



**COSMIC CRF LIMITED**

**CIN : L27100WB2021PLC250447**

**Registered Office :** Cosmic Tower, 19 Monohar Pukur Road, 2nd Floor, Kolkata, West Bengal, PIN : 700 029

**Works :** Village: Ajabnagar, P.O. : Molla Simla, P.S.: Singur, District : Hooghly, West Bengal, PIN : 712223

**Contact No.** 91 33 7964 7499; **E-mail :** info@cosmiccrf.com ;

**Website :** www.cosmiccrf.com

**NOTICE**

Notice is hereby given to the Shareholders (the "Shareholders" or the "Members") of Cosmic CRF Limited ("Company") that the Extra- Ordinary General Meeting of the Company will be held on Saturday, February 10, 2024 at 12:00 P.M through Video Conferencing /Other Audio Visual Means to transact the following special businesses :

**ITEM NO. 1**

**ISSUANCE OF 12,76,000 EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO NON PROMOTER CATEGORY**

**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 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), each as amended from time to time, the listing agreements entered into by the Company with BSE Limited ("Stock Exchange") on which the equity shares of the Company having face value of Rs. 10/- each ("Equity Shares") are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India ("SEBI") and/or any other statutory / regulatory authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required from applicable Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as 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), is hereby authorized to accept, the consent and approval of the Members be and is hereby accorded to create, issue, offer and allot upto 12,76,000 Equity Shares at a price of Rs. 666 per Equity Share (at a premium of Rs. 656 per Equity Share), aggregating upto Rs. 84,98,16,000 proposed allottees ("Investor") for cash consideration by way of a preferential issue on a private placement basis ("Preferential Issue"), and on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws to the following persons / entities:

Name of the Allottees	Category	Maximum No. of Equity Shares proposed to be allotted
Dar's Business Finance Private Limited	Public	5,34,400
Everest Finance & Investment Company	Public	5,36,400
Mitul Prafulbhai Mehta	Public	18,400
Ashish Rathi	Public	14,800
Samedh Trinity Partners	Public	6,000
Anupam Agarwal	Public	3,600
Abhijit Nripen Kumar Mukherjee	Public	2,000
Vinay Khattar	Public	5,200
Sarita Dayma	Public	5,200
Amit R Agarwal	Public	30,000
Shruti Agrawal	Public	20,000
Money Stone Consultants LLP	Public	30,000
Rakesh Laroia	Public	30,000
Vibha Gupta	Public	30,000
Manickam Ravichandran	Public	10,000

**RESOLVED FURTHER THAT** 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 of the Equity Shares is January 11, 2024, being the date 30 days prior to the date of this Extra-Ordinary General Meeting (“Relevant Date”) on which this special resolution is proposed to be passed.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Investor under the Preferential Issue 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 to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.
- b) The Equity Shares to be issued and allotted shall be fully paid up and 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, 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 Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, 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 Investor.
- f) The Equity Shares shall be allotted in dematerialised 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 permissions.

**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 continuance 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 or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) 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 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 Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, sequential, 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.”

***For & On behalf of the Board***  
**Cosmic CRF Limited**

Anita Kumari Gupta  
**(Company Secretary/Compliance Officer)**

M No. F11369

**Place :** Kolkata

**Date :** January 19, 2024

**Regd. Office:**

**“Cosmic Tower”,  
19 Manohar Pukur Road  
2nd Floor, Kolkata,  
West Bengal, PIN : 700 029  
CIN: L27100WB2021PLC250447**

**NOTES :**

1. Pursuant to the General Circulars 2/2022 and 19/2021, other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and other circulars issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold EGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC.
2. A member entitled to attend and vote at the EGM 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. Since the EGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.
3. Participation of members through VC will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.
4. Pursuant to the provisions of Section 113 of the Companies Act, Body Corporates/ Institutional / Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, on [info@cosmiccrf.com](mailto:info@cosmiccrf.com) with a copy marked to [cs@cosmiccrf.com](mailto:cs@cosmiccrf.com) and [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) from their registered Email ID a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
5. Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 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 EGM without restriction on account of first come first served basis.
6. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
7. In line with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on January 12, 2024. Members may note that Notice has been uploaded on the website of the Company at [www.cosmiccrf.com](http://www.cosmiccrf.com). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register / update their email addresses with their Depository Participant(s).
9. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 ("Act") is annexed hereto.
10. Since the EGM is being held electronically, physical attendance of the Members has been disposed with and accordingly the

facility for appointment of proxies by the members will not be available for the EGM. Therefore, the proxy form, attendance slip and route map have not been annexed with this notice.

**11. Process and manner for members opting for voting through Electronic means:**

- a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (“NSDL”), as the Authorised e-Voting agency for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by members using remote e-voting as well as e-voting system on the date of the EGM will be provided by NSDL.
- b) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Saturday, February 03, 2024 shall be entitled to avail the facility of remote e-voting as well as e- voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- c) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut- off date i.e. Saturday, February 03, 2024 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.
- d) The remote e-voting will commence on Wednesday, February 07, 2024 at 9.00 a.m. and will end on Friday, February 09, 2024 at 5.00 p.m. During this period, the members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e. Saturday, February 03, 2024 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- e) Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- f) The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Saturday, February 03, 2024.
- g) The Company has appointed CS Md. Shahnawaz, Practising Company Secretary (Membership No.: 21427; CP No: 15076), to act as the Scrutinizer for remote e-voting as well as the e-voting on the date of the EGM, in a fair and transparent manner.

**12. The procedure and instructions for remote e-voting are, as follows :**

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

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
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 EGM. However, the Body Corporates are entitled to

appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM 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 EGM/EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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 dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. 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 EGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.cosmiccrf.com](http://www.cosmiccrf.com). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

The remote e-voting period begins on February 07, 2024 at 09:00 A.M. and ends on February 09, 2024 at 05:00 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 03, 2024 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 03, 2024.

**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.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on Company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 10px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. 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 <b>www.cdslindia.com</b> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <b>www.cdslindia.com</b> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <b>www.cdslindia.com</b> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<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 &amp; 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 <b>evoting@nsdl.com</b> 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 <b>helpdesk.evoting@cdslindia.com</b> 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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 [msassociates16@gmail.com](mailto:msassociates16@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 -2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**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 [info@cosmiccrf.com](mailto:info@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 (Company email id). 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.com](mailto:evoting@nsdl.com) 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 EGM/EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 EGM/EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 EGM/EGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM 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. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members 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 (Company email id). The same will be replied by the Company suitably.
6. The Scrutinizer shall, after the conclusion of voting at the EGM, unblock the votes cast through remote e-Voting and count the same, and count the votes cast during the EGM, and shall make, not later than 48 hours from the conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer's decision on the validity of the votes shall be final.
7. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.cosmiccrf.com](http://www.cosmiccrf.com) and on the website of NSDL [www.evoting@nsdl.com](http://www.evoting@nsdl.com), immediately after declaration of the result and shall also be communicated to the Stock Exchanges where the shares of the Company are listed i.e. BSE and be made available on their respective websites viz. [www.bseindia.com](http://www.bseindia.com).

**Contact Details:**

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***Company :***

*Cosmic CRF Limited*  
"Cosmic Tower",  
19 Manohar Pukur Road  
2nd Floor,  
Kolkata, West Bengal, PIN : 700 029  
CIN: L27100WB2021PLC250447  
Email ID : [info@cosmiccrf.com](mailto:info@cosmiccrf.com)

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***Registrar and Transfer Agent :***

MAS Services Limited  
T-34, 2nd Floor, Okhla Industrial Area  
Phase – II, New Delhi – 110 020, India  
Tel No. : +91 11 – 26387281/82/83  
Fax No. + 91 11 – 26387384  
Email Id : [info@masserv.com](mailto:info@masserv.com)  
Website : [www.masserv.com](http://www.masserv.com)

***e-Voting Agency :***

National Securities Depository Limited  
E-mail ID: evoting@nsdl.co.in  
Phone: +91 22 2499 4890

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***Scrutinizer***

CS Md. Shahnawaz  
Practicing Company Secretary  
M Shahnawaz & Associates  
5th Floor, Room No. 508  
1 Abdul Hamid Street, Kolkata – 700069  
E-mail ID: msassociates16@gmail.com

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***For & On behalf of the Board***  
**Cosmic CRF Limited**

**Place :** Kolkata  
**Date :** January 19, 2024

Anita Kumari Gupta  
**(Company Secretary/Compliance Officer)**  
M No. F11369

**Regd. Office:**

**“Cosmic Tower”,  
19 Manohar Pukur Road  
2nd Floor, Kolkata,  
West Bengal, PIN : 700 029  
CIN: L27100WB2021PLC250447**



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

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated January 19, 2024.

### **Item No. 1:**

In accordance with 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis to the proposed allottees.

The Board has approved the proposed Preferential Issue of 12,76,000 Equity Shares at a price of Rs. 666 per Equity Share (at a premium of Rs. 656 per Equity Share), aggregating upto Rs. 84,98,16,000 proposed allottees (“Investor”) recommends the resolution as set out above to be passed by the Members through a special resolution. The floor price for the issue of the shares on a preferential basis under the applicable provisions of the SEBI ICDR Regulations is Rs. 640.57 per Equity Share.

The relevant disclosures in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Act read with the rules issued thereunder, are set forth below:

#### **i) Particulars of the Preferential Issue including date of passing of Board resolution**

The Board of Directors at its meeting held on January 19, 2024, subject to the approval of the Members and such other approvals as may be required, approved the issuance 12,76,000 Equity Shares at a price of Rs. 666 per Equity Share (at a premium of Rs. 656 per Equity Share), aggregating upto Rs. 84,98,16,000 proposed allottees to the Investor, for cash consideration, by way of a preferential issue on a private placement basis.

#### **ii) Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued**

Upto 12,76,000 Equity Shares at a price of Rs. 666 per Equity Share (at a premium of Rs. 656 per Equity Share), aggregating upto Rs. 84,98,16,000 such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

#### **iii) Basis on which the price has been arrived at and justification for the price (including premium, if any)**

The Equity Shares of the Company are listed on BSE Limited (“BSE”) (“Stock Exchanges”). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and, being the Stock Exchange with higher trading volumes for the preceding ninety trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price for the Preferential Issue is Rs. 640.57 per Equity Share. The price per Equity Share to be issued pursuant to the Preferential Issue is fixed at Rs. 666 per equity shares, being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

#### **iv) Amount which the company intends to raise by way of such securities;**

Aggregating up to Rs. 84,98,16,000

#### **v) Purpose/Objects of the Preferential Issue and aggregate amount proposed to be raised**

The Company proposes to raise an amount aggregating up to Rs. 84,98,16,000 through the Preferential Issue. The proceeds of the Preferential Issue shall be utilized for prepayment of borrowings of the Company, working capital requirement, meeting future

funding requirements and other general corporate purposes of the Company. The Company also has a target for acquisition of Companies for inorganic growth, diversification and expansion of the existing business on a mass scale. The Company can also meet its long term goals after raising funds.

**vi) Relevant Date**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue is January 11, 2024, being the working day preceding 30 days prior to the date of this Extra-Ordinary General Meeting (EGM), which happens to be February 10, 2024.

**vii) The class or classes of persons to whom the allotment is proposed to be made**

The Preferential Issue of Equity Shares is proposed to be allotted to the following allottees :

SL. NO.	NAME OF THE PROPOSED ALLOTTEE(S)	CURRENT STATUS	PROPOSED STATUS	NO. OF EQUITY SHARES
1.	Dar's Business Finance Private Limited	PUBLIC	PUBLIC	5,34,400
2.	Everest Finance & Investment Company	PUBLIC	PUBLIC	5,36,400
3.	Mitul Prafulbhai Mehta	PUBLIC	PUBLIC	18,400
4.	Ashish Rathi	PUBLIC	PUBLIC	14,800
5.	Samedh Trinity Partners	PUBLIC	PUBLIC	6,000
6.	Anupam Agarwal	PUBLIC	PUBLIC	3,600
7.	Abhijit Nripen Kumar Mukherjee	PUBLIC	PUBLIC	2,000
8.	Vinay Khattar	PUBLIC	PUBLIC	5,200
9.	Sarita Dayma	PUBLIC	PUBLIC	5,200
10.	Amit R Agarwal	PUBLIC	PUBLIC	30,000
11.	Shruti Agrawal	PUBLIC	PUBLIC	20,000
12.	Money Stone Consultants LLP	PUBLIC	PUBLIC	30,000
13.	Rakesk Laroia	PUBLIC	PUBLIC	30,000
14.	Vibha Gupta	PUBLIC	PUBLIC	30,000
15.	Manickam Ravichandran	PUBLIC	PUBLIC	10,000
		<b>TOTAL</b>		<b>12,76,000</b>

**viii) Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue**

None of the Promoters, Directors or Key Managerial Personnel or their relatives intend to subscribe to any Equity Shares pursuant to the Preferential Issue.

**ix) Proposed time frame within which the Preferential Issue shall be completed**

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

**x) Principal terms of assets charged as securities**

Not applicable.

**xi) Shareholding pattern of the Company before and after the Preferential Issue**

Please refer Annexure - A to this Notice for details.

**xii) Basis on which the price would be arrived at**

The Equity Shares of the Company are listed on NSE Emerge (“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 shares, the trading volumes for the preceding ninety trading days prior to the Relevant Date on the NSE Emerge and pricing formula / methodology prescribed under Regulation 164 read with 166A of Chapter V of SEBI ICDR Regulations have been considered for determining the floor price in accordance with the SEBI (ICDR) Regulations.

In terms of the applicable provisions of Regulation 164 read with Regulation 166A of the SEBI (ICDR) Regulations, the minimum floor price is Rs. 640.57/- per Equity Share, being higher of the following:

- I. the 90 trading days’ volume weighted average price of the related Equity Shares quoted on the recognized Stock Exchange preceding the Relevant Date i.e., Rs. 398.41/- per Equity Share; or
- II. the 10 trading days’ volume weighted average price of the related Equity Shares quoted on a recognized Stock Exchange preceding the Relevant Date i.e., Rs. 640.57/- per Equity Share; or
- III. Valuation Report under Regulation 166A of SEBI ICDR Regulations i.e., Rs. 640.57/- per Equity Share .”

Accordingly, in terms of the Regulations 164 and 166A of the SEBI (ICDR) Regulations, the floor price for the Preferential Issue is Rs 640.57 per Equity Shares.

The Company considered the valuation report dated January 19, 2024, issued by CA Jainam Shah, a registered valuer, IBBI Registration No. IBBI/RV/07/2020/13500 (“Valuation Report”), for determining the price of the Subscription Equity Shares. Valuation Report shall be made available for inspection by the Members during the meeting and that is also available on the Company’s website and can be accessible at link: [www.cosmiccrf.com](http://www.cosmiccrf.com).

It may also be noted that the Stock Exchange shared the feedback that the Valuation Report, considered for the issuance of shares of the company, by CA Jainam Shah should include valuation by all the methods of valuation and based on the feedback, the Company requested CA Jainam Shah , Independent Registered Valuer, to issue addendum to the valuation report dated January 19, 2024 encapsulating the feedback. Accordingly, the addendum to the valuation report from the independent registered valuer can be accessed at link: [www.cosmiccrf.com](http://www.cosmiccrf.com).

**xii) Material terms of raising such securities**

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

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

During the year, no preferential allotment has been made to any person as of the date of this Notice.

**xiv) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue**

Identity of the allottee and the percentage of post preferential issue capital that may be held by them:

S. No	Names	PAN	Natural Person who are the Ultimate Beneficial Owners	Pre-preferential holding & (%)		Present issue of Equity Shares	Post-preferential holding & (%) (assuming Full)	
				No. of Shares	%		Post holding	%
1	Dar's Business Finance Private Limited	AAACD9635P	Ashish Rameshchandra Kacholia	-	-	5,34,400	5,34,400	6.52
2	Everest Finance & Investment Company	AABFE7233Q	Ashish Agarwal	-	-	5,36,400	5,36,400	6.54
3	Mitul Prafulbhai Mehta	AFFPM8829K	Mitul Prafulbhai Mehta	5,600	0.08	18,400	24,000	0.29
4	Ashish Rathi	AKNPR5480Q	Ashish Rathi	8,000	0.12	14,800	22,800	0.28
5	Samedh Trinity Partners	AEKFS7313C	Devansh Ajit Vajani	-	-	6,000	6,000	0.07
6	Anupam Agarwal	AZUPA7567K	Anupam Agarwal	-	-	3,600	3,600	0.04
7	Abhijit Nripen Kumar Mukherjee	AFRPM2032G	Abhijit Nripen Kumar Mukherjee	-	-	2,000	2,000	0.02
8	Vinay Khattar	ADOPK3153D	Vinay Khattar	-	-	5,200	5,200	0.06
9	Sarita Dayma	AFOPD9276J	Sarita Dayma	-	-	5,200	5,200	0.06
10	Amit R Agarwal	AGRPA3119M	Amit R Agarwal	-	-	30,000	30,000	0.37

11	Shruti Agrawal	AOIPA7975G	Shruti Agrawal	-	-	20,000	20,000	0.24
12	Money Stone Consultants LLP	ABXFM0906B	Yashovardhan Kamlesh Shah	-	-	30,000	30,000	0.37
13	Rakesk Laroia	ABWPL7323E	Rakesk Laroia	-	-	30,000	30,000	0.37
14	Vibha Gupta	AHRPG5849D	Vibha Gupta	-	-	30,000	30,000	0.37
15	Manickam Ravichandran	APBPR5864H	Manickam Ravichandran	-	-	10,000	10,000	0.12

- A. 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)	PAN of Ultimate beneficial owner	Pre- issue holding	% to Pre- issue Capital	No of equity shares proposed to be issued	% to post issue capital
1	Dar's Business Finance Private Limited	Ashish Rameshchandra Kacholia	AADPK0757F	-	-	-	-
2	Everest Finance & Investment Company	Ashish Agarwal	AETPA6702N	-	-	-	-
3	Devansh Ajit Vajani	Devansh Ajit Vajani	AGGPV2993R	-	-	-	-
4	Yashovardhan Kamlesh Shah	Yashovardhan Kamlesh Shah	BGWPS7396N	-	-	-	-

- xv) The change in control, if any, in the Company that would occur consequent to the Preferential Issue, and the percentage of post preferential issue capital that may be held by the allottee**

There will be no change in control in the Company consequent to the completion of the Preferential Issue to the Investor.

- xvi) Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects**

No contribution is being made by Promoter or Directors of the Company, as part of the Preferential Issue.

- xvii) Valuation and Justification for the allotment proposed to be made for consideration other than cash**

Not applicable

- xviii) Lock-in Period**

The Equity Shares to be allotted on a preferential basis shall be locked-in for such period as specified under Regulations 167 of the SEBI ICDR Regulations. The Pre-preferential Shareholding of the allottees have been locked-in as per Regulations 167(6) of the SEBI ICDR Regulations

#### **A. 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.

#### **xix) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter**

Non-promoter

#### **xx) Undertakings**

- a) The Company has not made any preferential allotment in the current financial year.
- b) None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- c) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees.
- d) The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- e) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- f) The Regulation 166A of the Chapter V of SEBI ICDR Regulations is applicable as the Company as it is proposed to issue more than 5% of the post issue fully diluted share capital of Company to Dar's Business Finance Private Limited and Everest Finance & Investment Company, allottees acting in concert. Further, the Company is in compliance with the requirement of The Regulation 166A of the Chapter V of SEBI ICDR Regulations.
- g) The Proposed Allottees have not sold any equity shares during 90 trading days preceding the Relevant Date.
- h) The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- i) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.
- j) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

#### **xxi) Company Secretary's Certificate**

The certificate from M/s. Shahnawaz & Associates, CS Md. Shahnawaz Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: [www.cosmiccrf.com](http://www.cosmiccrf.com).

#### **xxii) Other disclosures**

- a) During the period from April 01, 2023 until the date of Notice of this EGM, the Company has not made any preferential issue of Equity Shares.
- b) Since the Equity Shares of the Company are listed on the stock exchanges and the Preferential Issue is more than 5%, report of the registered valuer is required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations.



- c) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Equity Shares under the Preferential Issue is for a cash consideration.
- d) The investor have confirmed that it has not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date. Investors has further confirmed that the Investors shall be an entity eligible under SEBI ICDR Regulations to undertake the preferential issue.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to Investor is being sought by way of a special resolution as set out in the said item no. 1 of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No.1 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No.1 of this notice except and to the extent of their shareholding in the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

***For & On behalf of the Board***  
**Cosmic CRF Limited**

**Place :** Kolkata  
**Date :** January 19, 2024

Anita Kumari Gupta  
**(Company Secretary/Compliance Officer)**  
M No. F11369

**Regd. Office:**

**"Cosmic Tower",  
19 Manohar Pukur Road  
2nd Floor, Kolkata,  
West Bengal, PIN : 700 029  
CIN: L27100WB2021PLC250447**

**Annexure- A** Pre and Post Preferential Issue Shareholding Pattern of the Company

S. NO.	CATEGORY	PRE ISSUE NO. OF SHARES	PRE- ISSUE %	POST ISSUE NO. SHARES	POST ISSUE %
<b>A. PROMOTER AND PROMOTER GROUP</b>					
S. NO.	CATEGORY	PRE ISSUE NO. OF SHARES	PRE- ISSUE %	POST ISSUE SHARES	POST ISSUE %
<b>A. PROMOTER AND PROMOTER GROUP</b>					
a.	Individual	40,20,800	58.09	40,20,800	49.05
b.	Body Corporate	10,00,000	14.45	10,00,000	12.20
	<b>TOTAL (A)</b>				
	<b>TOTAL NON- PUBLIC SHAREHOLDING (A)</b>	<b>50,20,800</b>	<b>72.53</b>	<b>50,20,800</b>	<b>61.24</b>
<b>B. NON PROMOTER GROUP</b>					
1	INSTITUTIONS(FOREIGN)				
	Foreign Portfolio Investors Category I	-	-		-
	<b>TOTAL (B)1</b>			-	-
2	<b>NON-INSTITUTIONS</b>				-
	Individuals	16,61,200	24.00	18,20,400	22.21
	Bodies Corporate	90,800	1.31	6,25,200	7.63
	LLP/Partnership	-	0.00	5,72,400	6.98
	Non Resident Indians (NRIs)	1,32,400	1.91	1,42,400	1.74
	Other (Clearing Member)	16,800	0.24	16,800	0.20
	<b>TOTAL PUBLIC SHAREHOLDING (B)</b>	<b>19,01,200</b>	<b>27.47</b>	<b>31,77,200</b>	<b>38.76</b>
	<b>TOTAL (A+B)</b>	<b>69,22,000</b>	<b>100.00</b>	<b>8198000</b>	<b>100.00</b>