**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 Extra Ordinary General Meeting ("**EGM**") of the members of Cool Caps Industries Limited ("**Company**") will be held on Wednesday, 11th June, 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**:**

## SPECIAL BUSINESS:

### Item No. 1:

### To consider and approve sub-division/split of Equity shares of the Company:

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 61(1)(d) read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed thereunder ("**Act**"), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (in each case, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other enabling provisions of the Articles of Association of the Company and subject to receipt of such other approvals, consents, permissions and sanctions, as may be required from concerned statutory authorities or bodies or third parties and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, and on recommendation of the Board of Directors of the Company (hereinafter referred to as '**Board**', which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf), consent of the shareholder(s) of the Company, be and is hereby accorded for sub-dividing/splitting of the existing equity shares of the Company, such that each equity share of the Company having face value of Rs. 10/- (Rupees Ten only) fully paid-up, be sub-divided into 5 (Five) equity shares having face value of Rs. 2/- (Rupees Two only) each, fully paid-up, ranking *pari-passu* with each other in all respects, with effect from such date as may be fixed by the Board as the Record Date ("**Record Date**").

**RESOLVED FURTHER THAT** pursuant to the sub-division of equity shares of the Company, all the authorized equity shares of face value of Rs. 10/- (Rupees Ten only) each existing on the Record Date, shall stand sub-divided as follows:

| Type of Capital | Pre-Split / Sub-Division of Equity Shares | | | Post-Split / Sub-Division of Equity Shares | | |
|---|---|---|---|---|---|---|
| | No of Shares | Face Value (in Rs. ) | Total (in Rs.) | No of Shares | Face Value (in Rs. ) | Total (in Rs.) |
| **Authorised Share Capital (Equity Shares)** | 1,50,00,000 (One Crore Fifty Lakhs Only) | 10 (Ten Only) | 15,00,00,000 (Fifteen Crore Only) | 7,50,00,000 (Seven Crore Fifty Lakhs Only) | 2 (Two Only) | 15,00,00,000 (Fifteen Crore Only) |

**RESOLVED FURTHER THAT** pursuant to the sub-division of equity shares of the Company, all the issued, subscribed and paid-up equity shares of face value of Rs. 10/- (Rupees Ten only) each existing on the Record Date, shall stand sub-divided as follows:

| Type of Capital | Pre-Split / Sub-Division of Equity Shares | | | Post-Split / Sub-Division of Equity Shares | | |
|---|---|---|---|---|---|---|
| | No of Shares | Face Value (in Rs. ) | Total (in Rs.) | No of Shares | Face Value (in Rs. ) | Total (in Rs.) |
| **Issued, Subscribed and Paid-up Share Capital (Equity Shares)** | 1,15,60,000 (One Crore Fifteen Lakhs Sixty Thousand Only) | 10 (Ten Only) | 11,56,00,000(Eleven Crore Fifty Six Lakhs Only) | 5,78,00,000 (Five Crore Seventy Eight Lakhs Only) | 2 (Two Only) | 11,56,00,000 (Eleven Crore Fifty Six Lakhs Only) |

**RESOLVED FURTHER THAT** upon sub-division of the Equity Shares as aforesaid, five (05) equity shares of the face value of Rs. 2/- each to be allotted in lieu of existing One (01) Equity Share of Rs 10/- each subject to the terms of the Memorandum and Article of Association of the Company and shall rank *pari-passu* in all respects with the existing fully paid-up Equity Shares of Rs.10/-each of the Company and shall be entitled to participate in full after the sub divided Equity Shares are allotted.

**RESOLVED FURTHER THAT** upon the sub-division of the Equity Shares as aforesaid, in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in *lieu* of the existing credits representing the Equity Shares of the Company before Sub-division.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board or any Committee thereof be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts that may arise in this regard at any stage at the time of sub- division of equity shares without requiring the Board or any Committee thereof to secure any further consent or approval of the Members of the Company to that end and intend that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution, or as the Board or any Committee thereof in its absolute discretion may think fit and its decision shall be final and binding on all Members and other interested persons and further to do all acts connected herewith or incidental hereto including but not limited to delegation of their powers to such person or persons as may be deemed expedient and the Members hereby ratify and adopt all such decision, action, etc., as had been taken or undertaken by the Board or any Committee thereof in this regard.

**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution including but not limited to fixing of the record date as per the requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto and such other applicable provisions/ enactments and amendments from time to time, execution of all necessary documents with the Stock Exchange and the Depositories and/or any other relevant statutory authority, if any, and to settle any question or difficulty that may arise with regard to the split/sub-division of the Equity Shares as aforesaid or for any matters connected therewith or incidental thereto."

**Item No. 2**.

**Increase the Authorised Share Capital and consequent alteration to the Capital Clause of Memorandum of Association of the Company**:

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 13, 61 and 64 of the Companies Act, 2013 (**"Act"**), read with Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, the enabling provisions of the Articles of Association of the Company and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded to increase the authorised share capital of the Company from Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of face value of Rs. 10.00/- (Rupees Ten Only) each to Rs. 35,00,00,000/- (Rupees Thirty-Five Crores Only) divided into 17,50,00,000 (Seventeen Crore Fifty Lakhs) Equity Shares of face value of Rs. 2.00/- (Rupees Two Only) ranking *pari passu* in all respects with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof), Capital Clause (Clause V) of the Memorandum of Association of the Company be and is hereby altered by substituting it with the following clause:

*V. The Authorised Share Capital of the Company is Rs. 35,00,00,000/- (Rupees Thirty-Five Crores Only) divided into 17,50,00,000 (Seventeen Crore Fifty Lakhs) Equity Shares of Rs. 2.00/- (Rupees Two Only) each.*

**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, the Board of the Directors of the Company (hereinafter referred to as "**Board**" which term shall include a Committee thereof authorised for the purpose) be and is hereby authorised to take all such necessary steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholder."

**Item No. 3**

**To Capitalize Reserves of the Company and to issue Bonus Equity Shares:**

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

**"RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act. 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, enabling provisions of the Articles of Association of the Company, Regulations 293, 294 and 295 and other applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), the Foreign Exchange Management Act, 1999 ("**FEMA**") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("**RBI**") from time to time, and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities, approval of the Members be and is hereby accorded for capitalisation of such sum not exceeding Rs. 11,56,00,000 (Eleven Crore Fifty Six Lakhs Only) from the amount standing to the credit of the securities premium and/or free reserves, as may be considered necessary by the Board of Directors (hereinafter referred to as the "Board", which term shall deem to include any committee constituted / to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), for the purpose of the issue of bonus equity shares of face value of Rs. 2/- (Rupee Two Only) each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in consideration of their said holding and whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited ("**NSDL**"), on such date as may be fixed in this regard by the Board, in the proportion of 1:1 i.e.,1 (One) bonus equity shares for every 1 (One) existing fully paid-up equity share of Rs. 2/- (Rupees Two Only) each held by the Members of the Company.

**RESOLVED FURTHER THAT** the bonus shares so allotted shall rank *pari-passu* in all respects with the fully paid-up equity shares of the Company as on the Record Date and the same shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** in accordance with the SEBI ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only and shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s). With respect to the members holding equity shares in physical form, the Company shall credit the bonus equity shares to a demat suspense account (either new or existing) or to a demat account in the name of a trustee of a trust to be settled by the Company to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form.

**RESOLVED FURTHER THAT** the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Portfolio Investors/Foreign Institutional Investors and other Foreign Investors, shall be subject to the approval, if any, of RBI under the FEMA or any other regulatory authority.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the equity shares of the Company are presently listed as per the provisions of the SEBI Listing Regulations and other applicable regulations, rules and guidelines.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer/executive of the Company including to fix and announce the Record Date, to make appropriate adjustments on account of issue of bonus equity shares, to accept and make any alteration(s), modification(s) to terms and to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, to settle any questions, doubts or difficulties that may arise with regard to the issue of bonus equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations."

**Item No. 4**

**To approve formulation, adoption and implementation of CC - Employee Stock Options Plan 2025**

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

**"RESOLVED THAT** pursuant to (i) Section 62(l)(b) and other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules made thereunder (including any amendments, modifications and/ or re-enactments thereof for the time being in force) (hereinafter referred to as the **"Act")**, (ii) Regulation 6 and other applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **("SBEB Regulations")**, (iii) the applicable provisions of the Foreign Exchange Management Act, 1999, as amended or restated and rules, circulars, notifications, regulations and guidelines issued thereunder **("FEMA")**, (iv) the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) **("SEBI Listing Regulations")**, (v) in accordance with provisions of the memorandum and articles of association of the Company, as amended, and (vi) any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India **("Gol")**, the Ministry of Corporate Affairs **("MCA")**, the Reserve Bank of India **("RBI")**, the Securities and Exchange Board of India **("SEBI")**, Stock Exchange and/or any other competent authority and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to any applicable approval(s), consent(s), permission(s) and sanction(s) of any competent authority(ies) and also any condition(s) and modification(s) as may be prescribed or imposed by such authority(ies) while granting such approval(s), consent(s), permission(s) and sanction(s), and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall include Nomination and Remuneration Committee **("NRC")** or its delegated authority to exercise its powers, including the powers conferred by this resolution), approval of the shareholders of the Company be and is hereby accorded to the Board to adopt and implement CC - Employee Stock Option Plan 2025 (‘ESOP Plan 2025’), the salient features of which are furnished in the Explanatory Statement to this Notice, and to create, issue, offer and grant up to 10,00,000 (Ten Lakhs Only) employee stock options ("Options") in one or more tranches, exercisable into equivalent number i.e. 10,00,000 (Ten Lakhs Only) equity shares of the Company having face of Rs. 2/- (Rupee Two Only) each ("Equity Share(s)") under the ESOP Plan 2025 to or for the benefit of the present and future eligible employees of the Company, whether working in India or outside of India, as may be decided by the Board and permitted under the SBEB Regulations or any other applicable law, at such price or prices, in one or more tranches, and on such terms and conditions, as may be determined by the Board and / or NRC in accordance with the provisions of the ESOP Plan 2025 and in compliance of SBEB Regulations and applicable laws and regulations in force.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to create, offer, issue and allot Equity Shares upon exercise of Options from time to time in accordance with the ESOP Plan 2025 and such Equity Shares shall rank pari-passu in all respects with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the Equity Shares allotted under the ESOP Plan 2025 on the Stock Exchange as per the provisions of the SEBI Listing Regulations and other applicable laws and regulations.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, change in capital structure, merger, sale of division/undertaking or other re-organization, the outstanding options granted/to be granted under ESOP Plan 2025 shall be suitably adjusted for such number of options/shares and/or the exercise price, as applicable and that the Board and/or NRC be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the ESOP Plan 2025 are passed on to the employees of the Company.

**RESOLVED FURTHER THAT** the approval of the shareholders of the Company be and is hereby accorded to the Board and/or NRC to take necessary steps for compliance with the SBEB Regulations and other applicable laws.

**RESOLVED FURTHER THAT** the Board and/or NRC and/or any person as authorised by the Board or NRC be and are hereby severally authorized to approve the grant letter and other related documents, to grant options to the employees of the Company (including deciding the number of options to be granted), to allot Equity Shares upon exercise of Options by the employees/option grantee of the Company, to make any modifications/ changes/ variations/ alterations/ revisions in ESOP Plan 2025 or suspend/ withdraw/ revive ESOP Plan 2025 from time to time subject to compliance of applicable laws, unless such change is detrimental to the interest of the employees of the Company.

**RESOLVED FURTHER THAT** the Board and/or NRC and/or any person as authorised by the Board and NRC be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to the implementation, administration and evolution of ESOP Plan 2025."

**Item No. 5**

**To approve grant of employee stock options under CC- Employee Stock Option Plan 2025 to the employees of the holding, subsidiary and other group companies as permissible under applicable laws.**

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

**"RESOLVED THAT** pursuant to (i) Section 62(l)(b) and other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, modifications and/ or re-enactments thereof for the time being in force) **("Act")**, (ii) Regulation 6 and other applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**"SBEB Regulations"**), (iii) the applicable provisions of the Foreign Exchange Management Act, 1999, as amended or restated and rules, circulars, notifications, regulations and guidelines issued thereunder (**"FEMA"**), (iv) the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) (**"SEBI Listing Regulations"**), (v) in accordance with provisions of the memorandum and articles of association of the Company, as amended, and (vi) any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India (**"GoI"**), the Ministry of Corporate Affairs (**"MCA"**), the Reserve Bank of India (**"RBI"**), the Securities and Exchange Board of India (**"SEBI"**), Stock Exchanges and/or any other competent authority and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to any applicable approval(s), consent(s), permission(s) and sanction(s) of any competent authority(ies) and also any condition(s) and modification(s) as may be prescribed or imposed by such authority(ies) while granting such approval(s), consent(s), permission(s) and sanction(s), and subject to acceptance of such condition(s) or modification(s) by the board of directors of the Company (hereinafter referred to as the **"Board"**, which term shall include Nomination and Remuneration Committee (**"NRC"**) or its delegated authority to exercise its powers, including the powers conferred by this resolution), approval of the shareholders of the Company be and is hereby accorded to the Board to adopt and implement CC- Employee Stock Option Plan 2025 ("ESOP Plan 2025") and to issue, offer and grant up to 10,00,000 (Ten Lakhs Only) employee stock options ("Options") in one or more tranches, exercisable into equivalent number i.e. 10,00,000 (Ten Lakhs Only) equity shares of the Company having face of Re. 2/- (Rupee Two Only) each ("Equity Share(s )") under ESOP Plan 2025, to or for the benefit of the present and future eligible employees of the Company and its holding, subsidiary company(ies), group companies (present and future) as permissible under applicable laws, whether working in India or outside of India, as may be decided by the Board and permitted under the SBEB Regulations, at such price or prices, in one or more tranches, and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the ESOP Plan 2025 in compliance of SBEB Regulations and applicable laws and regulations in force.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to create, offer issue and allot Equity Shares upon exercise of Options from time to time in accordance with the ESOP Plan 2025 and such Equity Shares shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the Equity Shares allotted under the ESOP Plan 2025 on the Stock Exchanges as per the provisions of the SEBI Listing Regulations and other applicable laws and regulations.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, change in capital structure, merger, sale of division/undertaking or other re-organization, the outstanding options granted/to be granted under ESOP Plan 2025 shall be suitably adjusted for such number of options/shares and/or the exercise price, as applicable and that the Board and/or NRC be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the ESOP Plan 2025 are passed on to the employees of the holding, subsidiary company(ies ) and other group companies.

**RESOLVED FURTHER THAT** the approval of the shareholders of the Company be and is hereby accorded to the Board and/or NRC to take necessary steps for compliance with the SBEB Regulations and other applicable laws.

**RESOLVED FURTHER THAT** the Board and/or NRC and/or any person as authorised by the Board and NRC be and are hereby severally authorized to approve the grant letter and other related documents, to grant options to the employees of the holding, subsidiary company(ies) and other group companies (including deciding the number of options to be granted), to allot Equity Shares upon exercise of Options by the employees/option grantee of the holding, subsidiary company(ies) and other group companies, to make any modifications/ changes/ variations/ alterations/ revisions in ESOP Plan 2025 or suspend/ withdraw/ revive ESOP Plan 2025 from time to time subject to compliance of applicable laws, unless such change is detrimental to the interest of the employees of the holding , subsidiary company(ies) and group companies.

**RESOLVED FURTHER THAT** the Board and/or NRC and/or any person as authorised by the Board and NRC be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to the implementation, administration and evolution of ESOP Plan 2025."

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

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

**Place: Kolkata**
**Date: 20.05.2025**

## 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 Extra Ordinary General Meeting are requested to forward a certified copy of Board Resolution authorizing their representative to attend and vote at the Extra Ordinary General Meeting either to the Company in advance or submit the same at the venue of the General Meeting.
5. The cut-off date for determining the names of shareholders eligible to get Notice of the Extra Ordinary General Meeting is **Friday, May 16, 2025.**
6. Closure of Register of members / Share Transfer Books from Thursday 5th June ,2025 to Wednesday 11th June 2025.
7. **Admission Slip**:
   Members / Proxies attending the Meeting should bring the Admission Slip, duly filled, for handing over at the venue of the meeting.
8. **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 June 07, 2025 at 09.00 a.m. and shall end on June 10, 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 June 04, 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.

9. 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, June 04, 2025.**
10. A member may participate in the EGM even after exercising his right to vote through remote e-Voting but shall not be entitled to vote again at the Extra Ordinary General Meeting.
11. 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 EGM through ballot paper/electronic voting.
12. The facility for voting through ballot paper/e-Voting shall be made available at the EGM 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.
13. 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.
14. **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.
15. The **Record Date(s)** for the purpose of determining eligibility for:

    a. **Bonus Share Issue**, and
    b. **Sub-division of Equity Shares**, will be fixed by the Board of Directors and announced separately in due course.

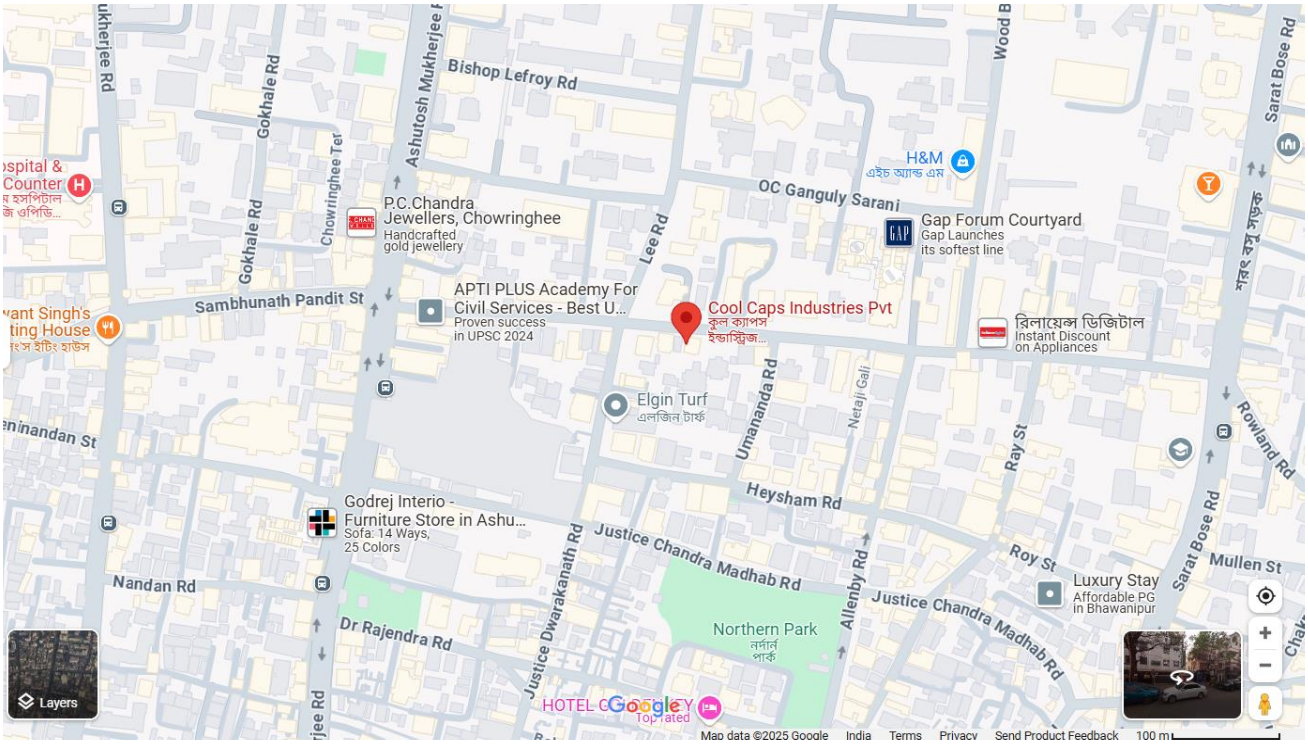
16. The Chairman shall, at the Extra Ordinary General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "e-voting" or "Ballot Paper" for all those members who are present at the Extra Ordinary General Meeting but who have not cast their votes earlier by availing the remote e-Voting facility.

17. 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 Extra Ordinary General Meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
18. 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
19. Members are requested to contact the Company's Registrar & Share Transfer Agent, M/s. Mufg Intime India Pvt Ltd (Formerly Known as 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 at the Registered Office of the Company (Email: cs@coolcapsindustries.in )
20. **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)**<br>**Address**: Rasoi Court, 5th Floor, 20, Sir R N Mukherjee Road, Kolkata – 700001, WB, IN.<br>**Phone No.**: 033 69066200<br>**Website**: www.in.mpms.mufg.com<br>**Email**: kolkata@linkintime.co.in |

21. 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).

**<u>Shareholders who have registered for INSTAVOTE facility:</u>**

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**

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

**OR**

**METHOD 2 - VOTES UPLOAD**

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

**Helpdesk:**

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

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com 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".

**Explanatory Statement Pursuant to section 102(1) of the Act, in respect of Special Businesses set out in the Notice.**

**Item No. 1**

The Equity Shares of the Company are presently of the face value of Rs. 10/- each. With the objective of enhancing the liquidity of the Company's equity shares and making them more affordable and accessible to small investors, the Board of Directors of the Company has considered and approved a sub-division (stock split) of the face value of the equity shares from Rs.10/- each to Rs. 2/- each, such that every 1 (one) equity share of Rs.10/- each will be sub-divided into 5 (five) equity shares of Rs. 2/- each.

Pursuant to the provisions of Section 61(1)(d) and other applicable provisions of the Act such sub-division of shares requires the approval of the shareholders by way of an Ordinary Resolution. Upon approval, the Authorized, Issued, Subscribed, and Paid-up Share Capital of the Company will reflect the sub-divided shares accordingly. The sub-divided shares shall rank pari passu in all respects and carry the same rights as the existing equity shares of Rs.10/- each.

In the case of shares held in dematerialized form, the sub-divided equity shares will be credited directly to the shareholders' demat accounts in proportion to their existing holdings.

The Record Date for the purpose of determining the shareholders eligible for the sub-division will be fixed by the Board in consultation with the stock exchange(s) where the shares of the Company are listed.

None of the Directors, Key Managerial Personnel (KMPs), or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their respective shareholding in the Company, if any.

The Board recommends passing of the resolution at Item No. 1 as an **Ordinary Resolution**.

**Item No. 2**

The current Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of face value of Rs. 10.00/- (Rupees Ten Only).

The issue of bonus equity shares as proposed under item no. 3 of this notice, require increase in the Authorised Share Capital of the Company and consequential alteration to the existing Capital Clause (Clause V) of the Memorandum of Association of the Company.

The Board of Directors of the Companies in its meeting held on May 14, 2025, proposed to increase the authorised share capital to Rs. 35,00,00,000/- (Rupees Thirty-Five Crores Only) divided into 17,50,00,000 (Seventeen Crore Fifty Lakhs) Equity Shares of face value of Rs. 2.00/- (Rupees Two Only) each, by creation of additional 10,00,00,000 (Ten Crores Only) Equity Shares of Rs. 2.00/- (Rupees Two Only) each ranking pari-passu with the existing Equity Shares.

Pursuant to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013, increase in the authorized share capital and alteration of the Capital Clause (Clause V) of the Memorandum of Association requires approval of the Members. The Memorandum of Association of the Company is open for inspection of the members at the registered office of the Company during the normal business hours at any time up to the date of the EGM and at the meeting. The proposed resolution is in the interest of the Company and your Directors recommend the same for your approval by way of an **Ordinary Resolution**.

Accordingly, approval of the Members of the Company is hereby sought by way of Ordinary Resolution as set out in Item No. 2 of this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Notice.

**Item No. 3**

The Board of Directors of the Company, at its meeting held on 14th May,2025 recommended the issue of bonus equity shares in the ratio of 1:1 (i.e., 1 (One) bonus equity share of Rs. 2/- each for every 1 (One) existing equity share held) Company's capitalisation of such sum standing to the credit of the securities premium and/or free reserves of the Company, as may be considered necessary by the Board of Directors (hereinafter referred to as the "Board", subject to the approval of the shareholders at the ensuing Extraordinary General Meeting (EGM).

The bonus issue is proposed in accordance with the provisions of Section 63 of the Companies Act, 2013, and Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014, and is intended to reward the shareholders by increasing their holding in the Company without any additional investment, thereby enhancing the liquidity of the Company's shares in the market.

The proposed issue of bonus shares will not require any outflow of funds from the Company, but will be effected by capitalizing a part of the reserves of the Company. The bonus shares so allotted shall rank **Pari Passu** in all respects with the existing equity shares and shall be entitled to participate in full in any dividend declared after the date of allotment.

The bonus shares will be credited to the demat accounts of the eligible shareholders or delivered in physical form (where applicable), without issuance of any allotment letters. The Record Date for the purpose of determining the shareholders eligible to receive the bonus shares will be fixed by the Board or a Committee thereof in due course.

The Articles of Association of the Company permit the issue of bonus shares and necessary resolution is proposed for the approval of the members under applicable provisions of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way deemed to be concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

The Board recommends the passing of the resolution set out in Item No. 3 of the Notice as an **Ordinary Resolution**.

**Item no. 4 and 5**

As required under Section 102 of the Act and Regulation 6(2) of the SBEB Regulations, the following statement sets out all the material facts relating to the special businesses mentioned under Item No. 4 and 5 of this Notice.

The Company is intending to create a new employee stock option plan namely CC- Employee Stock Options Plan 2025 ("ESOP Plan 2025") to grant up to 10,00,000 (Ten Lakhs Only) Options in one or more tranches which could give rise to the issue of Equity Shares of the Company, not exceeding 10,00,000 (Ten Lakhs Only) Equity Shares, as determined from time to time under ESOP Plan 2025 at any time for the benefit of the present and future eligible employees of the Company and its holding, subsidiary company(ies) and group companies (present and future), whether in India or outside of India, as permissible under SBEB Regulations and other applicable laws.

The NRC *inter-alia* approved and recommended formulation and adoption of ESOP Plan 2025 which was duly approved by Board at its meeting held on 14th May, 2025 (pool size increased from 5,00,000 to 10,00,000 through circular resolution dated 18th May, 2025) subject to the approval of the shareholders of the Company. The salient features and other details as required under Section 62(1)(b) of the Act, read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and Regulation 6(2) SBEB Regulations, as amended are given below:

| **Sr. No.** | **Particulars** | **Details** |
|---|---|---|
| 1. | Brief description of the ESOP Scheme | ESOP Plan 2025 provides for grant of Options to employees as may be permissible under the SBEB Regulations (hereinafter referred to as 'Employees') from time to time.<br><br>Every grant of Options shall be governed by a vesting schedule and such other terms, as determined by the NRC at the time of each grant. After vesting, the Employees may exercise the vested Options within the pre-defined exercise period. Each Options is convertible into one Equity Share of the Company upon vesting and exercise.<br><br>The Company will issue Equity Shares upon exercise of vested Options, subject to fulfilment of certain condition(s) including without limitation payment of exercise price and satisfaction of tax obligations.<br><br>The NRC shall administer the ESOP Plan 2025. All questions of interpretation of the ESOP Plan 2025 shall be determined by the NRC/Board and such determination shall be final and binding upon all persons having an interest in the ESOP Plan 2025. |
| 2. | The total number of options, SARs, shares or benefits, as the case may be, to be offered and granted | It is proposed to grant / offer / issue up to 10,00,000 (Ten Lakhs Only) Options, in one or more tranches. Each Option will entitle the option holder 1 (one) Equity Share of the Company. Accordingly, up to 10,00,000 (Ten Lakhs Only) Equity Shares of face |

| | | |
|---|---|---|
| | | value of Rs. 2 (Rupee Two Only) each shall be allotted to the Employees under the ESOP Plan 2025 upon exercise of all options under ESOP Plan 2025.<br><br>The SBEB Regulations require that in case of any corporate action such as rights issue, bonus issue, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the NRC shall adjust the number/shares and/or exercise price of the Options granted in such a manner that the total value of the Options granted under ESOP Plan 2025 remain the same after any such corporate action keeping the life of the Options intact. |
| 3. | Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s); | Employee(s) (as defined in Regulation 2(i) of the SBEB Regulations) as may be determined by the NRC, shall be eligible to participate in the ESOP Plan 2025. The NRC will determine the specific employees or class of employees who will be eligible for award of stock options based on such criteria as may be decided. |
| 4. | Requirements of vesting and period of vesting | Subject to exceptions in cases of death and permanent incapacity as provided under SBEB Regulations, Options granted shall vest so long as the Employee continues to be in the employment of the Company and/or its holding company and / or its subsidiary company (ies) and/or its group companies as permissible under applicable laws. The NRC may, at its discretion, lay down certain performance metrics/conditions on the achievement of which the granted Options would vest, the detailed terms and conditions relating to such performance-based vesting and the proportion in which Options granted would vest.<br><br>Subject to exceptions in cases of death and permanent incapacity as provided under SBEB Regulations, the Options would vest not earlier than 1 (One) year and not more than a maximum period of 5 years from the date of grant of Options as may be decided by the NRC at the time of each grant. The exact proportion in which and the exact period over which the Options would vest would be determined by the NRC. |
| 5. | Maximum period within which the options / SARs / benefits shall be vested | All the Options granted on any date shall vest not later than a maximum of 5 years from the date of grant of Options as stated in Point No. 4 above. |
| 6. | Exercise price, SAR price, purchase price or pricing formula for arriving at the same | The exercise price per Option shall be determined by the NRC at the time of grant, which shall not be less than the face value of the Equity Share of the Company and shall not be more than fair market value of an equity share of the Company as on the date of grant of the Option and shall be in conformity with the applicable accounting policies, if any |
| 7. | Exercise period/offer period and process of exercise/acceptance of offer | From the date of vesting of the Options, the Employees shall be entitled to exercise the Options from time to time within such period as may be prescribed by the NRC, which period shall not exceed a period of 5 years from the date of the respective vesting of the Options.<br><br>The Options would be exercisable by the said Employees by payment of the consideration amount and submitting the requisite application form after which the shares would be allotted.<br><br>In the event of resignation / termination / retirement / superannuation / death / permanent disability, or such other events as covered under the SBEB Regulations, Options will be exercised in accordance with SBEB Regulations as may be determined by the NRC in this regard.<br><br>In the event that an Employee, who has been granted Options under the ESOP Plan 2025 is transferred or deputed to the holding company / subsidiary company(ies) prior to exercise, the exercise as per the terms of grant shall continue in case of such transferred or deputed employee even after the transfer or deputation.<br><br>The Board / NRC may at its discretion, do all such acts, deeds, matters and things as may be necessary / desirable to facilitate exercise of Options by the Employees |
| 8. | The appraisal process for determining the eligibility of employees for the scheme(s) | The appraisal process for determining the eligibility of the employee will be specified by the NRC and will be based on criteria such as role / designation of the employee, length of service with the Company, past performance record, future potential of the employee and/or such other criteria that may be determined by the NRC |
| 9. | Maximum number of options, SARs, shares, as the case may be, to be offered and issued per employee and in aggregate, if any | The maximum number of Options that may be granted to any Employee shall be decided by the Board or NRC. However, in case the number of Options proposed to be granted to any Employee, during any one year, equals to or exceeds 1 % of the issued capital (excluding outstanding warrants and conversions), of the Company at the time of grant of Options, prior approval of the shareholders by way of a separate resolution shall be obtained. |

| | | |
|---|---|---|
| 10. | Maximum quantum of benefits to be provided per employee under a scheme(s); | The Employees will be entitled to the Equity Shares of the Company on exercise of Options as per the terms provided under ESOP Plan 2025. No benefit other than grant of Options is envisaged under ESOP Plan 2025. |
| 11. | Whether the scheme(s) is to be implemented and administered directly by the company or through a trust | ESOP Plan 2025 shall be implemented directly by the Company. |
| 12. | Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both | ESOP Plan 2025 will involve new issue of equity shares of the Company and will not involve any secondary acquisition. |
| 13. | The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc | Not applicable. |
| 14. | Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s); | Not applicable. |
| 15. | A statement to the effect that the company shall conform to the accounting policies specified in regulation 15 of the SBEB Regulations | The Company will follow and comply Accounting Standard IND AS 102 on Share based Payments and/ or any relevant Accounting Standards as may be prescribed by the competent accounting standards authorities from time to time, including the disclosure requirements prescribed therein in due compliance with the requirements of Regulation 15 of the SBEB Regulations.<br><br>In addition, the Company shall disclose such details as required under the applicable laws including under other applicable provisions of the SBEB Regulations |
| 16. | The method which the company shall use to value its options ~~or SARs~~ | Options shall be valued at fair market value of the Equity Share which means the latest available closing price on a recognized stock exchange on which the Equity Shares of the Company are listed on the date immediately prior to the Relevant Date. If such Equity Shares are listed on more than one stock exchange, then the closing price on the stock exchange having higher trading volume shall be considered |
| 17. | The following statement, if applicable:<br>'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report' | Not applicable as the Company has used Fair Value method for Accounting |
| 18. | Period of lock-in | The Equity Shares issued pursuant to exercise of Options shall not be subject to any lock-in period. |
| 19. | The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct | Details specified under Table 1 |
| 20. | The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee | Details specified under Table 1 |
| 21. | Terms & conditions for buyback, if any, of specified securities covered under these regulations. | The NRC has the powers to specify the procedure and other terms and conditions for buy-back of Options granted, if the Company decides to undertake the buy-back of the Options granted in compliance with applicable laws. |

**Table 1.**

| Sr. No. | Particulars | Vested Options | Unvested Options |
|---|---|---|---|
| 1. | Resignation/ Termination (other than due to Misconduct or breach of Company's policies/terms of employment from time to time). | All the vested Options as on the date of submission of resignation/date of termination (other than due to Misconduct or breach of Company policies/terms of employment from time to time) shall be exercisable by the Employee within 1 years from the date of vesting of Options or 1 year from the effective date of resignation, whichever is later. | All the unvested Options on the date of submission of resignation/date of termination (other than due to Misconduct or breach of Company policies/terms of employment from time to time) shall stand cancelled with effect from effective date of Resignation / Termination. |

| | | | |
|---|---|---|---|
| 2. | Termination due to Misconduct or due to breach of Company's policies or the terms of employment from time to time. | All the vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination. | All unvested Options on the date of such termination shall stand cancelled with effect from that date. |
| 3. | Retirement/Superannuation/Early retirement approved by the Company | All vested Options as on date of retirement/superannuation/ Early retirement approved by the Company shall be exercisable in accordance with the respective vesting schedules under this Scheme even after retirement or superannuation in accordance with the Company's policies and Applicable Law. | Unvested Options would continue to vest will be exercised in accordance with the respective vesting schedules under this Scheme even after retirement or superannuation in accordance with the Company's policies and Applicable Law. |
| 4. | Death or Permanent Incapacity While in Employment | All vested options as on the date of death or Permanent Incapacity While in Employment may be exercisable immediately by the Employee or legal heirs and/or nominees, as the case may be. | In the event of death or Permanent Incapacity While in Employment of the employee while in employment, all the options granted under this Scheme to him/her till his/her death shall vest, with effect from the date of his/her death, in the legal heirs or nominees of the deceased employee, as the case may be. |
| 5. | Any other reason apart from those mentioned above | The Board/NRC shall at its absolute discretion decide whether the Vested Options as on the date of separation, can be Exercised by the Employee or not, and such decision shall be binding and final. | The Board/Committee shall at its absolute discretion decide whether Unvested Options, as on the date of separation, can be Exercised by the Employee or not, and such decision shall be binding and final. |

In terms of Regulation 6(1) and other applicable provisions of SBEB Regulations and Section 62(1) (b) and other applicable provisions, if any, of the Act, the issue of Equity Shares to the Employees of the Company under an employee stock options scheme requires approval of the shareholders by way of a special resolution. Therefore, the approval of the shareholders of the Company is being sought to pass a special resolution as set out at Item No. 4.

Further, as per Regulation 6(3)(c) of SBEB Regulations, approval of the shareholders by way of separate special resolution is also required for grant of options to employees of the holding or subsidiary or group companies of the Company as permissible under applicable laws. Therefore, the approval of the shareholders of the Company is being sought to pass a special resolution as set out at Item No. 5.

None of the directors and key managerial personnel of the Company or their relatives is in any way, financially or otherwise, concerned or interested in the resolution, except to the extent of their shareholding in the Company.

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company at the Registered office of the Company on all working days, during business hours up to the last date of remote e-voting.

The Board, accordingly, recommends the passing of special resolutions as set out at Item No. 4 and 5 of this Notice, for the approval of the shareholders of the Company.

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

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

**Place: Kolkata**
**Date: 20.05.2025**