COOL CAPS
INDUSTRIES

COOL CAPS INDUSTRIES LIMITED

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

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF COOL CAPS INDUSTRIES LIMITED IN THEIR 2ND EXTRA ORDINARY GENERAL MEETING HELD AT ITS REGISTERED OFFICE AT ANNAPURNA APARTMENT, 23, SARAT BOSE ROAD, 1ST FLOOR, FLAT. 1C, KOLKATA – 700020, WB, IN ON WEDNESDAY, FEBRUARY 04, 2026, AT 11.00 A.M.

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

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

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

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

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

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

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

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

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//Passed above Resolution as Special Resolution.//

// Certified True Copy//

For COOL CAPS INDUSTRIES LTD.

Rajeev Goenka

Chairman-Cum-Managing Director
DIN : 00161693

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1: ISSUANCE OF UP TO 20, 24,370 EQUITY SHARES ON PREFERENTIAL BASIS UPON CONVERSION OF OUTSTANDING UNSECURED LOAN, TO 'PROMOTER':

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

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

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

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

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

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

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

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

2. **Objects of the Issue**

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

Allocation of Preferential Issue funds

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

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

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

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

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

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

3. **Relevant Date**

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

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

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

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

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

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

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

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

Further, given that the Equity Shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and 163(1) (h) of the SEBI ICDR Regulations.

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

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

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

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

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

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

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

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

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

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

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

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

Name of the Proposed Allottee	Category of the Proposed Allottee	Pre-Issue % Holding*	Number of Equity Shares proposed to be allotted or to be allotted post conversion of Loan into Equity	Post Issue % Holding**

Purv Flexipack Limited	Promoter	62.08	20,24,370	62.74

*The pre-issue shareholding pattern is as on December 31, 2025, taking into consideration.
**Post shareholding structure may change depending upon any other corporate action in between.

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

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

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

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

12. Undertaking:

The Company hereby undertakes that:

- None of the Company, its Directors or Promoters have been declared as wilful defaulter or fugitive economic offender as defined under the SEBI ICDR Regulations.
- The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;
- As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing recomputation of the price of shares shall not be applicable;
- The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;
- All the equity shares held by the proposed allottees in the Company are in dematerialized form only;
- None of the Company, its directors or Promoters are categorized a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India for same. Consequently, the undertaking required under Regulation 163(1) (i) is not applicable.

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

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

14. Lock-in period

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

15. Practicing Company Secretary's Certificate

The certificate from **Mr. Kuldeep Bothra (Proprietor of K. Bothra & Associates), Practicing Company Secretary (PCS), (Membership No. ACS 37452)**, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link https://coolcapsindustries.in/wp-content/uploads/2026/01/CS-Certificates_Compliance- Certificate.pdf.

16. **Amount which the company intends to raise by way of such securities**
Not Applicable; since the issue is pursuant to conversion of loan into equity.

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

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

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

The proposed preferential allotment involves issuance of equity shares upon conversion of an existing unsecured loan extended by the proposed allottee to the Company. Accordingly, while the allotment arises from conversion of a loan, the same is treated as allotment for cash consideration. The issuance of equity shares, shall be adjusted against the existing debt in the books of the Company.

The Equity Shares of the Company are listed on **National Stock Exchange of India Limited** and have been listed for a period of **more than 90 trading days** as on the relevant date, i.e. **Monday, January 05, 2026**, and are **frequently traded** in terms of the SEBI (ICDR) Regulations, 2018.

The valuation report has been obtained voluntary as a matter of good corporate governance. The preferential issue price has been determined in compliance with the applicable provisions of SEBI (ICDR) Regulations, 2018.

The price determined through Valuation report of Mr. Ranjit Binod Kejriwal, (Registration No.: IBBI/RV/03/2019/11612). i.e., Rs. 88/- per Equity Share. The said report is available on the website of the Company at https://coolcapsindustries.in/wp-content/uploads/2026/01/Valuation-Report.pdf .

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

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

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For COOL CAPS INDUSTRIES LTD

Rajeev Goenka

Chairman-Cum-Managing Director
DIN : 00161693

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Annexure A

Shareholding Pattern of the issuer before and after the preferential issue

Category	Pre-Issue Shareholding						Equity shares to be allotted	Post Issue Shareholding					
	No. of fully paid up equity shares held	%	No. of Partly paid-up equity shares held	%	Total no. shares held	%		No. of fully paid up equity shares held	%	No. of Partly paid-up equity shares held	%	Total no. shares held	%
A) Promoter and Promoter Group Shareholding													
Indian													
a) Individuals & HUF	36,62,500	3.17	-	-	36,62,500	3.17	-	36,62,500	3.11	-	-	36,62,500	3.11
b) Body Corporates	7,19,42,500	62.23	-	-	7,19,42,500	62.23	20,24,370	7,39,66,870	62.88	-	-	7,39,66,870	62.88
c) Any Other(specify)	-	-	-	-	-	-	-	-	-	-	-	-	-
Sub Total (A)(1)	7,56,05,000	65.40	-	-	7,56,05,000	65.40	20,24,370	7,76,29,370	65.99	-	-	7,76,29,370	65.99
2) Foreign Promoters	-	-	-	-	-	-	-	-	-	-	-	-	-
	7,56,05,000	65.40	-	-	7,56,05,000	65.40	20,24,370	7,76,29,370	65.99	-	-	7,76,29,370	65.99

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Total Promoter Shareholding A=A1 +A2													
B) Public Shareholding													
B1) Institutional Investors	-	-	-	-	-	-	-	-	-	-	-	-	-
B2) Central Govt./Stat Govt./POI	-	-	-	-	-	-	-	-	-	-	-	-	-
B3 Others													
a) Key Managerial Person	-	-	-	-	-	-	-	-	-	-	-	-	-
b) Individuals	3,10,91,250	26.90	-	-	3,10,91,250	26.90	-	3,10,91,250	26.44	-	-	3,10,91,250	26.44
c) Body Corporate	27,07,500	2.34	-	-	27,07,500	2.34	-	27,07,500	2.30	-	-	27,07,500	2.30
c)Others (Including NRI, Clearing Members, HUF, LLP)	61,96,250	5.36	-	-	61,96,250	5.36	-	61,96,250	5.27	-	-	61,96,250	5.27
Total Public Shareholding B=B1+B2+ B3	3,99,95,000	34.60	-	-	3,99,95,000	34.60	-	3,99,95,000	34.01	-	-	3,99,95,000	34.01
C) Non-Promoter - Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-

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Grand Total (A+B+C)	**11,56,00,000**	**100.00**	**-**	**-**	**11,56,00,000**	**100.00**	**20,24,370**	**11,76,24,370**	**100.00**	**-**	**-**	**11,76,24,370**	**100.00**

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

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For COOL CAPS INDUSTRIES LTD.

Rajeev Goenka

Chairman Cum Managing Director
DIN 00181693