

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting of the members of Cosmic CRF Limited will be held on Tuesday, February 18, 2025 at 3.00 P.M. through Video Conferencing (“VC”)/other Audio-Visual Means (‘OAVM’) Facility to transact the following businesses:

Special Business

1. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN 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 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded to the increase in the Authorised Equity Share Capital of the Company from existing Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten) each only and 50,00,000 (Fifty Lakhs) Preference Shares of Rs. 10 (Rupees Ten) only each to Rs.25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 2,00,00,000 (Two Crores Only) Equity Shares of Rs.10/- (Rupees Ten) each only and 50,00,000 (Fifty Lakhs) Preference Shares of Rs. 10 (Rupees Ten) only each, by creation of additional 50,00,000 equity shares of Rs.10/- each, ranking pari-passu in all respect with the existing Equity Shares of the Company, subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting the following: -

“V. The Authorised Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 2,00,00,000 (Two Crores Only) Equity Shares of Rs. 10/- (Rupees Ten) each only and 50,00,000 (Fifty Lakhs) Preference Shares of Rs. 10 (Rupees Ten) only each, carrying such rights, privileges and conditions attached thereto as are approved by the Board and provided by the Articles of Association of the Company for the time being with power to increase and reduce the Capital of the Company and to divide the Shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be provided by the Articles of Association of the Company and the Companies Act, 2013.”

RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

2. APPOINTMENT OF MRS. VENUS KEDIA (DIN: 06422518) AS AN INDEPENDENT DIRECTOR WITH EFFECT FROM FEBRUARY 18, 2025

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, other applicable rules, if any (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on the recommendation of the Nomination and Remuneration Committee, Mrs. Venus Kedia (DIN: 06422518), in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from February 18, 2025.

RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

3. TO APPROVE THE ISSUANCE OF EQUITY SHARES TO THE PROPOSED ALLOTTEES ON A PREFERENTIAL BASIS

To consider and if thought fit, to pass with or without modification, the following resolutions as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, (“the Act”) and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), including any statutory modification(s) or re-enactment(s) thereof from time to time, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof from time to time (“Listing Regulations”), and in accordance with all other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India, Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”), or any other statutory/regulatory authorities and all such approvals, permissions, consents and sanctions of any authorities, as may be necessary and subject to such terms and conditions, alteration and modifications as may be imposed or prescribed by any of them while granting such approvals, permissions, consents or sanctions, if any, and which may be accepted by the Board of Directors of the Company (“Board”, which term shall be deemed to include Management Committee of the Board of Directors), consent of the shareholders of the Company be and is hereby accorded to the Board (which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), to offer, issue and allot upto 13,23,400 (Thirteen Lakh Twenty-Three Thousand Four Hundred) equity shares of face value of Rs.10/- (Rupees Ten only) each for cash at an issue price of Rs.1,614/- (Rupees One Thousand Six Hundred and Fourteen Only) per equity share including a premium of Rs.1,604/- (Rupees One Thousand Six Hundred and Four Only) aggregating upto Rs.2,13,59,67,600/- (Rupees Two Hundred Thirteen Crores Fifty-Nine

Lakh Sixty-Seven Thousand Six Hundred Only) (“Total Issue Size”) to the following persons / entities belonging to public category on preferential basis, on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws:

Sl. No.	Name	Category of Investor	Maximum No. of Equity Shares to be offered
1.	Smart Horizon Opportunity Fund	Public	12,400
2.	Prachita Pujari	Public	6,200
3.	Ashok Kumar Garg	Public	6,200
4.	Vishal Minda	Public	6,200
5.	Manoj Devidas Kulchandani	Public	6,200
6.	Rajesh Kumar Singla	Public	24,800
7.	Divyashri Ravichandran	Public	12,400
8.	Saptarshi Das	Public	3,100
9.	Depti Baliyan	Public	3,100
10.	Iti Agarwal	Public	6,200
11.	Kiran Bhat Basrur	Public	3,100
12.	Ashish Kacholia	Public	3,09,800
13.	Anand Mundhra	Public	6,200
14.	Nitu Mundhra	Public	6,200
15.	Mudit Agarwal	Public	3,100
16.	Growbiz Sme Opportunity Fund	Public	6,300
17.	Fortune Hands Growth Fund - Fortune Hands Growth Fund Scheme I	Public	18,600
18.	Monika Bhattar	Public	6,200
19.	Gopal Sharma	Public	6,200
20.	Sima Kadwani	Public	6,200
21.	Hansa Hasmukh Shah	Public	1,24,000
22.	Alchemy Long Term Ventures Fund (Cat II AIF)	Public	93,000
23.	Alchemy Capital Management Pvt Ltd	Public	93,000
24.	RBA Finance and Investment Company	Public	3,09,800
25.	Rajiv Ambrish Agarwal	Public	6,200
26.	Rani Samyuktha K	Public	4,300
27.	Prakash Kumar Chandnani	Public	6,200
28.	Sunil Kumar Mehta	Public	6,200
29.	Lata Dnyaneshwar Sirsat	Public	3,100
30.	Gunjan	Public	19,800
31.	Sumit Rajvanshi	Public	6,200
32.	Manisha Rajesh Vora	Public	50,000
33.	Deepa Mitul Mehta	Public	6,200
34.	Vijay Kumar Jain	Public	6,500
35.	Anupama Tyagi	Public	6,200
36.	Bhogilal Mavji Vora	Public	6,500
37.	Parneet Kaur Soni	Public	6,500
38.	Pooja Kedia	Public	62,000
39.	Tradelink Exim India Private Limited	Public	18,000
40.	Swarnalatha Ramakrishnan	Public	31,000
Total			13,23,400

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the issue price for the Preferential Issue of the Equity Shares is January 17, 2025 (“**Relevant Date**”), being the date 30 days prior to the date of this Extra-Ordinary General Meeting.

RESOLVED FURTHER THAT without prejudice to the generality of this Resolution, the issue of the Equity Shares to the Investors pursuant to this Resolution shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Equity Shares to be issued and allotted pursuant this Resolution shall be listed and traded on the Stock Exchanges subject to receipt of necessary permissions and approvals.
- b) The Equity Shares to be issued and allotted shall be fully paid up and shall rank pari-passu with the existing equity shares of the Company in all respects including with respect to dividend and voting powers from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- c) The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- d) The Investors shall be required to bring in the entire consideration for the Equity Shares to be allotted to them, on or before the date of allotment thereof.
- e) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investors.
- f) The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permission.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to NSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, (“ROC”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Shares to the respective dematerialized securities account of the proposed allottees and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall

deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

4. TO APPROVE THE ISSUANCE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES TO THE PROPOSED ALLOTTEES, ON A PREFERENTIAL BASIS.

To consider and if thought fit, to pass with or without modification, the following resolutions as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, (“the Act”) and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), including any statutory modification(s) or re-enactment(s) thereof from time to time, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof from time to time (“Listing Regulations”), and in accordance with all other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India, Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”), or any other statutory/ regulatory authorities and all such approvals, permissions, consents and sanctions of any authorities, as may be necessary and subject to such terms and conditions, alteration and modifications as may be imposed or prescribed by any of them while granting such approvals, permissions, consents or sanctions, if any, and which may be accepted by the Board of Directors of the Company (“Board”, which term shall be deemed to include Management Committee of the Board of Directors), consent of the shareholders of the Company be and is hereby accorded to the Board (which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), to offer, issue and allot upto 3,15,000 (Three Lakh Fifteen Thousand) warrants, each convertible into or exchangeable for 1 (One) fully paid-up equity share of the Company of face value of Rs. 10 (Rupees Ten only) (“Warrants”), at a price of Rs.1,614/- (Rupees One Thousand Six Hundred and Fourteen Only) (including the warrant subscription price and the warrant exercise price) payable in cash (“Warrant Issue Price”) aggregating upto Rs.50,84,10,000/- (Rupees Fifty Crores Eight-Four Lakh Ten Thousand Only) (“Total Issue Size”) to the following persons belonging to promoters and promoters’ group category on preferential basis upon such terms and conditions as may be deemed appropriate by the Board in accordance with the provisions of Companies Act, 2013, SEBI ICDR Regulations and other applicable laws:

Sl. No.	Name	Category of Investor	Maximum No. of Equity Shares to be offered
1	Aditya Vikram Birla	Promoters	68,000
2	Aditya Vikram Birla HUF	Promoters' Group	12,300
3	Purvi Birla	Promoters' Group	6,300
4	Prilika Enterprises Private Limited	Promoters' Group	154,400
5	AVB Entech Private Limited	Promoters' Group	74,000
	Total		315,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the issue price for the Preferential Issue of the Equity Shares is January 17, 2025 (“**Relevant Date**”), being the date 30 days prior to the date of this Extra Ordinary General Meeting.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants and the resultant equity shares to be allotted on exercise of such Warrants shall be subject to the following terms and conditions:

1. A Warrant subscription price equivalent to 25% (i.e. the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the SEBI ICDR Regulations. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.
2. The Warrant Holder(s) shall, subject to ICDR and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon, prior to or at the time of conversion.
3. Each Warrant shall be convertible into One Equity Share of face value of Rs.10/- of the Company. On exercise of option to convert the Warrants, the Company shall, without any further approval from shareholders of the Company, issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant Holder and perform such actions as required to credit the Equity Shares to the demat account of the allottee and entering the name of allottee in the records of the Depository.
4. The said Warrants shall be issued and allotted by the Company within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending for approval by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.
5. The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.
6. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
7. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company.

8. The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations.
9. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
10. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contracts (Regulation) Rules, 1957.
11. In the event the Warrant Holder(s) does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse, and the upfront amount paid by the Warrant holder on such Warrants shall stand forfeited by Company.
12. The Warrants by themselves, until exercise of the conversion and allotment of Equity Shares, do not give the Warrant Holder any voting rights akin to that of shareholders of the Company.
13. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including voting rights, right to receive dividend and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten only) each of the Company.
14. The Warrants and Equity Shares allotted on conversion of such Warrants to Promoter/ Promoter Group will be transferable within the Promoter and Promoter Group of the Company, as per applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Warrants, subject to the provisions of the Companies Act, 2013 and SEBI ICDR Regulations, without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to NSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the

Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Warrants or Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

By order of the Board
For Cosmic CRF Limited

Registered Office
Cosmic Tower,
19, Monohar Pukur Road, 2nd Floor,
Kolkata-700029, West Bengal, India

Date: January 25, 2025

Sd/-
Aditya Vikram Birla
Managing Director
DIN: 06613927

Notes

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), setting out material facts concerning the business under Item Nos. 1 to 4 of the accompanying Notice, is annexed hereto and forms part of this Notice.
2. Pursuant to various circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India (collectively referred to as ‘SEBI Circulars’), holding of the EXTRA ORDINARY GENERAL MEETING (‘EOGM’) through VC/OAVM, without the physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 (‘the Act’), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘the Listing Regulations’), MCA Circulars and SEBI Circulars, the EOGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the EOGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EOGM.
3. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Companies Act, 2013 (Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the EOGM of the Company is being conducted through VC. National Securities Depository Limited (NSDL) is being engaged to provide facility for voting through remote e-voting, for participation in the EOGM through VC and e-voting during the EOGM. The procedure for voting through remote e-voting, e-voting during EOGM and participating in EOGM through VC are explained below and is also available on the website of the Company at www.cosmiccrf.com.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the

Company. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the EOGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

5. Members joining the EOGM through VC shall be permitted to exercise their right to vote using the e-voting facility at the EOGM, provided they have not cast their votes using remote e-voting facility. The members who have already cast their votes prior to EOGM using the remote e-voting facility may also join the EOGM through VC but shall not be entitled to cast their votes again at the EOGM.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the EOGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of EOGM.
7. The Board of Directors has appointed CS Md. Shahnawaz, Practicing Company Secretary (ACS No. 21427, CP No. 15076) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
8. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend EOGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to cmsdshah@gmail.com with a copy marked to evoting@nsdl.co.in.
9. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars, as amended, the Company is providing remote e-Voting facility to its members in respect of the business to be transacted at the EOGM and facility for those members participating in the EOGM to cast vote through e-Voting system during the EOGM. For this purpose, NSDL will be providing facility for voting through remote e-Voting, for participation in the EOGM through VC/ OAVM facility and e-Voting during the EOGM. Members may note that NSDL may use third party service provider for providing participation of the members through VC/ OAVM facility.
10. Non-Resident Indian members are requested to inform the Company/ Company's RTA (if shareholding is in physical mode) / respective Depository Participants (if shareholding is in demat mode), immediately of change in their residential status on return to India for permanent settlement.
11. **Dispatch of Notice of EOGM through electronic mode:**

In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the EOGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling EOGM along with the explanatory statement is available on the website of the Company at www.cosmiccrf.com and on the website of the Stock Exchange i.e. Bombay Stock Exchange Limited at <https://www.bseindia.com/> and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com (the Authorised agency for providing voting through electronic means and EOGM through VC/OAVM). Company's web-link on the above will also be provided in advertisement being published in Financial Express (English Edition) and Ekdin (Bengali Edition).

12. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
13. All the documents referred to in this Notice and Statement under Section 102 of the Act, shall be available for inspection by the Members from the date of circulation of this Notice upto the date of the EOGM through electronic mode. Members seeking inspection can send an email in advance to cs@cosmiccrf.com.
14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or MAS Services Limited, Company's Registrar and Share Transfer Agents for assistance in this regard.
15. The Notice of EOGM, is available on the website of the Company at www.cosmiccrf.com and also on the websites of the BSE at www.bseindia.com. Notice of EOGM is also available on the website of NSDL at www.evotingindia.com.
16. Members attending the EOGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
17. Since the EGM will be held through VC / OAVM, the Route Map is not required and hence not annexed to this Notice
18. In line with the measures of "Green Initiatives", the Act provides for sending Notice of the EOGM and all other correspondences through electronic mode. Hence, Members who have not registered their email IDs so far with their depository participants are requested to register their email ID for receiving all the communications including Annual Report, Notices etc., in electronic mode. The Company is concerned about the environment and utilises natural resources in a sustainable way.

General Instructions for Remote e-voting and e-voting during Extra Ordinary General Meeting:

1. **Remote e-voting:** In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and as per Regulation 44 of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is providing e-voting facility through NSDL on all resolutions set forth in this Notice, from a place other than the venue of the Meeting, to Members holding shares as on February 11, 2025, being the cut -off date fixed to determine eligible Members to participate in the remote e-voting process.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EOGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EOGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EOGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship

Committee, Auditors etc. who are allowed to attend the EOGM without restriction on account of first come first served basis.

4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EOGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EOGM will be provided by NSDL.
5. In line with the relevant circulars issued by the Ministry of Corporate Affairs (MCA) the Notice calling the EOGM has been uploaded on the website of the Company at www.cosmiccrf.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. Bombay Stock Exchange Limited at www.bseindia.com respectively and the EOGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
6. EOGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with relevant circulars issued by the Ministry of Corporate Affairs.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, February 15, 2025 at 9.00 A.M. and ends on Monday, February 17, 2025 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. February 11, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being February 11, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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 in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added

	<p>services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting

	<p>page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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</p>

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csmmdshah@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@cosmiccrf.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@cosmiccrf.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EOGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EOGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EOGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EOGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EOGM. However, they will not be eligible to vote at the EOGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EOGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EOGM THROUGH

VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the EOGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Shareholders are encouraged to join the Meeting through Laptops for better experience.
3. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@cosmiccrf.com. The same will be replied by the company suitably.
7. Shareholders who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at cs@cosmiccrf.com by February 5, 2025. Only those Shareholders who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the EOGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EOGM.
8. Shareholders attending the EOGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement set out all material facts concerning the Special Business mentioned under Item No. 1 to 4, in the accompanying Notice and should be taken as forming part of the Notice.

Item No. 1

The present Authorised Share Capital of the Company comprises of Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten) each only and 50,00,000 (Fifty Lakhs) Preference Shares of Rs. 10 (Rupees Ten) only each. Considering the increased fund requirements of the Company, the Board at its Meeting held on January 25, 2025, approved the raising of fund subject to necessary approval and compliances. Considering the proposed raising funds, the Board had accorded its approval to increase the Authorised Equity Share Capital from Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten) each only and 50,00,000 (Fifty Lakhs) Preference Shares of Rs. 10 (Rupees Ten) only each to Rs.25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 2,00,00,000 (Two Crores Only) Equity Shares of Rs. 10/- (Rupees Ten) each only and 50,00,000 (Fifty Lakhs) Preference Shares of Rs. 10 (Rupees Ten) only each, by creation of additional 50,00,000 equity shares of Rs.10/- each, ranking pari passu in all respect with the existing Equity Shares of the Company, subject to the provisions of Memorandum and Articles of Association of the Company.

It is therefore proposed increase to Rs. 25,00,00,000/- (Twenty-Five Crores Only) by creation of 50,00,000/- (Fifty lakhs Only) additional equity share of Rs.10/- each, ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the increased Authorized Share Capital of the Company.

The proposal for increase in Authorized Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection at the registered office of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing of the Resolution at Item No. 1 of the accompanying Notice as an Ordinary Resolution.

Item No. 2

At present the Board of Directors of the Company comprises of two independent directors out of total five directors. It is proposed to appoint Mrs. Venus Kedia as Independent Director of the Company. The Nomination and Remuneration Committee of the Board has recommended her appointment as Independent Director for approval of shareholders.

Mrs. Venus Kedia is a Practicing Chartered Accountant with diverse experience spanning over 19 years. Given her skills, experience, expertise and stature, the Board considers it desirable and in the interest of and benefit to the Company to appoint Mrs. Venus Kedia as an Independent Director with effect from

February 18, 2025 subject to approval received from Members of the Company.

The Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director. As per the provisions of the Companies Act, 2013 read with SEBI Listing Regulations, the approval of the shareholders is required for the appointment of Mrs. Venus Kedia as an Independent Director. Keeping in view the above referred provisions, the approval of the Members of the Company is being sought, by passing a Special Resolution, for the appointment of Mrs. Kedia as an Independent Director on the Board of the Company.

The required details in terms of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings are provided in **Annexure I** to this Notice.

The Board recommends the Resolution at Item No. 2 of the accompanying Notice for approval of the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the passing of the Resolution at Item No. 2 of the accompanying Notice.

Item No. 3

In order to meet the capital requirement for the operations, acquisition and expansion and to have greater financial strength in day-to-day operations of the Company, it is necessary to augment long term resources. For this purpose and for general corporate purposes as may be decided by the Board of Directors from time to time in the best interests of the Company, it is proposed to issue 13,23,400 (Thirteen Lakh Twenty-Three Thousand Four Hundred) equity shares of the Company having face value of Rs.10 (Rupees Ten only) to the persons, as per the proposed list of allottees set out in the resolution, on preferential basis, in one or more tranches, in accordance with the provisions of the Section 42, 62 and other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder and the provisions of the Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, ("ICDR") including any statutory modification(s) or re-enactment(s) thereof from time to time.

The Board of Directors of the Company at its meeting held on January 25 2025, subject to the approval of the members of the Company and such other approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of upto 13,23,400 (Thirteen Lakh Twenty-Three Thousand Four Hundred) equity shares on preferential basis to the persons / entities belonging to public category as mentioned in the Resolution No. 3.

The information as required under SEBI (ICDR) Regulations and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

A. Objects of the Preferential issue

The funds raised through issue of equity shares on preferential basis shall be utilized by the Company to reduce high-cost debt, to meet funding requirements for various ongoing projects of the Company and to meet the fund requirement for acquisition, working capital requirements to strengthen financial position and for general corporate purposes.

B. Kind 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 25, 2025, had approved the issue and allotment of up to 13,23,400 (Thirteen Lakh Twenty-Three Thousand Four Hundred) Equity Shares of the face value of Rs.10/- (Rupees Ten Only) each (“the Equity Shares”) at issue price of Rs.1,614/- (Rupees One Thousand Six Hundred and Fourteen Only), including a premium of Rs.1,604/- (Rupees One Thousand Six Hundred and Four Only) per share, such price being not less than the minimum price as on the Relevant Date calculated in terms of SEBI (ICDR) Regulations to Non-Promoter Investors on a preferential basis.

C. Amount which the company intends to raise by way of such securities

The Company intends to raise upto Rs. 2,13,59,67,600/- (Rupees Two Hundred Thirteen Crores Fifty-Nine Lakh Sixty-Seven Thousand Six Hundred Only) through the proposed preferential issue.

D. Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue is January 17, 2025. As the date 30 days prior to the date of this Extra Ordinary General Meeting is on a weekend, as per the Regulation 161 of the ICDR, the day preceding the weekend will be reckoned to be the relevant date. Accordingly, January 17, 2025 is the Relevant Date.

E. Intention of promoters / directors / key managerial personnel to subscribe to the offer:

None of the promoters or person belonging to the promoter group or key managerial personnel intend to subscribe to any of the equity shares offered pursuant to the Preferential Issue.

F. Shareholding Pattern before and after the proposed preferential issue.

Category	Pre-issue		Post issue*	
	No of shares held	% of share holding	No of shares held	% of shareholding
PROMOTERS/PROMOTER GROUP HOLDING	50,30,800	61.37	53,45,800	54.35
INDIAN				
Individual/ HUF	50,30,800	61.37	53,45,800	54.35
Central Government/State Government(s)	-			
Financial Institutions/Banks	-			
SUB TOTAL A1	50,30,800	61.37	53,45,800	54.35
FOREIGN				
Individuals(Non-Resident Individuals/Foreign Individuals)	-	-	-	-
Institutions	-	-	-	-
SUB TOTAL A2	-	-	-	-
Total Shareholding of Promoters	50,30,800	61.37	53,45,800	54.35
NON-PROMOTERS HOLDING				
Institutional Investors				
Mutual Funds	-	-	-	-

Category	Pre-issue		Post issue*	
	No of shares held	% of share holding	No of shares held	% of shareholding
Venture Capital Funds	-	-	-	-
Alternate Investment Funds	-	-	-	-
Banks	-	-	-	-
Insurance Companies	-	-	-	-
Provident / Pension Funds	-	-	-	-
Asset Reconstruction Companies	-	-	-	-
Sovereign Wealth Funds	-	-	-	-
NBFCs registered with RBI	-	-	-	-
Other Financial Institutions	-	-	-	-
SUB TOTAL B1	-	-	-	-
Institutions (Foreign)				
Foreign Direct Investment	-	-	-	-
Foreign Venture Capital Investors	-	-	-	-
Foreign Sovereign Wealth Funds	-	-	-	-
Foreign Portfolio Investors	-	-	-	-
Category I	-	-	-	-
Foreign Portfolio Investors Category II	-	-	-	-
OVERSEAS DEPOSITORY	-	-	-	-
(Holding DRs)				
Any Other(FOREIGN BANKS)	5,36,400	6.54	6,48,100	6.59
SUB TOTAL (B)(2)	5,36,400	6.54	6,48,100	6.59
Non-institutions (Domestic)				
a. Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	14,34,700	17.50	15,73,200	15.99
b. INDIVIDUAL - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	3,28,100	4.00	12,77,900	12.99
NON RESIDENT INDIANS (NRIs)	1,33,500	1.62	1,45,900	1.48
BODIES CORPORATE	7,28,300	8.88	8,39,300	8.53
Any Other(CLEARING MEMBER)	6,200	0.08	6,200	0.06
Any Other(HINDU UNDIVIDED FAMILY)	-	-	-	-
Any Other(TRUSTS)	-	-	-	-
SUB TOTAL (B)(3)	26,30,800	32.09	38,42,500	39.06
TOTAL	81,98,000	100.00	98,36,400	100.00

* Assuming full allotment of the equity shares as proposed in Resolution No.3 & 4 of the Proposed Notice.

G. Proposed time within which the allotment shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

H. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them.

Sr. No	Details of Subscriber	Ultimate Beneficial Owner of the proposed Allottee(s) & His PAN	PAN of allottees	Pre-issue Holding		No. of shares to be issued	Shareholding post allotment of equity shares and equity share upon exercise of warrants	
				Pre-issue Holding	% of holdings		No. of Equity Shares	% of holdings*
1	Smart Horizon Opportunity Fund	-	ABJTS0503Q	-	-	12,400	12,400	0.13%
2	Prachita Pujari	-	ASQPP2522G	-	-	6,200	6,200	0.06%
3	Ashok kumar Garg	-	AAAPG8137A	200	0.00%	6,200	6,400	0.07%
4	Vishal Minda	-	AAHPM8120C	-	-	6,200	6,200	0.06%
5	Manoj Devidas Kulchandani	-	AAJPK7817Q	-	-	6,200	6,200	0.06%
6	Rajesh Kumar Singla	-	AQLPS1560Q	-	-	24,800	24,800	0.25%
7	Divyashri Ravichandran	-	FVYPR3075L	-	-	12,400	12,400	0.13%
8	Saptarshi Das	-	BGNPD6153K	-	-	3,100	3,100	0.03%
9	Depti Baliyan	-	CAXPD9704M	-	-	3,100	3,100	0.03%
10	Iti Agarwal	-	AELPA8825L	-	-	6,200	6,200	0.06%
11	Kiran Bhat Basrur	-	AEOPB8125P	-	-	3,100	3,100	0.03%
12	Ashish Kacholia	-	AADPK0757F	-	-	3,09,800	3,09,800	3.15%
13	Anand Mundhra	-	AFVPM1749L	-	-	6,200	6,200	0.06%
14	Nitu Mundhra	-	AHFPB5816M	-	-	6,200	6,200	0.06%
15	Mudit Agarwal	-	AKGPA8371C	1,000	0.01%	3,100	4,100	0.04%
16	Growbiz SME Opportunity Fund	-	AAETG7222L	-	-	6,300	6,300	0.06%
17	Fortune Hands Growth Fund - Fortune Hands Growth Fund Scheme I	-	AABTF0557C	-	-	18,600	18,600	0.19%
18	Monika Bhattar	-	ARFPK9161Q	-	-	6,200	6,200	0.06%
19	Gopal Sharma	-	AQCPS7204G	-	-	6,200	6,200	0.06%
20	Sima Kadwani	-	BIFPK5580H	-	-	6,200	6,200	0.06%
21	Hansa Hasmukh Shah	-	ARJPS8610C	-	-	1,24,000	1,24,000	1.26%
22	Alchemy Long Term Ventures Fund (Cat II AIF)	-	AAJTA9606K	-	-	93,000	93,000	0.95%
23	Alchemy Capital Management Pvt Ltd	Lashit Lallubhai Sanghvi (AAHPS6774J) Ashwin P Kedia (AACGPK7677P) Rekha Rakesh Jhunjhunwala (AAEPJ2191B)	AACCA0237E	-	-	93,000	93,000	0.95%
24	RBA Finance and Investment Company	Arpit Agarwal (AVDPA6875D)	AAGFR0822H	-	-	3,09,800	3,09,800	3.15%
25	Rajiv Ambrish Agarwal	-	AACPA2745E	-	-	6,200	6,200	0.06%
26	Rani Samyuktha K	-	CCRPR3205B	7,100	0.09%	4,300	11,400	0.12%
27	Prakash Kumar Chandnani	-	AJHPC1293K	100	0.00%	6,200	6,300	0.06%
28	Sunil Kumar Mehta	-	ABAPM3359H	-	-	6,200	6,200	0.06%
29	Lata Dnyaneshwar Sirsat	-	EHDPS8534P	-	-	3,100	3,100	0.03%
30	Gunjan	-	AHTPG3886C	3,000	0.04%	19,800	22,800	0.23%
31	Sumit Rajvanshi	-	AFBPR9245J	-	-	6,200	6,200	0.06%
32	Manisha Rajesh Vora	-	ABTPV4466F	22,000	0.27%	50,000	72,000	0.73%
33	Deepa Mitul Mehta	-	AKSPM0433B	-	-	6,200	6,200	0.06%
34	Vijay Kumar Jain	-	ACVPJ0029R	-	-	6,500	6,500	0.07%

Sr. No	Details of Subscriber	Ultimate Beneficial Owner of the proposed Allottee(s) & His PAN	PAN of allottees	Pre-issue Holding		No. of shares to be issued	Shareholding post allotment of equity shares and equity share upon exercise of warrants	
				Pre-issue Holding	% of holdings		No. of Equity Shares	% of holdings*
35	Anupama Tyagi	-	ADQPT4817K	-	-	6,200	6,200	0.06%
36	Bhogilal Mavji Vora	-	ABXPV0678F	-	-	6,500	6,500	0.07%
37	Parneet Kaur Soni	-	BCXPS0497M	-	-	6,500	6,500	0.07%
38	Pooja Kedia	-	BNNPD3630G	-	-	62,000	62,000	0.63%
39	Tradelink Exim India Private Limited	Anil Madanlal Raika (ADZPR0899J)	AABCT2448K	-	-	18,000	18,000	0.18%
40	Swarnalatha Ramakrishnan	-	ADWPR4815R	-	-	31,000	31,000	0.32%
Total				33,400	0.41%	13,23,400	13,56,800	13.79%

* Assuming full conversion of warrants proposed to be issued to the promoters as per item no. 4 of this notice.

I. Undertakings

Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price and therefore, the Company is not required to submit the undertaking specified under Regulation 163(1)(g) and Regulation 163(1)(h) of the ICDR Regulations and the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares, shall not be applicable.

J. The total number of shares or other securities to be issued

Upto 13,23,400 (Thirteen Lakh Twenty-Three Thousand Four Hundred) Equity Shares of the face value of Rs.10/- (Rupees Ten Only) each ("the Equity Shares") to the person public category / non-promoter investors on a preferential basis in compliance with applicable provisions of Chapter V of the SEBI (ICDR) Regulations.

K. Terms of Issue of the Equity Shares, if any

The Equity Shares to be allotted for cash may be done in one or multiple tranches, as may be decided by the Board. The said equity shares shall rank pari passu with existing equity shares of the Company in all respects.

L. Pricing of Preferential Issue

The equity shares are proposed to be issued at Rs. 1,614/- (Rupees One Thousand Six Hundred and Fourteen Only) per equity share including a premium of Rs.1,604/- (Rupees One Thousand Six Hundred and Four Only), arrived at in compliance with Regulation 164(1) of SEBI ICDR Regulation i.e. Pricing of frequently traded shares. A copy of the valuation report dated January 25, 2025 shall be available for inspection at the Registered Office of the Company during business hours upto the date of the meeting.

M. Basis on which the price would be arrived at

The Equity Shares of the Company are listed on SME platform of BSE (“Stock Exchanges”) and the Equity Shares are frequently traded in terms of the SEBI (ICDR) Regulations.

For the purposes of computation of the minimum price per equity share, the trading volumes for the preceding ninety trading days prior to the Relevant Date on the BSE SME Platform has been considered for determining the floor price in accordance with the SEBI (ICDR) Regulations.

In terms of the applicable provisions of Regulation 164(1) of the SEBI (ICDR) Regulations, the price at which the equity shares shall be allotted shall not be less than higher of the following:

- the 90 trading days’ volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- the 10 trading days’ volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

In terms of the applicable provisions of the SEBI (ICDR) Regulations, the floor price for the Preferential Issue is Rs.1,614/- (Rupees One Thousand Six Hundred and Fourteen Only) per equity shares.

In addition to the floor price for the Preferential Allotment, the Company also considered the valuation report dated January 25, 2025, issued by Mr. Manish Gadia, a registered valuer, IBBI Registration No. IBBI/RV/06/2019/11646 (“Valuation Report”), for determining the price of the Subscription Shares. Valuation Report 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: www.cosmiccrf.com

Accordingly, the price per equity share to be issued pursuant to the Preferential Issue is fixed at Rs.1,614/- (Rupees One Thousand Six Hundred and Fourteen Only) per share, being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

N. Name and address of valuer who performed valuation

The valuation of the Equity Shares has been carried out by Mr. Manish Gadia, (IBBI Registration No. IBBI/RV/06/2019/11646 (“Valuation Report”) having its office at 5, Raja Subodh Mullick Square, 2nd Floor, Kolkata - 700013. The valuation report is dated January 25, 2025.

O. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

Not Applicable as the proposed issue is for cash.

P. Class or Classes of Persons to whom the allotment is proposed to be made

The allotment is proposed to be made to the Non-Promoter Investors as mentioned below:

Sl. No.	Name	Current Status of the Allottee	Proposed Status of the Allottee
1.	Smart Horizon Opportunity Fund	Public	Public
2.	Prachita Pujari	Public	Public
3.	Ashok Kumar Garg	Public	Public
4.	Vishal Minda	Public	Public
5.	Manoj Devidas Kulchandani	Public	Public

Sl. No.	Name	Current Status of the Allottee	Proposed Status of the Allottee
6.	Rajesh Kumar Singla	Public	Public
7.	Divyashri Ravichandran	Public	Public
8.	Saptarishi Das	Public	Public
9.	Depti Baliyan	Public	Public
10.	Iti Agarwal	Public	Public
11.	Kiran Bhat Basrur	Public	Public
12.	Ashish Kacholia	Public	Public
13.	Anand Mundhra	Public	Public
14.	Nitu Mundhra	Public	Public
15.	Mudit Agarwal	Public	Public
16.	Growbiz Sme Opportunity Fund	Public	Public
17.	Fortune Hands Growth Fund - Fortune Hands Growth Fund Scheme I	Public	Public
18.	Monika Bhattar	Public	Public
19.	Gopal Sharma	Public	Public
20.	Sima Kadwani	Public	Public
21.	Hansa Hasmukh Shah	Public	Public
22.	Alchemy Long Term Ventures Fund (Cat II AIF)	Public	Public
23.	Alchemy Capital Management Pvt Ltd	Public	Public
24.	RBA Finance and Investment Company	Public	Public
25.	Rajiv Ambrish Agarwal	Public	Public
26.	Rani Samyuktha K	Public	Public
27.	Prakash Kumar Chandnani	Public	Public
28.	Sunil Kumar Mehta	Public	Public
29.	Lata Dnyaneshwar Sirsat	Public	Public
30.	Gunjan	Public	Public
31.	Sumit Rajvanshi	Public	Public
32.	Manisha Rajesh Vora	Public	Public
33.	Deepa Mitul Mehta	Public	Public
34.	Vijay Kumar Jain	Public	Public
35.	Anupama Tyagi	Public	Public
36.	Bhogilal Mavji Vora	Public	Public
37.	Parneet Kaur Soni	Public	Public
38.	Pooja Kedia	Public	Public
39.	Tradelink Exim India Private Limited	Public	Public
40.	Swarnalatha Ramakrishnan	Public	Public

Q. Change in control if any consequent to preferential issue

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue.

However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

R. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person.

S. Lock-in period

The Shares to be offered issued and allotted shall be subject to Lock-in as provided under the provisions of SEBI (ICDR) Regulations. The entire pre-preferential shareholding of the above allottees, if any, shall be locked-in from the Relevant Date up to the period of 90 trading days from the date of trading approval as per Regulation 167 of the ICDR Regulations.

T. Certificate from Practicing Company Secretaries

A certificate from CS Md Shahnawaz, Practicing Company Secretary (Membership No. ACS 21427 and CP No- 15076), certifying compliance with requirements of Chapter V of the SEBI (ICDR) Regulations, 2018 in respect of the proposed preferential issue shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of the Meeting and all also be available during the Meeting.

The said Certificate is uploaded on the Investor Relations page on the website of the Company and can be accessed at www.cosmiccrf.com.

U. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution except to the extent of their shareholding.

V. Listing

The Company will make an application to the Stock Exchange at which the existing shares are listed, for listing of the aforementioned equity shares.

W. Other disclosures

In accordance with SEBI ICDR Regulations,

- I. The Company has not made any preferential allotment in the current financial year.
- II. Neither the Company nor any of its Promoters and Directors has been declared as a willful defaulter or a fraudulent borrower or a fugitive economic offender.
- III. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees.
- IV. The Company is in compliance with the conditions for continuous listing.
- V. The Company has obtained Valuation Report from the registered valuer as required under the provisions of Companies Act, 2013 read with the rules made there under, Articles of Association of the Company.
- VI. The entire pre-preferential shareholding of the person belonging to the Promoters and Promoters Group and Directors are in dematerialized form.
- VII. The Regulation 166A of the Chapter V of SEBI ICDR Regulations are not applicable as the Company is not allotting more than 5% of the post issue fully diluted share capital of Company to an allottee or to allottees acting in concert.
- VIII. The Proposed Allottees have not sold any equity shares during 90 trading days preceding the Relevant Date.

- IX. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members and, accordingly, recommends the resolution set forth in Item no. 3 of the accompanying Notice for the approval of members.

None of the Directors, Key Managerial Personnel (KMP) of the Company and the relative of Directors/KMP are concerned or interested, directly or indirectly, financially or otherwise, in the above referred resolution except in their capacity as members/shareholder of the Company

Item No. 4

In order to meet the capital requirement for the operations, acquisition and expansion and to have greater financial strength in day-to-day operations of the Company, it is necessary to augment long term resources. For this purpose and for general corporate purposes as may be decided by the Board of Directors from time to time in the best interests of the Company, it is proposed to issue 3,15,000 (Three Lakh Fifteen Thousand) Warrants each convertible into or exchangeable for 1 (One) fully paid-up equity share of the Company of face value of Rs. 10 (Rupees Ten only) ("Warrants"), to the persons, as per the proposed list of allottees set out in the resolution, on preferential basis, in one or more tranches, in accordance with the provisions of the Section 42, 62 and other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder and the provisions of the Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, ("ICDR") including any statutory modification(s) or re-enactment(s) thereof from time to time.

The Board of Directors of the Company at its meeting held on January 25, 2025, subject to the approval of the members of the Company and such other approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of upto 3,15,000 (Three Lakh Fifteen Thousand) Warrants on preferential basis to the persons / entities belonging to Promoter and Promoters' Group Category as mentioned in the Resolution No. 4.

The information as required under SEBI (ICDR) Regulations and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

A. Objects of the Preferential issue

The funds raised through issue of equity shares on preferential basis shall be utilized by the Company to reduce high-cost debt, to meet funding requirements for various ongoing projects of the Company and to meet the fund requirement for acquisition, working capital requirements to strengthen financial position and for general corporate purposes.

B. Kind 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 25, 2025 had approved the issue and allotment of up to 3,15,000 (Three Lakh Fifteen Thousand) Warrants each convertible into or exchangeable for 1 (One) fully paid-up equity share of the Company of face value of Rs. 10 (Rupees Ten only) ("Warrants"), at Rs.1,614/- (Rupees One Thousand Six Hundred and Fourteen Only) per warrant, such price being not less than the minimum price as on the Relevant Date calculated in terms of SEBI (ICDR) Regulations to Promoter Group on a preferential basis.

C. Amount which the company intends to raise by way of such securities

The Company intent to raise upto Rs. 50,84,10,000/- (Rupees Fifty Crores Eight-Four Lakh Ten Thousand Only) through the proposed preferential issue of Warrants.

D. Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue is January 17, 2025. As the date 30 days prior to the date of this Extra Ordinary General Meeting is on a weekend, as per the Regulation 161 of the ICDR, the day preceding the weekend will be reckoned to be the relevant date. Accordingly, January 17, 2025 is the Relevant Date.

E. Intention of promoters / directors / key managerial personnel to subscribe to the offer:

Except Aditya Vikram Birla, Purvi Birla, Aditya Vikram Birla HUF, Purvi Birla, Prilika Enterprises Private Limited and AVB Entech Private Limited, none of the promoters or person belonging to the promoter group or key managerial personnel intend to subscribe to any of the Warrants offered pursuant to the Preferential Issue.

F. Shareholding Pattern before and after the proposed preferential issue

Category	Pre-issue		Post issue*	
	No of shares held	% of share holding	No of shares held	% of shareholding
PROMOTERS/PROMOTER GROUP HOLDING	50,30,800	61.37	53,45,800	54.35
INDIAN				
Individual/ HUF	50,30,800	61.37	53,45,800	54.35
Central Government/State Government(s)	-	-	-	-
Financial Institutions/Banks	-	-	-	-
SUB TOTAL A1	50,30,800	61.37	53,45,800	54.35
FOREIGN				
Individuals(Non-Resident Individuals/Foreign Individuals)	-	-	-	-
Institutions	-	-	-	-
SUB TOTAL A2	-	-	-	-
Total Shareholding of Promoters	50,30,800	61.37	53,45,800	54.35
NON-PROMOTERS HOLDING				
Institutional Investors				
Mutual Funds	-	-	-	-
Venture Capital Funds	-	-	-	-
Alternate Investment Funds	-	-	-	-
Banks	-	-	-	-
Insurance Companies	-	-	-	-
Provident / Pension Funds	-	-	-	-
Asset Reconstruction Companies	-	-	-	-
Sovereign Wealth Funds	-	-	-	-
NBFCs registered with RBI	-	-	-	-
Other Financial Institutions	-	-	-	-

Category	Pre-issue		Post issue*	
	No of shares held	% of share holding	No of shares held	% of shareholding
SUB TOTAL B1	-	-	-	-
Institutions (Foreign)				
Foreign Direct Investment	-	-	-	-
Foreign Venture Capital Investors	-	-	-	-
Foreign Sovereign Wealth Funds	-	-	-	-
Foreign Portfolio Investors	-	-	-	-
Category I				
Foreign Portfolio Investors Category II	-	-	-	-
OVERSEAS DEPOSITORYES	-	-	-	-
(Holding DRs)				
Any Other(FOREIGN BANKS)	5,36,400	6.54	6,48,100	6.59
SUB TOTAL (B)(2)	5,36,400	6.54	6,48,100	6.59
Non-institutions (Domestic)				
a. Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	14,34,700	17.50	15,73,200	15.99
b. INDIVIDUAL - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	3,28,100	4.00	12,77,900	12.99
NON-RESIDENT INDIANS (NRIs)	1,33,500	1.62	1,45,900	1.48
BODIES CORPORATE	7,28,300	8.88	8,39,300	8.53
Any Other (CLEARING MEMBER)	6,200	0.08	6,200	0.06
Any Other (HINDU UNDIVIDED FAMILY)	-	-	-	-
Any Other (TRUSTS)	-	-	-	-
SUB TOTAL (B)(3)	26,30,800	32.09	38,42,500	39.06
TOTAL	81,98,000	100.00	98,36,400	100.00

* Assuming full allotment of the equity shares as proposed in Resolution No.3 & 4 of the Proposed Notice.

G. Proposed time within which the allotment shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of Warrants as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

H. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them.

Sr. No	Details of Subscriber	Ultimate Beneficial Owner of the proposed Allottee(s) & His PAN	PAN of allottees	Pre- issue holding	% to Pre- issue Capital	No. of warrants to be allotted	Post issue Shareholding (including proposed allotment + pre-shareholding)	% to post issue capital
1	Aditya Vikram Birla	-	AORPB6156M	32,64,800	39.82%	68,000	33,32,800	33.88%
2	Aditya Vikram Birla HUF	Aditya Vikram Birla (AORPB6156M)	AAVHA7828R	5,000	0.06%	12,300	17,300	0.18%
3	Purvi Birla	-	AGRPT8379G	7,50,000	9.15%	6,300	7,56,300	7.69%
4	Prilika Enterprises Private Limited	Aditya Vikram Birla (AORPB6156M)	AAKCP9456A	9,10,000	11.10%	1,54,400	10,64,400	10.82%
5	AVB Entech Private Limited	Aditya Vikram Birla (AORPB6156M)	AAWCA3628F	1,00,000	1.22%	74,000	1,74,000	1.77%

I. Undertakings

Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price and therefore, the Company is not required to submit the undertaking specified under Regulation 163(1)(g) and Regulation 163(1)(h) of the ICDR Regulations and the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares, shall not be applicable.

J. The total number of shares or other securities to be issued

Upto 3,15,000 (Three Lakh Fifteen Thousand) Warrants of the face value of Rs.1,614/- (Rupees Ten Only) each ("the Warrants"), (All proposed to be issued to persons belonging to Promoters), on a preferential basis in compliance with applicable provisions of Chapter V of the SEBI (ICDR) Regulations.

K. Terms of Issue of the Equity Shares, if any

The Warrants to be allotted at cash may be done in one or multiple tranches, as may be decided by the Board. The said equity shares to be allotted upon conversion of warrants shall rank pari passu with existing equity shares of the Company in all respects. The Warrants by themselves, until exercise of the conversion and allotment of Equity Shares, do not give the Warrant Holder any voting rights akin to that of shareholders of the Company.

L. Pricing of Preferential Issue

The Warrants are proposed to be issued at Rs.1,614/- (Rupees One Thousand Six Hundred and Fourteen Only) per Warrants, arrived at in compliance with Regulation 164(1) of SEBI ICDR Regulation i.e. Pricing of frequently traded shares. A copy of the valuation report dated January 25, 2025 shall be available for inspection at the Registered Office of the Company during business hours upto the date of the meeting.

M. Basis on which the price would be arrived at

The Equity Shares of the Company are listed on the SME Platform of BSE (“Stock Exchanges”) and the Equity Shares are frequently traded in terms of the SEBI (ICDR) Regulations.

For the purposes of computation of the minimum price per Warrants, the trading volumes for the preceding ninety trading days prior to the Relevant Date on the SME Platform of BSE has been considered for determining the floor price in accordance with the SEBI (ICDR) Regulations.

In terms of the applicable provisions of Regulation 164(1) of the SEBI (ICDR) Regulations, the price at which the equity shares shall be allotted shall not be less than higher of the following:

- c) the 90 trading days’ volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- d) the 10 trading days’ volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

In terms of the applicable provisions of the SEBI (ICDR) Regulations, the floor price for the Preferential Issue is Rs.1,614/- (Rupees One Thousand Six Hundred and Fourteen Only) per equity shares/warrants.

In addition to the floor price for the Preferential Allotment, the Company also considered the valuation report dated January 25, 2025, issued by Mr. Manish Gadia, a registered valuer, IBBI Registration No. IBBI/RV/06/2019/11646 (“Valuation Report”), for determining the price of the Subscription Warrant. Valuation Report 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: www.cosmiccrf.com

Accordingly, the price per Warrant to be issued pursuant to the Preferential Issue is fixed at Rs.1,614/- (Rupees One Thousand Six Hundred and Fourteen Only) per warrant, being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

N. Name and address of valuer who performed valuation

The valuation of the Equity Shares has been carried out by Mr. Manish Gadia, (IBBI Registration No. IBBI/RV/06/2019/11646 (“Valuation Report”) having its office at 5, Raja Subodh Mullick Square, 2nd Floor, Kolkata - 700013. The valuation report is dated January 25, 2025.

O. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

Not Applicable as the proposed issue is for cash.

P. Class or Classes of Persons to whom the allotment is proposed to be made

The allotment is proposed to be made to the Promoter Group as mentioned below:

Sr. No	Name of the Proposed Allottee	Current Status of the Allottee	Proposed Status of the Allottee
1	Aditya Vikram Birla	Promoter	Promoter
2	Aditya Vikram Birla HUF	Promoter Group	Promoter Group
3	Purvi Birla	Promoter Group	Promoter Group
4	Prilika Enterprises Private Limited	Promoter Group	Promoter Group
5	AVB Entech Private Limited	Promoter Group	Promoter Group

Q. Change in control if any consequent to preferential issue

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue of the Warrants and equity shares in exchange of the Warrants.

However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

R. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person.

S. Lock-in period

The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.

The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI (ICDR) Regulations.

T. Certificate from Practicing Company Secretaries

A certificate from CS Md Shahnawaz, Practicing Company Secretary (Membership No. ACS 21427 and CP No- 15076), certifying compliance with requirements of Chapter V of the SEBI (ICDR) Regulations, 2018 in respect of the proposed preferential issue shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of the Meeting and all also be available during the Meeting.

The said Certificate is uploaded on the Investor Relations page on the website of the Company and can be accessed at www.cosmiccrf.com.

U. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Except Aditya Vikram Birla, Aditya Vikram Birla HUF, Purvi Birla, Prilika Enterprises Private Limited and AVB Entech Private Limited, none of the Directors, Key Managerial Personnel (KMP) of the Company and the relative of Directors/KMP are concerned or interested, directly or indirectly, financially or otherwise, in the above referred resolution except in their capacity as members/shareholder of the Company.

V. Listing

The Company will make an application to the Stock Exchange at which the existing shares are listed, for listing of the Equity Shares that will be issued on conversion of Warrants.

W. Other disclosures

In accordance with SEBI ICDR Regulations,

- I. The Company has not made any preferential allotment in the current financial year.
- II. Neither the Company nor any of its Promoters and Directors has been declared as a willful defaulter or a fraudulent borrower or a fugitive economic offender.
- III. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees.
- IV. The Company is in compliance with the conditions for continuous listing.
- V. The Company has obtained Valuation Report from the registered valuer as required under the provisions of Companies Act, 2013 read with the rules made there under, Articles of Association of the Company.
- VI. The entire pre-preferential shareholding of the proposed allottees, person belonging to the Promoters and Promoters Group and Directors are in dematerialized form.
- VII. The Regulation 166A of the Chapter V of SEBI ICDR Regulations are not applicable as the Company is not allotting more than 5% of the post issue fully diluted share capital of Company to an allottee or to allottees acting in concert.
- VIII. None of the persons belonging to the promoter group have sold any equity shares during 90 trading days preceding the Relevant Date.
- IX. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members and, accordingly, recommends the resolution set forth in Item no. 4 of the accompanying Notice for the approval of members.

Except Aditya Vikram Birla and Purvi Birla, none of the Directors, Key Managerial Personnel (KMP) of the Company and the relative of Directors/KMP are concerned or interested, directly or indirectly, financially or otherwise, in the above referred resolution except in their capacity as members/shareholder of the Company.

Registered Office

Cosmic Tower,
19, Monohar Pukur Road, 2nd Floor,
Kolkata-700029, West Bengal, India

Date: January 25, 2025

By order of the Board
For Cosmic CRF Limited

Sd/-
Aditya Vikram Birla
Managing Director
DIN: 06613927

ANNEXURE I TO ITEM NO. 2 OF THE EXTRA ORDINARY MEETING NOTICE

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India]

Mrs. Venus Kedia

Name of the Director	Mrs. Venus Kedia
Age (as on January 25, 2025)	45
Brief resume including qualification and experience	She is a Commerce graduate and qualified Chartered Accountant having diverse experience spanning over 19 years.
Expertise in specific functional areas	Accountancy; Audit - Statutory, Tax, Internal, Management; Company law matters; income tax; and GST. She has exposure in different industrial domain such as printing press, Cold storage, Hotel, Coal and manufacturing.
Other Directorships (as on January 25, 2025)	1. Paracoat Products Ltd 2. Lalwani Ferro Alloys Ltd
Chairmanship/Membership of Committees in Companies in which position of Director is held (as on January 25, 2025)	Member of Audit Committee in Lalwani Ferro Alloys Ltd Member of Audit Committee in Paracoat Products Ltd Member of the Nomination and Remuneration Committee in both companies
Listed entities from which the Director has resigned in the past three years	Karnimata Cold Storage Limited (Resigned w.e.f 31/03/2024) Appointed as Chairperson of Audit Committee Member of the Nomination and Remuneration Committee and the Stakeholders Relationship Committee
Relationship with other Directors, Managers and Key Managerial Personnel of the Company	None
No. of equity shares held in the Company (as on January 25, 2025)	Nil
No. of board meetings attended during the financial year (FY2024)	Not Applicable
Terms and conditions of appointment or re-appointment including remuneration	Appointed as an Independent Director for a term of five consecutive years with effect from February 18, 2025, subject to the approval of Members. As an Independent Director, she is entitled to a sitting fee for each meeting of the Board/Board level committee attended by her.