “**Upload Vote File**” option.
- 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.mufig.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.

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 : 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 helpdesk.evoting@cdslindia.com 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”.

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

**Sd/-
Arijit Ghosh
Company Secretary and Compliance Officer**

**Place: Kolkata
Date: 21.08.2025**

ANNEXURE A TO THE NOTICE

Details of Directors seeking appointment / reappointment at the 10th 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: 03

Name of the Director	Mrs. Poonam Goenka
DIN	00304729
Date of Birth	12.06.1971
Nationality	Indian
Date of Appointment on the Board	14.03.2016
Qualification	Bachelor of Commerce from University of Calcutta.
Disclosure of relationship between directors inter-se	Wife of Mr. Rajeev Goenka & mother of Mr. Vanshay Goenka and Mr. Unnat Goenka.
No. of Equity Shares held in the Company as on 31.03.2025	2,470 Equity Shares
List of Directorship in other companies as on August 21, 2025.	<ol style="list-style-type: none">1. Re. Act Waste Tech Private Limited2. Purv Agro Farms Private Limited (Formerly known as Purv Knowledge Solutions Pvt Ltd)3. Purv Films Private Limited4. Purv Flexipack Limited5. Purv Logistics Private Limited
Committee positions held in other Companies	Nil

Annexure of Item No: 04

Name of the Director	Mr. Sanjay Kumar Vyas
DIN	09118793
Date of Birth	18.02.1994
Nationality	Indian
Date of Appointment on the Board	23.03.2021
Qualification	Member of The Institute of Company Secretaries of India.
Disclosure of relationship between directors inter-se	NA
No. of Equity Shares held in the Company as on 31.03.2025	Nil
List of Directorship in other companies as on August 21, 2025.	NA
Committee positions held in other Companies	Nil

Annexure of Item No: 05

Name of the Director	Mr. Mohit Dujari
DIN	09118650
Date of Birth	16.03.1991
Nationality	Indian
Date of Appointment on the Board	23.03.2021
Qualification	B. Com from University of Calcutta, LLB from The University of Burdwan and Member of The Institute of Company Secretaries of India.
Disclosure of relationship between directors inter-se	NA
No. of Equity Shares held in the Company as on 31.03.2025	Nil
List of Directorship in other companies as on August 21, 2025.	NA
Committee positions held in other Companies	Nil

Annexure of Item No: 06

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	The Institute of Cost and Works Accountants of India and completed Bachelor of Commerce from St. Xavier's College, Kolkata.
Disclosure of relationship between directors inter-se	Husband of Mrs. Poonam Goenka and father of Mr. Vanshay Goenka and Unnat Goenka.
No. of Equity Shares held in the Company as on 31.03.2025	85,000 Equity Shares
List of Directorship in other companies as on August 21, 2025.	1. Purv Flexipack Limited 2. Re.Act Waste Tech Private Limited 3. Purv Films Private Limited 4. Purv Ecoplast Private Limited 5. Purv Logistics Private Limited 6. Purv Agro Farms Private Limited (Formerly known as Purv Knowledge Solutions Pvt Ltd) 7. Purv Technoplast Private Limited 8. Purv Packaging Private Limited
Committee positions held in other Companies	Nil

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

**Sd/-
Arijit Ghosh
Company Secretary and Compliance Officer**

**Place: Kolkata
Date: 21.08.2025**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES 2013 SET OUT ALL MATERIAL FACTS RELATING TO THE BUSINESSES UNDER ITEM NO. 4 to 11 OF THE ACCOMPANYING NOTICE.

ITEM NO. 4

Mr. Sanjay Kumar Vyas was appointed as an independent director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Appointment Rules") by the Board, effective March 23, 2021, to hold office up to March 22, 2026. The members at the EGM held on March 23, 2021 had approved the same. The Nomination and Remuneration Committee (NRC), after considering the performance evaluation of Sanjay Kumar Vyas during his first term of 5 (Five) years and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board his reappointment for a second term of 5 (five) years. The NRC has considered his diverse skills, leadership capabilities, expertise in governance, finance, risk management, tax & regulatory advisory, business reorganization, and vast business experience, among others, as being key requirements for this role. In view of the above, the NRC and the Board are of the view that Sanjay Kumar Vyas possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint him as an independent director. Based on the recommendation of the NRC, the Board, recommended the reappointment of Sanjay Kumar Vyas as an independent director, not liable to retire by rotation, for a second term of 5 (five) years effective from March 23, 2026, to March 22, 2031 (both days inclusive). As per Section 149 of the Act, an independent director may hold office for two terms up to 5 (five) consecutive years each. Sanjay Kumar Vyas fulfills the requirements of an independent director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the LODR Regulations. The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the reappointment of Sanjay Kumar Vyas for the office of independent director under the provisions of Section 149 of the Act. The Company has received all statutory disclosures / declarations from Sanjay Kumar Vyas, including (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules, (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act. In the opinion of the Board and based on its evaluation, Sanjay Kumar Vyas fulfils the conditions specified in the Act, and Rules made thereunder and LODR Regulations for his reappointment as an independent director of the Company and he is independent of the Management of the Company. A copy of the draft letter for the reappointment of Sanjay Kumar Vyas as an Independent Director setting out the terms and conditions is available for electronic inspection by the members during normal business hours on working days up to Monday, September 15, 2025. The Board considers that the continued association of Sanjay Kumar Vyas would be of immense benefit to the Company and is desirable to continue to avail his services as an independent director. The resolution seeks the approval of members for the reappointment of Sanjay Kumar Vyas as an independent director of the Company, for a second term of 5 (five) years effective from March 23, 2026, to March 22, 2031, (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation. No director, KMP or their relatives except Sanjay Kumar Vyas, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 4. The Board recommends the special resolution as set out in Item no. 4 of this notice for the approval of members.

ITEM NO. 5

Mr. Mohit Dujari was appointed as an independent director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Appointment Rules") by the Board, effective March 23, 2021, to hold office up to March 22, 2026. The members at the EGM held on March 23, 2021 had approved the same. The Nomination and Remuneration Committee (NRC), after considering the performance evaluation of Mohit Dujari during his first term of 5 (Five) years and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board his reappointment for a second term of 5 (five) years. The NRC has considered his diverse skills, leadership capabilities, expertise in governance, finance, risk management, tax & regulatory advisory, business reorganization, and vast business experience, among others, as being key requirements for this role. In view of the above, the NRC and the Board are of the view that Mohit Dujari possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint him as an independent director. Based on the recommendation of the NRC, the Board, recommended the reappointment of Mohit Dujari as an independent director, not liable to retire by rotation, for a second term of 5 (five) years effective from March 23, 2026, to March 22, 2031. As per Section 149 of the Act, an independent director may hold office for two terms up to 5 (five) consecutive years each. Mohit Dujari fulfills the requirements of an independent director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the LODR Regulations. The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the reappointment of Mohit Dujari for the office of independent director under the provisions of Section 149 of the Act. The Company has received all statutory disclosures / declarations from Mohit Dujari, including (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules, (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act. In the opinion of the Board and based on its evaluation,

Mohit Dujari fulfils the conditions specified in the Act, and Rules made thereunder and LODR Regulations for his reappointment as an independent director of the Company and he is independent of the Management of the Company. A copy of the draft letter for the reappointment of Mohit Dujari as an Independent Director setting out the terms and conditions is available for electronic inspection by the members during normal business hours on working days up to Monday, September 15, 2025. The Board considers that the continued association of Mohit Dujari would be of immense benefit to the Company and is desirable to continue to avail his services as an independent director. The resolution seeks the approval of members for the reappointment of Mohit Dujari as an independent director of the Company, for a second term of 5 (five) years effective from March 23, 2026, to March 22, 2031, (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation. No director, KMP or their relatives except Mohit Dujari, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 5. The Board recommends the special resolution as set out in Item no. 5 of this notice for the approval of members.

ITEM NO. 6

Mr. Rajeev Goenka was appointed as the Managing Director of the Company w.e.f. December 1, 2020 for a period of 5 years i.e. up to November 30, 2025 pursuant to the resolution passed by the Members at their EGM of the Company held on December 01, 2020 and his re-appointment is due for another term of five years. Based on the strong performance of the Company under the leadership of Mr. Rajeev Goenka and other key factors as elaborated below, the Nomination Committee ("NRC") recommended the reappointment of Mr. Rajeev Goenka as Managing Director designated as Chairman & Managing Director of the Company for a further period of 5 years i.e. from December 1, 2025 to November 30, 2030 on the terms and conditions including remuneration, as contained in this explanatory statement. Accordingly, the Board of Directors, at its meeting held on August 21, 2025, based on the recommendation of Nomination Committee and subject to approval of members, approved the re-appointment of Mr. Rajeev Goenka as Managing Director designated as Chairman & Managing Director of the Company for a further period of 5 years i.e. from December 1, 2025 to November 30, 2030, on the terms and conditions, including the remuneration payable to Mr. Rajeev Goenka, as contained in this explanatory statement. The key factors that were considered by the Committee while recommending the re-appointment of Mr. Rajeev Goenka are given below:

Mr. Rajeev Goenka is currently responsible for defining and delivering the business strategy and providing overall leadership for the company. He has demonstrated exceptional leadership in turbulent times to create a stronger Company you know today and a future proofed company for tomorrow. Under his leadership, Company has consistently delivered strong results. It has not only defended its revenue market share but has grown it to achieve lifetime high levels. Over the past few years, the Company has cemented its leadership position to become one of the leading players.

Further, the remuneration to be paid to Mr. Rajeev Goenka as Managing Director of the Company for a period of 5 years w.e.f. w.e.f. December 1, 2025 i.e. up to November 30, 2030 was recommended by the Nomination and Remuneration Committee by passing a resolution approved by the Board of Directors ("Board"), remuneration as mentioned in below table and other terms and conditions, as mentioned in the resolution set out in Item No.6, subject to the approval of the members of the Company (subject to annual review):

(i) Salary at the rate of Rs. 2,00,000/- (Rupees Two Lakh) per month i.e., Rs.24,00,000(Rupees Twenty- Four Lakhs) Per Annum. salary may be revised periodically based on the recommendation of the Board of Directors or Nomination and Remuneration Committee, if any and may be increased up to Rs.5,00,000 (Rupees Five Lakh) per month i.e., Rs. 60,00,000/- (Rupees Sixty Lacs) per annum subject to the provisions of the Act.

(ii) At the end of every financial year, the managing director will be paid performance incentive in addition to the fixed salary only up to a maximum of 11% of the net profits earned by the company during the financial year subject to approval by Board and/or Nomination Remuneration Committee (NRC). For the payment of the above performance incentive, Net profits will be considered which stands credited in the Profit & Loss after all the due payments are made for the financial year.

(iii) Any other perks and benefits subject to the maximum limit prescribed in Section 196, 197, Schedule V of the Companies Act, 2013 (Act) and any other applicable provisions of the Act. Subject to approval by Board and/or Nomination Remuneration Committee (NRC).

In the view of his strategic vision, operational excellence, leadership, infrastructure development initiatives, financial acumen, stakeholder engagement efforts, risk management skills, industry benchmarking, long-term value creation focus, and performance achievements towards the growth of the Company, it is proposed to re-appoint Mr. Rajeev Goenka [DIN: 00181693] as the Managing Director on the Board of the Company for another term of 5 (five) years i.e. from December 1, 2025 to November 30, 2030

As required under the provisions of Section 196, 197, Schedule V of the Companies Act, 2013 (Act) and any other applicable provisions of the Act, the special resolution is being placed before the members for approval.

Except Mr. Vanshay Goenka, Mr. Unnat Goenka and Mrs. Poonam Goenka being related to each other, none other Director and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution. The Board of Directors of the Company recommends the resolution set forth at item no. 6 of the Notice for approval of the members as a Special Resolution.

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.

Nothing contained in sub-sections (1) and (2) of section 185 of Companies Act 2013 shall apply to any loan made by a holding company to its wholly owned subsidiary company or any guarantee given or security provided by a holding company in respect of any loan made to its wholly owned subsidiary company.

Purv Technoplast Pvt Ltd., being a wholly owned subsidiary of our Company, is exempt under the provisions of Section 185(1)&(2) of the Companies Act, 2013. Accordingly, our Company is permitted to provide any loan, guarantee, or security in connection with any loan taken by such wholly owned subsidiary, without the requirement of obtaining prior approval of the shareholders by way of a special resolution.

Provided that the limit has been considered for compliance with the provisions of this section in respect of a wholly owned subsidiary, if such company ceases to be a wholly owned subsidiary at any time thereafter, it shall ensure independent compliance with the provisions of this section from the date it ceases to be a wholly owned subsidiary.

It is proposed to grant loan or give guarantee or provide security in respect of any loan granted to M/s. Purv Technoplast Pvt Limited (CIN: U25111WB2020PTC238179) 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 Technoplast Private Limited
Purpose	: To utilize the loan for carrying out principle business activity
Amount	: ₹ 75,00,00,000/- (Rupees Seventy-Five 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, Mr. Unnat Goenka are concerned or interested in the proposed resolution in his/her personal capacity.

ITEM NO. 8

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.

Nothing contained in sub-sections (1) and (2) of section 185 of Companies Act 2013 shall apply to any loan made by a holding company to its wholly owned subsidiary company or any guarantee given or security provided by a holding company in respect of any loan made to its wholly owned subsidiary company.

Re- Act Waste Tech Pvt Ltd., being a wholly owned subsidiary of our Company, is exempt under the provisions of Section 185(1) &(2) of the Companies Act, 2013. Accordingly, our Company is permitted to provide any loan, guarantee, or security in connection with any loan taken by such wholly owned subsidiary, without the requirement of obtaining prior approval of the shareholders by way of a special resolution.

Provided that the limit has been considered for compliance with the provisions of this section in respect of a wholly owned subsidiary, if such company ceases to be a wholly owned subsidiary at any time thereafter, it shall ensure independent compliance with the provisions of this section from the date it ceases to be a wholly owned subsidiary.

It is proposed to grant loan or give guarantee or provide security in respect of any loan granted to M/s. Re. Act Waste Tech Pvt Limited (CIN: U37100WB2020PTC238337) 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 : Re. Act Waste Tech Pvt Limited
Purpose : To utilize the loan for carrying out principle business activity
Amount : ₹ 10,00,00,000/- (Rupees Ten 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. 8 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, Mr. Unnat Goenka are concerned or interested in the proposed resolution in his/her personal capacity.

ITEM NO. 9

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.

Nothing contained in sub-sections (1) and (2) of section 185 of Companies Act 2013 shall apply to any loan made by a holding company to its wholly owned subsidiary company or any guarantee given or security provided by a holding company in respect of any loan made to its wholly owned subsidiary company.

Purv Ecoplast Pvt Ltd., being a wholly owned subsidiary of our Company, is exempt under the provisions of Section 185(1)&(2) of the Companies Act, 2013. Accordingly, our Company is permitted to provide any loan, guarantee, or security in connection with any loan taken by such wholly owned subsidiary, without the requirement of obtaining prior approval of the shareholders by way of a special resolution.

Provided that the limit has been considered for compliance with the provisions of this section in respect of a wholly owned subsidiary, if such company ceases to be a wholly owned subsidiary at any time thereafter, it shall ensure independent compliance with the provisions of this section from the date it ceases to be a wholly owned subsidiary.

It is proposed to grant loan or give guarantee or provide security in respect of any loan granted to M/s. Purv Ecoplast Private Limited (CIN: U37200WB2020PTC237712) 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 Ecoplast Private Limited
Purpose : To utilize 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. 9 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, Mr. Unnat Goenka are concerned or interested in the proposed resolution in his/her personal capacity.

ITEM NO. 10

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.

Nothing contained in sub-sections (1) and (2) of section 185 of Companies Act 2013 shall apply to any loan made by a holding company to its wholly owned subsidiary company or any guarantee given or security provided by a holding company in respect of any loan made to its wholly owned subsidiary company.

Purv Packaging Pvt Ltd., being a wholly owned subsidiary of our Company, is exempt under the provisions of Section 185(1)&(2) of the Companies Act, 2013. Accordingly, our Company is permitted to provide any loan, guarantee, or security in connection with any loan taken by such wholly owned subsidiary, without the requirement of obtaining prior approval of the shareholders by way of a special resolution.

Provided that the limit has been considered for compliance with the provisions of this section in respect of a wholly owned subsidiary, if such company ceases to be a wholly owned subsidiary at any time thereafter, it shall ensure independent compliance with the provisions of this section from the date it ceases to be a wholly owned subsidiary.

It is proposed to grant loan or give guarantee or provide security in respect of any loan granted to M/s. Purv Packaging Private Limited (CIN: U25209WB2020PTC240595) 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 Packaging Private Limited
Purpose	: To utilize 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. 10 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, Mr. Unnat Goenka are concerned or interested in the proposed resolution in his/her personal capacity.

ITEM NO. 11

The borrowings of the Company are in general, required to be secured by suitable mortgage or charge on all or any of the movable or immovable properties of the Company, in such form, manner and ranking as may be determined by the Board of Directors / any of its authorized Committee of the Company from time to time, in consultation with the lender(s). It is therefore, necessary for the members to pass a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, as set out at Item No. 11 of the Notice, to enable the Board of Directors to secure its borrowing and for the borrowing of group companies by mortgage /pledge/hypothecation/ charge or otherwise or through combination, on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company. In accordance to the provisions of section 180(1)(a) of the Companies Act, 2013 the Board of Directors of the Company shall not, without the consent of the members in general meeting, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, interested or concerned, financially or otherwise, in the proposed resolution. The Board commends the Special Resolution set out at Item No. 11 of the Notice for approval by the members.

By the order of the board
For Cool Caps Industries Limited
Sd/-
Arijit Ghosh
Company Secretary and Compliance Officer

Place: Kolkata
Date: 21.08.2025