



COSMIC CRF LIMITED

CIN NO. L27100WB2021PLC250447

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Ref: CCL/BSE/2024-2025/57

Date: February 08, 2025

To,
Listing Department,
BSE Limited
P.J. Towers,
Dalal Street
Mumbai - 400001

Scrip Code: 543928

Dear Sir/ Madam,

Sub: Second Corrigendum to the Notice of Extra-Ordinary General Meeting of the Members of the Company

Cosmic CRF Limited (the "Company") has issued a Notice of Extra-Ordinary General Meeting dated January 25, 2025 ("EGM Notice") for convening an Extraordinary General Meeting of the members of the Company, which is scheduled to be held on **Tuesday, February 18, 2025 at 3:00 P.M** (IST) via Video Conference("VC")/Other Audio Visual Means("OAVM"). The EGM Notice has been dispatched to the shareholders of the Company in due compliance with the provisions of the Companies Act, 2013 read with the relevant rules made thereunder.

Pursuant to the requirements of Regulation 28(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had filed application for obtaining in-principle approval of the BSE Limited ("BSE") for the proposed preferential issue of equity shares & warrants convertible into equity shares of the Company.

The BSE has asked the Company to provide certain information in respect of the Preferential Issue, by way of a corrigendum to the EGM Notice.

Accordingly, this Corrigendum is being issued in continuation to the EGM Notice and shall be deemed to be an integral part of the original Notice dated January 25, 2025.

The said Corrigendum to the Notice of EGM is also available on the website of the Company at www.cosmiccrf.com.

Kindly take the above information on record and disseminate.

Thanking you,
Yours faithfully,
For Cosmic CRF Limited



Trupti Upadhyay
Company Secretary & Compliance Officer

Encl. as above

CORRIGENDUM-2 TO THE NOTICE OF EXTRA-ORDINARY GENERAL MEETING DATED JANUARY 25, 2025

Dear Members,

The Company had issued a Notice of the Extra-Ordinary General Meeting dated January 25, 2025 (“EGM Notice”) together with Explanatory Statement in accordance with the applicable provisions of the Companies Act, 2013, the rules made thereunder (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) thereto, which were circulated to all the Shareholders of the Company in due compliance with the provisions the Act and Listing Regulations.

The Company had issued a Corrigendum to the EGM Notice (“Corrigendum 1”), to amend, clarify and provide additional details in the resolutions and the explanatory statement thereof for item No. 3 and 4 of the EGM Notice, pursuant to the suggestions/comments received from BSE Limited and in terms of applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended. The same was sent to Shareholders on February 4, 2025.

The Company is issuing this second Corrigendum to the EGM Notice (“Corrigendum 2”), to amend, clarify and provide additional details in the resolutions and the explanatory statement thereof for item No. 3 of the EGM Notice, pursuant to the suggestions/comments received from BSE Limited and in terms of applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

In addition, further note that, as mentioned in the list of proposed allottees in the proposed special resolution at item no. 3 of the EGM Notice, **Swarnalatha Ramakrishnan** proposed to received 31,000 Equity Shares of the Company is excluded from the list of proposed allottees in the special resolution that will be passed at the forthcoming EGM due to the sale of shares within 90 days period preceding the relevant date i.e. January 17, 2025.

In addition, further note that, **Amit Agarwal HUF** has been added in the list of proposed allottees in the proposed special resolution at item no. 3 of the EGM Notice.

The Resolutions proposed at item No. 3 of the EGM Notice along with the Explanatory Statement under Section 102 of the Companies Act, 2013, shall be read as under:

On and from the date hereof, the Notice of Extra-Ordinary General Meeting shall always be read in conjunction with Corrigendum 1 and this Corrigendum 2, which forms an integral part of the Notice of Extra-Ordinary General Meeting and the same is also being uploaded on the website of the Company at www.cosmiccrf.com, on the website of NSDL i.e. www.evoting.nsdl.com and of BSE Limited i.e., www.bseindia.com

Except for the modification / corrections/ rectifications mentioned in this corrigendum, all other contents/information mentioned in the Notice of Extra-Ordinary General Meeting dated January 25, 2025 and Corrigendum 1, shall remain unchanged.

A. Amendment by way of substitution the special resolution as set out at Item No. 3 of the EGM Notice with the following special resolution:

“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 13,19,100 (Thirteen Lakh Nineteen Thousand One 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. 2,12,90,27,400/- (Rupees Two Hundred Twelve Crores Ninety Lakh Twenty-Seven Thousand Four 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.	Grobiz 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 Has Mukh Shah	Public	1,24,000
22.	Alchemy Long Term Ventures Fund (Cat III 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.	Prakash Kumar Chandnani	Public	6,200
27.	Sunil Kumar Mehta	Public	6,200
28.	Lata Dnyaneshwar Sirsat	Public	3,100
29.	Gunjan	Public	19,800
30.	Sumit Rajvanshi	Public	6,200
31.	Manisha Rajesh Vora	Public	50,000
32.	Deepa Mitul Mehta	Public	6,200
33.	Vijay Kumar Jain	Public	6,500
34.	Anupama Tyagi	Public	6,200
35.	Bhogilal Mavji Vora	Public	6,500

Sl. No.	Name	Category of Investor	Maximum No. of Equity Shares to be offered
36.	Parneet Kaur Soni	Public	6,500
37.	Pooja Kedia	Public	62,000
38.	Tradelink Exim India Private Limited	Public	18,000
39.	Amit Agarwal HUF	Public	31,000
Total			13,19,100

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.”

B. Amendment by way of substitution the explanatory statement as set out for Item No. 3 of the EGM Notice with the following explanatory statement:

“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 13,19,100 (Thirteen Lakh +Nineteen Thousand One 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 13,19,100 (Thirteen Lakh Nineteen Thousand One 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 meet the fund requirement for fresh acquisition, new expansion/capex and / or investments in subsidiary(ies) of the Company by way of debt or equity or any other instrument or combination thereof and for General Corporate Purposes. The Details of utilisation are as follows:

S. No.	Particulars	Total estimated amount to be utilized for each of the objects (Rs. in Crores)	Tentative timeline for utilization of Issue Proceeds from the date of receipt of funds
1.	Fresh Acquisition, new expansion/capex and / or investments in subsidiary(ies) of the Company by way of debt or equity or any other instrument or combination thereof.	200.00	Within 24 months from the date of receipt of funds
2.	General Corporate Purposes	12.90	Within 3 months from the date of receipt of funds

In terms of the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may differ +/- 10% depending upon the future business related circumstances.

Pending utilization of the proceeds from the Issue, the Company shall invest such proceeds in accordance with applicable laws.

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 13,19,100 (Thirteen Lakh Nineteen Thousand One Hundred) Equity Shares of the face value of Rs.10/- (Rupees Ten Only) each (“the Equity Shares”) at issue price of Rs. 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) 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. 2,12,90,27,400/- (Rupees Two Hundred Twelve Crores Ninety Lakh Twenty-Seven Thousand Four 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.

Sl. No.	Category	Pre-issue**		Post issue (Note1)	
		No of shares held	% of share holding	No of shares held	% of shareholding
A	PROMOTERS/PROMOTER GROUP HOLDING				
1	INDIAN				
a.	Individual/ HUF	40,20,800	49.05	41,07,400	41.78
b.	Central Government/State Government(s)	-			
c.	Financial Institutions/Banks	-			
d.	Any Other (specify) Body Corporate				
	Prilika Enterprises Private Limited	9,10,000*	11.10	10,64,400	10.83
	AVB Entech Private Limited	1,00,000	1.22	1,74,000	1.77
d.	SUB TOTAL A1	50,30,800	61.37	53,45,800	54.37
2	FOREIGN				
a.	Individuals (Non-Resident Individuals/Foreign Individuals)	-	-	-	-
b.	Government	-	-	-	-
c.	Institutions	-	-	-	-
d.	Foreign Portfolio Investor	-	-	-	-
e.	Any Other (specify) Bodies Corporate	-	-	-	-

SI. No.	Category	Pre-issue**		Post issue (Note1)	
		No of shares held	% of share holding	No of shares held	% of shareholding
	SUB TOTAL A2	-	-	-	-
	TOTAL SHAREHOLDING OF PROMOTERS (A)	50,30,800	61.37	53,45,800	54.37
B	NON-PROMOTERS HOLDING				
1	Institutional Investors				
a.	Mutual Funds	-	-	-	-
b.	Venture Capital Funds	-	-	-	-
c.	Alternate Investment Funds	-	-	1,30,300	1.33
d.	Banks	-	-	-	-
e.	Insurance Companies	-	-	-	-
f.	Provident / Pension Funds	-	-	-	-
g.	Asset Reconstruction Companies	-	-	-	-
h.	Sovereign Wealth Funds	-	-	-	-
i.	NBFCs registered with RBI	-	-	-	-
j.	Other Financial Institutions	-	-	-	-
k.	Any Other (specify) Ashish Agarwal#	5,36,400	6.54	5,36,400	5.45
	SUB TOTAL (B)(1)	5,36,400	6.54	6,66,700	6.78
2	Institutions (Foreign)				
a.	Foreign Direct Investment	-	-	-	-
b.	Foreign Venture Capital Investors	-	-	-	-
c.	Foreign Sovereign Wealth Funds	-	-	-	-
d.	Foreign Portfolio Investors Category I	-	-	-	-
e.	Foreign Portfolio Investors Category II	-	-	-	-
f.	Overseas Depositories Holding DRs	-	-	-	-
g.	Any Other (specify)	-	-	-	-
	SUB TOTAL (B)(2)	-	-	-	-
3	Non-institutions (Domestic)				
a.	a. Resident Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	14,34,700**	17.50	15,68,900	15.96
b.	b. Resident Individuals - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	3,28,100**	4.00	9,18,500	9.34
	Non-Resident Indians (NRIs)	1,33,500**	1.62	1,45,900	1.48
	Bodies Corporate	7,28,300**	8.88	8,39,300	8.54
	Any Other (Clearing Member)	6,200**	0.08	6,200	0.06
	Any Other (Hindu Undivided Family)	-	-	31000	0.32
	Any Other (Firm)	-	-	3,09,800	3.15
	SUB TOTAL (B)(3)	26,30,800**	32.09	38,19,600	38.85
	TOTAL (A) + (B)(1) +(B)(3)	81,98,000	100.00	98,32,100	100.00

Note 1: Assuming full allotment of shares as proposed at item no. 3 and full conversion of warrants proposed to be issued to the promoters as per item no. 4 of this EGM Notice read with Corrigendum 1.

*Prilika Enterprises Private Limited had purchased additional 10,000 Equity Shares on 28/11/2024 which is not reflecting in Shareholding Pattern submitted to Stock Exchange for the Half Year ended September 30, 2024.

Ashish Agarwal is Partner of M/s. Everest Finance & Investment Company, Partnership Firm

** Changes occurred during the period between Shareholding Pattern for the Half Year ended September 30, 2024, last filed with Stock Exchange, and January 24, 2025, being the cut-off date for the list of shareholding for sending Notice of the EGM.

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	Grobiz 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 III 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%

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*
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	Prakash Kumar Chandnani	-	AJHPC1293K	100	0.00%	6,200	6,300	0.06%
27	Sunil Kumar Mehta	-	ABAPM3359H	-	-	6,200	6,200	0.06%
28	Lata Dnyaneshwar Sirsat	-	EHDPS8534P	-	-	3,100	3,100	0.03%
29	Gunjan	-	AHTPG3886C	3,000	0.04%	19,800	22,800	0.23%
30	Sumit Rajvanshi	-	AFBPR9245J	-	-	6,200	6,200	0.06%
31	Manisha Rajesh Vora	-	ABTPV4466F	22,000	0.27%	50,000	72,000	0.73%
32	Deepa Mitul Mehta	-	AKSPM0433B	-	-	6,200	6,200	0.06%
33	Vijay Kumar Jain	-	ACVPJ0029R	-	-	6,500	6,500	0.07%
34	Anupama Tyagi	-	ADQPT4817K	-	-	6,200	6,200	0.06%
35	Bhogilal Mavji Vora	-	ABXPV0678F	-	-	6,500	6,500	0.07%
36	Parneet Kaur Soni	-	BCXPS0497M	-	-	6,500	6,500	0.07%
37	Pooja Kedia	-	BNNPD3630G	-	-	62,000	62,000	0.63%
38	Tradelink Exim India Private Limited	Anil Madanlal Raika (ADZPR0899J)	AABCT2448K	-	-	18,000	18,000	0.18%
39	Amit Agarwal HUF	Amit R Agarwal (AGRPA3119M)	AAJHA8554L	-	-	31,000	31,000	0.32%
Total				26,300	0.32%	13,19,100	13,45,400	13.68%

* Assuming full allotment of shares as proposed at item no. 3 and full conversion of warrants proposed to be issued to the promoters as per item no. 4 of this EGM Notice read with Corrigendum 1.

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 13,19,100 (Thirteen Lakh Nineteen Thousand One 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
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

Sl. No.	Name	Current Status of the Allottee	Proposed Status of the Allottee
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.	Grobiz 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 III AIF)	Public	Public
23.	Alchemy Capital Management Pvt Ltd	Public	Public
24.	RBA Finance and Investment Company	Public	Public
26.	Rajiv Ambrish Agarwal	Public	Public
27.	Prakash Kumar Chandnani	Public	Public
27.	Sunil Kumar Mehta	Public	Public
28.	Lata Dnyaneshwar Sirsat	Public	Public
29.	Gunjan	Public	Public
30.	Sumit Rajvanshi	Public	Public
31.	Manisha Rajesh Vora	Public	Public
32.	Deepa Mitul Mehta	Public	Public
33.	Vijay Kumar Jain	Public	Public
34.	Anupama Tyagi	Public	Public
35.	Bhogilal Mavji Vora	Public	Public
36.	Parneet Kaur Soni	Public	Public
37.	Pooja Kedia	Public	Public
38.	Tradelink Exim India Private Limited	Public	Public
39.	Amit Agarwal HUF	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.”

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically. Accordingly, this Corrigendum 2 is being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s).



COSMIC CRF LIMITED

CIN NO. L27100WB2021PLC250447

Phone No. +91 33 79647499 • E-mail : info@cosmiccrf.com • www.cosmiccrf.com

This Corrigendum 2 should be read in continuation of and in conjunction with the Notice of Extra-Ordinary General Meeting dated January 25, 2025 and Corrigendum 1 issued on February 4, 2025.

Registered Office

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

Date: February 08, 2025

For Cosmic CRF Limited

Sd/-
Aditya Vikram Birla
Managing Director
DIN: 06613927

COSMIC CRF