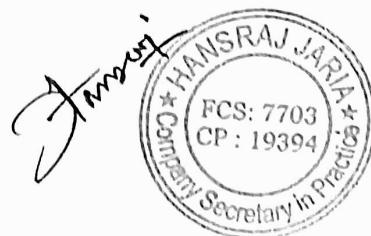


Secretarial Audit Report
For the Financial Year ended 31st March, 2026
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
Cool Caps Industries Limited
23 Sarat Bose Road, Flat No. 1C, 1st Floor,
Kolkata – 700020

1. I, CS Hansraj Jaria, have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Cool Caps Industries Limited** having CIN: L27101WB2015PLC208523 (hereinafter referred as “the Company”) during the financial year ended 31st March, 2026 (hereinafter referred as “review period”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.
2. Based on my verification of the Company’s books, papers, minute books, forms and returns filed, and other records maintained by the Company and also the information provided by the Company, its officers, agents, and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2026, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:
3. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the review period, according to the provisions of the following laws, rules and regulations, to the extent applicable on the Company during the review period:
 - I. The Companies Act, 2013 (‘the Act’) and the rules made thereunder; and circulars, notifications, clarifications, Removal of Difficulties Orders or such other relevant statutory material issued by Ministry of Corporate Affairs from time to time;
 - II. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;



- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), as amended from time to time: -
- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended;
 - d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;
 - e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable to the Company during the review period.**
 - f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended; **Not Applicable to the Company during the review period.**
 - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not Applicable to the Company during the review period.**
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not Applicable to the Company during the review period.**
 - i) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018; **Not Applicable to the Company during the review period.**




VI. The following Industry Specific laws applicable to the Company as per management perception:

- a. The Factories Act, 1948;
- b. The Payment of Wages Act, 1936;
- c. The Minimum Wages Act, 1948;
- d. The Payment of Bonus Act, 1965;
- e. The Payment of Gratuity Act, 1972;
- f. The Air (Prevention and Control of Pollution) Act, 1981;
- g. The Water (Prevention and Control of Pollution) Act, 1974;
- h. Plastic Waste Management Rules, 2022;
- i. The Environmental Protection Act, 1986 and other environmental laws;
- j. Legal Metrology Act, 1934;

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

- a. Secretarial Standards with regard to meeting of Board of Directors (SS-1) and General Meeting (SS-2) issued by The Institute of Company Secretaries of India.
- b. The Listing Agreement under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the Company with National Stock Exchange of India Limited.

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

6. I further report that,

- a. The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors, Independent Directors and Woman Director.
- b. Adequate notice of at least seven days was given to all directors to schedule the Board Meetings and Meeting of Committees except in some cases where the meeting was held on a shorter notice in accordance with the provision of the Act. Agenda and detailed notes on agenda are sent in advance in adequate time before the meetings and a system exists for Directors for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.



7. I further report that, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
8. I further report that during the audit period there were following specific events/actions having a major bearing on Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc.
- a. The resolution passed at the Extra-Ordinary General Meeting of the shareholders of the Company held on 11th June 2025, approving the increase in the Authorised Share Capital of the Company from Rs. 15,00,00,000/- (Rupees Fifteen Crores Only), comprising 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each, to Rs. 35,00,00,000/- (Rupees Thirty-Five Crores Only), comprising 17,50,00,000 (Seventeen Crores Fifty Lakhs) Equity Shares of Rs. 2/- (Rupees Two Only) each. **(the "Increase in Authorized Share Capital")**
 - b. The resolution passed at the Extra-Ordinary General Meeting of the shareholders of the Company held on 11th June 2025, approving the sub-division of 1,15,60,000 fully paid-up Equity Shares of the Company having a face value of Rs. 10/- each, aggregating to Rs. 11,56,00,000, into 5,78,00,000 fully paid-up Equity Shares having a face value of Rs. 2/- (Rupees Two Only) each, without any change in the aggregate paid-up share capital of the Company. **(the "Sub-division")**
 - c. The resolution passed at the Extra-Ordinary General Meeting of the shareholders of the Company held on 11th June 2025, approving the issue of Bonus Equity Shares in the proportion of 1:1, i.e., 1 (One) Bonus Equity Share for every 1 (One) existing fully paid-up Equity Share of Rs. 2/- (Rupees Two Only) each, by way of capitalisation of reserves, for an amount not exceeding Rs. 11,56,00,000/- (Rupees Eleven Crores Fifty-Six Lakhs Only), pursuant to Section 63 of the Companies Act, 2013, as approved by the Members of the Company at the said meeting. **(the "Bonus Issue")**
 - d. The resolution passed at the 2nd Extra-Ordinary General Meeting of the shareholders of the Company held on 4th February 2026, approving the preferential allotment of 20,24,370 (Twenty Lakhs Twenty-Four Thousand Three Hundred and Seventy) fully paid-up Equity Shares having a face value of Rs. 2/- (Rupees Two Only) each, at an issue price of Rs. 88/- (Rupees Eighty-Eight Only) per Equity Share, aggregating to Rs. 17,81,44,560/- (Rupees Seventeen Crores Eighty-One Lakhs Forty-Four Thousand Five Hundred and Sixty Only), towards conversion of the outstanding unsecured loan into Equity Shares, which were subsequently allotted on 28th February 2026 to the Promoter pursuant to the said conversion. **(The "Preferential Allotment")**



This Report is to be read with my letter of even date which is annexed as **Annexure A** and forms an integral part of this Report.



HANSRAJ JARIA
(Practicing Company Secretary)
Membership No.: FCS 7703
CP No.: 19394 Peer Review
Certificate No.: 7571/2025
UDIN: F007703H001320861

Place: Kolkata

Date: 31st August, 2026

Annexure A

(To the Secretarial Audit Report of Cool Caps Industries Limited for the financial year ended 31st March, 2026)

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

Auditor Responsibility

Based on audit, my responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. I conducted my audit in accordance with the auditing standards prescribed by the Institute of the Company Secretaries of India (ICSI). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records. Due to the inherent limitations of an audit including internal, financial, and operating controls, there may be unavoidable risk that may some misstatements or non-compliance may not be detected, even though the audit is properly planned and performed in accordance with the Auditing Standards.

My Secretarial Audit Report for the financial year ended 31st March, 2026 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is limited to expressing an opinion on existence of adequate board process and compliance management system, commensurate to the size of the Company, based on the secretarial records as shown to me during the said audit and based on the information furnished to me by the officers, agents, and authorized representatives of the Company during the said audit.
2. I have followed the audit practices and processes as were appropriate, to the best of my understanding, to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to check as to whether correct facts are reflected in secretarial records. I believe that the processes and practices, I followed, provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company, as it is a part of financial audit as per the provision of the Companies Act, 2013.



4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc. and I have relied on such representation, in forming my opinion.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of compliance procedures on test basis. I would not be liable for any business decision or any consequences arising thereof, made on the basis of my report.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness or accuracy with which the management has conducted the affairs of the Company.



Hansraj Jaria

HANSRAJ JARIA
(Practicing Company Secretary)

Membership No.: FCS 7703

CP No.: 19394

Peer Review Certificate No.: 7571/2025

UDIN: F007703H001320861

Place: Kolkata

Date: 31st August, 2026