



**PARAG**  
**FANS & COOLING**  
**SYSTEMS LTD.**

## **CORPORATE INFORMATION**

### **Board of Directors**

#### **Executive Directors:**

Mr. Umesh Nambiar  
Mr. Deepak Pagnis  
Mr. Sandeep Surendrakumar Badjatia

#### **Non Executive Directors:**

Mr. Surendra Kumar Badjatia  
Mrs. Rukmani Badjatia  
Mr. Vijai Singh Barkhatiya

### **Chief Financial Officer**

Mr. Gajendra Madhukar Takwal

### **Company Secretary & Compliance Officer**

CS Mrs. Dipali Lunawat

### **Bankers**

Bank of India

### **Registrars and Share Transfer Agents**

Ankit Consultancy Private Limited  
(SEBI REG.No. INR 000000767)  
60, Electronic Complex, Pardeshipura,  
Indore (M.P.) 452010

### **Stock Exchange Listing**

Metropolitan Stock Exchange of India Limited  
4th floor, Vibgyor tower, Opposite Trident Hotel, Bandra-Kurla  
Complex, Mumbai, India- PIN: 400098

### **Statutory Auditors**

M/s. A K P S & Co.  
Chartered Accountant  
FRN: 102264W  
HO. 3-H BCM CITY  
4th Floor  
Navlakha Square  
A.B. Road – Indore M.P.

### **Secretarial Auditor**

M/s Neelesh Gupta & Co.  
Company Secretaries  
111, 1st Floor, Ratanmani Complex  
7/1, New Palasia, Indore

### **Internal Auditor**

M/s G.P. Deodhar & Co  
Chartered Accountants

Regd. Office and Works:

Plot no. 1/2B & 1B/3A, Industrial Area No. 1, A. B. Road, Dewas-455 001 (M.P.)India,  
Ph: ++91-7272-425100, 425102 Fax: ++91-7272-400273



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## NOTICE

Notice is hereby given that the 29th Annual General Meeting of the members of the company shall be held on Wednesday the 30th, September, 2020 at 04:00 P.M (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive and adopt the Audited Financial Statement of the Company for the financial year ended on 31st March, 2020 and the report of the Directors & Auditors thereon.
2. To appoint a director in place of Mr. DEEPAK PAGNIS (holding DIN 02566436), who retires by rotation and being eligible offers himself for re-appointment.

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. DEEPAK PAGNIS (holding DIN 02566436), who retires by rotation from the Board of Directors and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company and whose office shall be liable to retire by rotation.”

**By Order of the Board  
PARAG FANS AND COOLING SYSTEMS LIMITED**

**Regd Office:  
Plot No. 1/2 & 1B/3A,  
Industrial Area No. 1,  
AB Road, Dewas (M.P) 455001  
Date: 07<sup>th</sup> September, 2020**

**(UMESH NAMBIAR)  
Director  
DIN: [02566355](#)**

### **Notes:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Members will be provided with a facility to attend the AGM through electronic platform provided by Zoom. Join Zoom Meeting by clicking on following link:

<https://us04web.zoom.us/j/75708840003?pwd=SWJ3M2djVnlqRmozemVxQzdTY2YyQT09>  
Join meeting by entering following meeting id and password:

**Meeting ID: 757 0884 0003  
Passcode: 6Qd0cr**

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 AGM. However, the Body Corporates are entitled to appoint authorised representatives to

attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to neeleshcs2004@yahoo.co.in with a copy marked to www.evotingindia.com
4. Members may join the Twenty Nineth AGM through VC/ OAVM by following the procedure which shall be kept open for the Members from 03.45 p.m. i.e. 15 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/ OAVM 15 minutes after the scheduled time to start the Twenty Ninenth AGM. The detailed instructions for participating in the Twenty Ninenth AGM through VC/OAVM.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. 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 AGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system will be provided by CDSL.
7. The Register of Members and Share transfer Books of the company will remain close from, Thursday, 24<sup>th</sup> September, 2020 to Wednesday, 30<sup>th</sup> September, 2020 (both days inclusive).
8. Members are requested to notify immediately any change in their address and E-Mail ID to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company viz., Ankit Consultancy Private Limited, Located at 60, Electronic Complex, Pardeshipura, Indore, Tel: +91 0731-3198601/602: Fax: +91 0731- 4065798, E-mail: ankit\_4321@yahoo.com to receive soft copy of Annual Report of the Company.
9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Ankit Consultancy Private Limited for assistance in this regard.
10. Members are requested to send their questions at least 10 days in advance of the Annual General Meeting about any further information on accounts so as to enable the Company to answer their question satisfactorily.
11. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days except Saturday between 11:00 A.M. to 1:00 P.M. upto the date of the Annual General Meeting.
12. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Nos. for easy identification of attendance at the meeting.

13. In terms of circulars issued by the Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. transfer of shares, deletion of name, transmission of shares and transposition of shares.
14. The Notice of Annual General Meeting and Annual Report of the Company for the year 2019-20, is available on the Company's website viz. [paragfans.com](http://paragfans.com)
15. Electronic copy of the Notice of Annual General Meeting and Annual Report of the Company for the year 2019-20 is being sent to the members whose email IDs are registered with the Share Transfer Agent of the Company/Depository Participants unless any member has requested for a hard copy of the same.
16. SEBI has also mandated that for registration of transfer of securities the transferee(s) as well as the transferor(s) shall furnish a copy their PAN card to the company for registration of transfer of securities.
17. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [paragfans.com](http://paragfans.com) not later than 2 (two) days of passing of the resolution at the Annual General Meeting of the Company and will be communicated to the Stock Exchange(s).
18. Members may also note that the Notice of Annual General Meeting, and the Annual Report for the year 2019-20 will also be available on the company website [paragfans.com](http://paragfans.com) for their download. For any communication, the shareholders may also send request to the company on the aforementioned Email ID.
19. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

#### **Voting through Electronic Means:**

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as per listing agreement (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the below provisions, through the e- voting services provided by CDSL.

#### **The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on **27<sup>th</sup> September, 2020** at **9.00 a.m.** and ends on **29<sup>th</sup> September, 2020** at **5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **23<sup>rd</sup> September, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Now to cast your vote: Click on Shareholders.

- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / Folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant "PARAG FANS AND COOLING SYSTEMS LIMITED" on which you choose to vote.

- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxi) The Company has appointed Mr. Neelesh Gupta, F.C.S a Practicing Company Secretary (C.P. No. 6846 and FCS No. 6381) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
- (xxii) A copy of this notice has been placed on the website of the Company and the website of CDSL.
- (xxiii) In case of Members who are entitled to vote but have not electronic means, the Chairman of the Company will order a poll on his own motion or on demand at the Meeting in terms of Section 109 of the Companies Act, 2013 for all businesses specified in the accompanying Notice.



## EXHIBIT TO NOTICE

Details of directors seeking appointments/ re- appointments at the Annual General meeting

Name of Director	Mr. Deepak Pagnis
Age	50
Qualification	Graduate
Date of Appointment	04.02.2009
Other Directorships (Excluding Pvt. Companies) as on 31 <sup>st</sup> March, 2020	Impact Fans & Cooling Systems Limited
Chairman /Members of the Committees As on 31st March, 2020	NIL

By Order of the Board  
PARAG FANS AND COOLING SYSTEMS LIMITED

Regd Office:  
Plot No. 1/2 & 1B/3A,  
Industrial Area No. 1,  
AB Road, Dewas (M.P) 455001  
Date: 05 September, 2020

(UMESH NAMBIAR)  
Director  
DIN: [02566355](#)



## Director's Report

**To,  
The Members,**

Your directors have pleasure in presenting their Twenty Ninth Annual Report on the business and operations of the company together with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2020.

### 1. Financial summary and Highlights:

During the year under review, performance of your company as under:

	(In Rupees)	
Particulars	Year ended 31 <sup>st</sup> March, 2020	Year ended 31 <sup>st</sup> March, 2019
Total Income	59,530,839	16,37,98,495
Total Expenditure	59,246,943	16,05,24,042
Profit/(Loss) before Exceptional and extra ordinary item and taxation	2,83,896	32,74,453
Extra ordinary item	-	-
Profit Before tax	2,83,896	32,74,453
Less: Tax Expense:	44,000	6,30,005
Deferred Tax Assets	(46,73,963)	(1,85,570)
<b>Profit/(Loss) after tax</b>	<b>49,13,859</b>	<b>28,30,018</b>

### 2. Dividend:

The Board of Directors of your company, after considering holistically the relevant circumstances and keeping in view the company's dividend distribution policy, has decided that it would be prudent, not to recommend any Dividend for the year under review.

### 3. Review of Company's Affairs and Future Outlook:

During the year under review the Company has achieved the net sales of Rs. 5,58,79,998 (previous year 16,19,40,483) and a Net Profit of Rs. 49,13,859 (previous year Rs. 28,30,018). The directors are focusing upon the expansion of the market of the company's product globally and has set focus on acquiring new global clients. Your directors look forward for better working results in the years to come.

### 4. Transfer to Reserve and Surplus:

The amount of surplus of Profit and Loss account of Rs. 49,13,859/- has been transferred to Reserves and Surplus in the Balance Sheet.

### 5. Changes in Share Capital, If Any:

#### Authorized Share Capital:

During the Financial Year 2019-20, there is no change in the Authorized Share Capital of the company i.e. Rs. 6,00,00,000 (Rupees Six Crores only) divided into 45,00,000 (Forty five Lacs) Equity Shares of Rs. 10/- (Rupee Ten only) each and 15,00,000 (Fifteen Lacs) Preference shares of Rs. 10/- (Rupee Ten only) each.

#### Issued, Subscribed and Paid Up Share Capital:

Company has allotted on 19th March, 2020, 5,00,000 Equity Shares of Rs. 10/- each at par to Promoter/ Promoter Group on conversion of 5,00,000 Compulsory Convertible Preference Shares (CCPSs) into Equity Shares on Preferential Allotment basis for consideration other than cash.

### 6. Disclosure regarding issue of equity shares with differential rights:

During the year company has not issued any equity shares with Differential Rights.

### 7. Disclosure Regarding Issue of Employee Stock Options:

During the year Company has not issued any employee stock options.

### 8. Disclosure Regarding Issue of Sweat Equity Shares:

During the year Company has not issued any sweat equity shares.

### 9. Extract of Annual Return:

The extract of Annual Return, in format MGT-9, for the Financial Year 2019-20 has been enclosed with this report as **Annexure-I**.

### 10. Management Discussion and Analysis:

A Separate report on Management Discussion and Analysis is annexed to this report as **Annexure-II**.

### 11. Number of Board Meetings:

During the Financial Year 2019-20(11) meetings of the Board of Directors of the company were held.

S.NO	DATE OF BOARD MEETING
01	27/04/2019
02	30/05/2019
03	12/08/2019
04	19/08/2019
05	05/09/2019
06	11/11/2019
07	15/12/2019
08	02/02/2020
09	03/02/2020
10	12/02/2020
11	19/03/2020

### 12. Particulars of loan, guarantees and investments under section 186:

Company has not made any Loans, Guarantee and Investment under section 186 of Companies Act, 2013

#### Details of Loans: Nil

S L N o	Date of making loan	Details of Borrower	Amount	Purpose for which the loan is to be utilized by the recipient	Time period for which it is given	Date of BR	Date of SR (if read)	Rate of Interest	Security

#### Details of Investments: Nil

SL No	Date of investm ent	Details of Investe e	Amou nt	Purpose for which the proceeds from investment is proposed to be utilized by the	Date of BR	Date of SR (if reqd)	Expected rate of return

				recipient			

**Details of Guarantee / Security Provided: Nil**

SL No	Date of providing security/guarantee	Details of recipient	Amount	Purpose for which the security/guarantee is proposed to be utilized by the recipient	Date of BR	Date of SR (if any)	Commission

**13. Particulars of Contracts or Arrangements with Related Parties:**

All Contracts/ arrangements/ transactions entered by the Company are on Arm's Length Basis during the financial year with the related parties. The disclosure under Form AOC-2 is annexed to this report as **Annexure-III**.

**14. Directors and Key Managerial Personnel:**

As on March 31, 2020, the Company has Six Directors. Of the Six Directors, Three are Non-Executive and Independent Directors.

In accordance with the provisions of the Act and Articles of Association of the Company, Mr. Deepak Pagnis, Director of the Company, will retire by rotation at the ensuing Annual General Meeting of the Company and, being eligible, offers himself for re-appointment.

The Board consists of the following directors namely:

DIN NO	NAME	DESIGNATION	DATE OF APPOINTMENT	DATE OF CESSATION
00979809	Mr. Sandeep Badjatia	Director	10.12.2008	
02566355	Mr. Umesh Nambiar	Whole Time Director	04.02.2009	
02566436	Mr. Deepak Pagnis	Whole Time Director	04.02.2009	
00017285	Mr. Vijai Singh Bharkatiya	Non Executive Director	06.12.2012	
07501398	Mr. Surendra Kumar Badjatia	Non Executive Director	18.01.2017	
07501462	Mrs. Rukmini Badjatia	Non Executive Director	18.01.2017	
ACQPT4590E	Mr. Gajendra Madhukar Takwale	CFO(KMP)	01/09/2014	
AHCPL0289R	Mrs. Dipali Lunawat	Company Secretary	05/02/2018	

**15. Auditors' and their Report:**

**Comments of the Auditor**

**1. Capital Work In Progress of RS. 68.99 Lacs:** During Course of our audit Details of the Capital Work in progress were not made available to us.

**Explanation:** In absence of any document which can substantiate the status of balance reflecting in Capital Work in Progress; the management has decided to carry the balance as it is without giving any treatment under the Ind AS.

**2. DSIR project grant in other Equity of Rs. 20.00 Lacs:** During Course of our audit documents related to DSIR project grant were not made available to us.

**Explanation:** Details regarding DSIR Project is not available with us.

**3. Balances of loans and other financial assets:** Certain balances of loans, other financial assets, trade receivables, other current & noncurrent assets, Trade payables, other financial liabilities and other current liabilities have not been confirmed.

**Explanation:** Details regarding Compensation receivable from Pankaj Bhargava along with documentary evidence is not available with the company and the management has decided to carry the balance as it is. The Company has not received the required information from Suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence disclosures, if any, relating to amounts unpaid as at the yearend together with interest paid/payable as required under the said Act have not been made.

**4. Documents related to dispute with parties:** During the course of our audit, documents related to dispute with parties having debit balance of trade receivable against export sale in earlier year not realized and party hold certain amount were not made available to us.

**Explanation:** There is certain dispute with parties in earlier year having debit balance of trade receivable against export sale not realized and party hold certain amount and now the management believes that such amount is recoverable as dispute resolved hence no provision against such receivable made and decided to carry the balance at year end exchange rate.

**5. Non Current investment:** In case of Non current investment physical certificate as well as demate account is not available with the company.

**Explanation :** The company received dividend from investment in earlier year hence the company decided to carry the balances in books.

**6. Acceptance of Deposits from Public:** The company has accepted interest free unsecured loans from the Directors, of the Company and sister concerns of the one of the director of the company. The details are as follows:

Name of Party	Relation	Balance Amount as on March 31, 2020	Nature
Mr. Sandeep Badjatia	Director	1,750,225	Unsecured Loan
Impact Fans and Cooling Systems Limited	Sister Concern	16,72,710.00	Unsecured Loan

**Director Explanations:**

As Company's management was changed in the year 2008 and Present Management does not have any knowledge about the above capital work in progress and DSIR project grant hence, We are unable to give any comment on this and all these figures is being carried forward since long period.

Board will decide the course of action to be taken in this year as per the applicable accounting standards in this regard.

Regarding balances of loans and other financial assets as all these balances are being carried forward since long hence your Board is not able to get the confirmation of the same from the parties. Management is taking sincere steps to get the amount recover as soon as possible.

All these investment is being carried forward and Company is in process to get all these information.

**16. Conservation of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo:**

The details of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo are disclosed in Annexure enclosed with this Report.

The activities of the company are least dependant on power/energy consumption. Hence the particulars as required under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules regarding consumption of energy and technology absorption are nil.

**a) Technology Absorption: Nil**

Efforts made for technology absorption	
Benefits derived	
Expenditure on Research & Development, if any	
Details of technology imported, if any	
Year of import	
Whether imported technology fully absorbed	
Areas where absorption of imported technology has not taken place, if any	

**b) Foreign Exchange Earnings/ Outgo:**

Earnings	12670117 INR
Outgo	0

**17. Details of Subsidiary, Joint Venture or Associates: NA**

**18. Risk Management:**

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

**19. Details of significant & material orders passed by the regulators or courts or tribunal:**

During the year under review no material order has been passed by the court or tribunal against the company having material impact upon the financial position of the company.

**20. Material Changes affecting the Financial Position of the Company:**

There are no material changes occurring after 31 March, 2020 which may affect the financial position of the Company.

**21. Voluntary Revision of Financial Statements or Board's Report: NA**

**22. Statement in Respect of Adequacy of Internal Financial Control with Reference to the Financial Statements:**

Company has sufficient internal financial controls with reference to the financial positions and operations of the Company.

**23. Deposits:**

The Company has not accepted any public deposits and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

However, company has taken unsecured Loan from:

Name of Party	Relation	Balance Amount as on March 31, 2020
Mr. Sandeep Badjatia	Director	1,750,225
Impact Fans and Cooling Systems Limited	Sister Concern	16,72,710.00

**24. Receipt of any Commission by MD / WTD from a Company or for Receipt of Commission / Remuneration from its Holding or Subsidiary: Nil**

**25. Declaration by Independent Directors and statement on compliance of code of conduct:**

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Annual Report 2019-20

Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as prescribed in Section 149(6) of Company Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.

## **26. Auditors, their Report & Comments by the Management:**

### **Statutory Auditors**

Board of Directors has appointed M/s Ashok Pahawa & Co., Chartered Accountant, (Firm Registration No. 009710C), as the statutory auditor of the company for the period of five years to hold office i.e. until the conclusion of the Annual General Meeting of the Company held in year 2024 as per the provisions of the Companies Act, 2013. In this regard the Company has received eligibility certificate from the Auditors in accordance with the provisions of section 141 of the Companies Act, 2013. Their appointment is subject to ratification by the Members at every subsequent Annual General Meeting held after the AGM held on 30th September, 2019. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from 07th May, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute. In view of the above, ratification of the Members for continuance of their appointment at this Annual General Meeting is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

### **Internal Auditor**

M/s A K Mantri & Associates, Chartered accountants is appointed as an Internal Auditor of the Company to conduct the internal audit of the Company for the Financial Year 2019-20, as required under Section 138 of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014. The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the Internal Control System and suggests improvements to strengthen the same. To maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee of the Board. Based on the report of internal audit function, Company undertakes corrective action in their respective areas and thereby strengthens the controls. Recommendations along with corrective actions thereon are presented to the Audit Committee of the Board and accordingly implementation has been carried out by the Company.

### **27. Cost Auditors: NA**

### **28. Secretarial Auditor & Secretarial Audit Report:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed M/s Neelesh Gupta & Co., Practicing Company Secretaries to undertake the Secretarial Audit of the Company for the financial year 2019-20. The Secretarial Audit Report for the financial year 2019-20 is annexed herewith as “**Annexure-IV**” forming part of this report. There are no adverse comments, qualifications or reservations or adverse remarks in the Secretarial Audit Report.

### **29. Corporate Social Responsibility (CSR) Policy: NA**

### **30. Corporate Governance: NA**

### **31. Committees of the Board:**

The Company has following Committees: the Audit Committee, and the nomination and remuneration committee. Both the committees consist of optimum number of Independent Directors as per Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

### Audit Committee:

The Company has constituted Audit Committee as per section 177 of the Companies Act 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The terms of reference of Audit Committee are broadly in accordance with the provisions of SEBI (LODR) Regulations 2015 and Companies Act, 2013.

The Audit Committee comprises of the following Directors of the Company as on 31st March, 2020.

S.No	Name	Designation	Position in Committee
1.	Mr. Vijay Singh Bharaktiya	Director	Chairman
2.	Mr. Umesh Nambiar	Director	Member
3.	Mrs. Rukmini Badjatiya	Director	Member

During the financial year 2019-20, there was total 4 meeting of the audit committee of the Company. Details regarding the date, venue, strength of the audit committee present at the respective meetings are as under:

Date of the Meetings	Place of meetings	Total Strength of the Board	No. of Directors present
30.05.2019	Dewas	3	3
12.08.2019	Dewas	3	3
11.11.2019	Dewas	3	3
12.02.2020	Dewas	3	3

### 32. Nomination & Remuneration Committee:

The Company has constituted a Nomination and Remuneration Committee in accordance section 178 of the Companies Act, 2013.

The Nomination and Remuneration Committee comprises of the following Directors of the Company as on 31st March, 2020.

S.No	Name	Designation	Position in Committee
1.	Mr. Vijay Singh Bharaktiya	Director	Chairman
2.	Mr. Surendra kumar Badjatiya	Director	Member
3.	Mrs. Rukmini Badjatiya	Director	Member

During the financial year 2019-20, there was total 2 meeting of the remuneration committee of the Company. Details regarding the date, venue, strength of the audit committee present at the respective meetings are as under:

Date of the Meetings	Place of meetings	Total Strength of the Board	No. of Directors present
30.05.2019	Dewas	3	3
05.09.2019	Dewas	3	3

### 33. Evaluation of the Performance of the Board, its Committees and Individual Directors:

Pursuant to the provisions of section 134 (3) (p) of the Companies Act, 2013 and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and Individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors. The



Directors were satisfied with the evaluation results, which reflected the overall engagement and effectiveness of the Board and its Committees with the Company.

#### **34. Board Diversity**

The Company recognizes and embraces the importance of diverse board in overall Success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural, and geographical background, age, ethnicity, gender, and race that will help us retain our competitive advantage.

The current policy is to have an appropriate mix of executive, non executive and independent directors to maintain the independence of Board, and separate its function of governance and management.

#### **35. Code of Conduct**

The Company has laid down a code of conduct for all Board members and Senior Management and Independent Directors of the Company. All the Board members including Independent Directors and Senior Management Personnel have affirmed compliance with the code of conduct.

#### **36. Secretarial Standards of ICSI**

The Secretarial Standards as specified by the Institute of Company Secretaries of India for Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) came into effect from 1st July 2015. The Company is in compliance with the same.

#### **37. Green Initiatives**

Electronic copies of the Annual Report 2019-20 and the Notice of the 29th Annual General Meeting are sent to all members whose email addresses are registered with the Company / depository participant(s).

#### **38. Investor Education and Protection Fund (IEPF)**

During the year under review, the provision of section 125(2) of Companies Act, 2013 do not apply as the company was not required to transfer any amount to the Investor Education Protection Fund (IEPF) established by Central Government of India.

#### **39. Disclosure on Establishment of a Vigil Mechanism:**

In the financial year 2019-2020, pursuant to the provision of Section 177 of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has established a Vigil Mechanism called the 'Whistle Blower Policy' for Directors and Employees to report concern of unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The mechanism ensures adequate safeguard against victimization of person who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

#### **40. Managerial Remuneration**

During the year 2019-20 your company has paid remuneration of Rs. 14,75,808/- to the following Directors:

<b>S.No.</b>	<b>Name</b>	<b>Designation</b>	<b>Amount</b>
1.	Umesh Nambiar	Wholetime Director	7,37,904
2.	Deepak Pagnis	Wholetime Director	7,37,904

#### **41. Discloser under Sexual Harassment of Woman at Workplace (Prevention, Prohibition & Redressal) Act 2013.**

During the Year 2019-20 Company has not received any complaint, which is appreciable as the management of the company endeavor efforts to provide safe environment for the female employees of the company.



#### 42. Fraud Reporting (Required by Companies Amendment Bill, 2014): NA

#### 43. Directors Responsibility Statement

In accordance with the provisions of Section 134(5) in relation to the audited financial statements of the Company for the year ended 31<sup>st</sup> March, 2020 of the Companies Act, 2013, your directors confirm that:

- a) in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2020, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2020 and of the profit /loss of the Company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### 44. Particulars of Employees:

The ratio of the remuneration of each whole-time director and key managerial personnel (KMP) to the median of employees' remuneration as per Section 197 (12) of the Companies Act, 2013, read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of the Board's report as Annexure-V .

Additionally, the following details form part of Annexure V to the Board's report:

- Remuneration to Whole Time Directors
- Remuneration to non-executive / independent directors
- Percentage increase in the median remuneration of employee in the financial year
- Number of permanent employees on the rolls of company
- There has not been any employee drawing remuneration exceeding 1.02 Crores during the year, employed for the full year or Rs. 8.50 lakhs employed for part of the year.
- The company did not allot any sweat equity shares or having employees' stock option scheme.

#### 45. Corporate Governance:

Pursuant to Regulation 15(2) of SEBI (Listing obligation and Disclosure requirement) Regulation, 2015, the provisions of Corporate Governance Report are not applicable on the company. Hence disclosures in this regard are not provided in this report.

#### 46. Acknowledgment:

The Directors express their sincere appreciation to the valued shareholders, bankers and clients, government Authorities for their support.

Place: Dewas  
Date: 07.09.2020

For and on behalf of the Board of Directors  
PARAG FANS AND COOLING SYSTEMS LIMITED

SD/-  
DEEPAK PAGNIS  
DIRECTOR  
DIN: [02566436](#)

SD/-  
UMESH NAMBIAR  
DIRECTOR  
DIN: 02566355

**ANNEXURE- I**
**Form No. MGT-9**
**EXTRACT OF ANNUAL RETURN**
**as on the financial year ended on 31 March, 2020**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i)	CIN	U51102MP1991PLC006760
ii)	Registration Date	14.11.1991
iii)	Name of the Company	PARAG FANS AND COOLING SYSTEMS LIMITED
iv)	Category/Sub-Category of the Company	Company Limited by shares, Non- Government company
v)	Address of the Registered office and contact details	1/2 & 1B/3A Industrial Area No.1, A B Road, Dewas MP- 455001
vi)	Whether listed company	listed
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Ankit Consultancy 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010 Tel.:0731-2551745, 2551746 Fax:0731-4065798

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/ Service	% to total turnover of the company
1.	Manufacturing of FRP Fans	28199	99%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: Nil**

Name and address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
Nil				

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**
**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01 <sup>st</sup> April 2019)				No. of Shares held at the end of the year (As on 31 <sup>st</sup> March 2020)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters.</b>									
<b>(1) Indian</b>									
a) Individual/	1547799	0.00	1547799	39.78	1947799	0.00	1947799	44.36	4.58

HUF									
b) Central Govt.	0.00	0.00	0.00	00.00	0.00	0.00	0.00	0.00	0.00
c) State Govt.(s)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d) Bodies Corp.	765971	0.00	765971	19.68	865971	0.00	865971	19.72	0.04
e) Bank/FI	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
f) Any Other...									
<b>Total Shareholding of Promoter (A)</b>	<b>2313770</b>	<b>0.00</b>	<b>2313770</b>	<b>59.46</b>	<b>2813770</b>	<b>0.00</b>	<b>2813770</b>	<b>64.08</b>	<b>4.62</b>
<b>B. Public share holding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b) Bank/ FI	0.00	109300	109300	2.81	0.00	109300	109300	2.49	0.32
c) Central Govt.(s)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d) State Govt.(s)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
e) Venture Capital Fund	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
f) Insurance Companies	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
g) FIs	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
h) Foreign Venture capital Funds	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
i) Others (Specify)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Sub-Total (B) (1):-</b>	<b>0.00</b>	<b>109300</b>	<b>109300</b>	<b>2.81</b>	<b>0.00</b>	<b>109300</b>	<b>109300</b>	<b>2.49</b>	<b>0.32</b>
<b>2. Non Institutions</b>									
a) Bodies Corp.	0.00	295000	295000	7.58	0.00	295000	295000	6.72	0.86
i) Indian	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
ii) Overseas	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b) Individuals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
i) Individual Shareholders holding nominal share capital upto Rs. 2 lakh	2600	134520	137120	3.52	2600	134520	137120	3.12	0.40

ii) Individual Shareholders holding nominal share capital in excess of Rs. 2 lakh	0.00	196760	196760	5.06	0.00	196760	196760	4.48	0.58
c) Others (specify)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Non Resident Indians & OCB	0.00	839250	839250	21.57	0.00	839250	839250	19.11	2.46
Foreign Nationals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Clearing Members	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Trust	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Foreign Bodies- D R	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Sub Total (B)(2):-</b>	<b>2600</b>	<b>1465530</b>	<b>1468130</b>	<b>37.73</b>	<b>2600</b>	<b>1465530</b>	<b>1468130</b>	<b>33.43</b>	<b>4.3</b>
Total Public shareholding(B) = (B)(1)+(B)(2)	<b>2600</b>	<b>1574830</b>	<b>1577430</b>	<b>40.54</b>	<b>2600</b>	<b>1574830</b>	<b>1577430</b>	<b>35.92</b>	<b>4.62</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Grand Total (A+B+C)</b>	<b>2316370</b>	<b>1574830</b>	<b>3891200</b>	<b>100</b>	<b>2816370</b>	<b>1574830</b>	<b>4391200</b>	<b>100</b>	<b>0.00</b>

### (B) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of shares	% of Total shares of the company	% of shares pledged / encumbered to total shares	No. of shares	% of Total shares of the company	% of shares pledged / encumbered to total shares	
1.	Sandeep Badjatia	1547799	39.78	0.00	1947799	44.36	0.00	4.58
2.	Impact Projects & Consultants Pvt. Ltd	665971	17.11	0.00	665971	15.17	0.00	1.94
3.	Impact Fans	100000	2.57	0.00	200000	4.55	0.00	1.98

& Cooling Systems Ltd							
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**(C) Change in Promoters' Shareholding (please specify, if there is no change):**

S. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Sandeep Badjatia				
	At the beginning of the year	1547799	39.78	1547799	39.78
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	400000 (allotment of Shares on 19/03/2020 pursuant to conversion of CCPS)	4.58	1947799	44.36
	At the End of the year	1947799	44.36	1947799	44.36
2.	Impact Projects & Consultants Pvt. Ltd				
	At the beginning of the year	665971	17.11	665971	17.11
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0 (allotment of Shares on 19/03/2020 pursuant to conversion of CCPS)	(1.94)	665971	15.17
	At the End of the year	665971	15.17	665971	15.17
3.	Impact Fans & Cooling Systems Ltd				
	At the beginning of the year	100000	2.57	100000	2.57
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	100000 (allotment of Shares on 19/03/2020 pursuant to conversion of CCPS)	1.98	200000	4.55
	At the End of the year	200000	4.55	200000	4.55

**(D) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

S. No.	Name of the share Holder	Shareholding at the beginning of the year		Cumulative Shareholding at end of the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	V. C. Sodhani	452250	11.62	452250	10.30

2	Dinesh Seetha	287000	7.38	287000	7.38
3	Priyanka Fin Cap Limited	254800	6.55	254800	6.54
4	Pankaj Bhargav	196760	5.06	196760	4.48
5	MPFC Capital Market	100000	2.57	100000	2.27
6	Ram Kunwar Sodhani	50000	1.29	50000	1.14
7	Nalini Seetha	50000	1.29	50000	1.14
8	Canaan International Credicap Ltd	23300	0.667392	23300	0.53
9	Piyush Bhargava	9800	0.25	9800	0.22
10	Stock Holding Co	9300	0.23	9300	0.22

**(E) Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>Mr. Sandeep Badjatiya</b>					
	At the beginning of the year	1547799	39.78	1547799	39.78
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	400000 (allotment of Shares on 19/03/2020 pursuant to conversion of CCPS)	4.58	1947799	44.36
	At the End of the year	1947799	44.36	1947799	44.36

**V. INDEBTEDNESS:**

**Indebtedness of the company including interest outstanding/ accrued but not due for payment**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				

i) Principal Amount	13,78,781	32,23,799	-	46,02,580
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>13,78,781</b>	<b>32,23,799</b>	<b>-</b>	<b>46,02,580</b>
<b>Change in Indebtedness during the financial year</b>				
· Addition	-	-	-	-
· Reduction	(1,38,563)	(11,90,281)	-	(13,28,844)
<b>Net Change</b>	<b>(1,38,563)</b>	<b>(11,90,281)</b>	<b>-</b>	<b>(13,28,844)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	12,40,218	20,33,518	-	32,73,736
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>12,40,218</b>	<b>20,33,518</b>	<b>-</b>	<b>32,73,736</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Umesh Nambiar	Deepak Pagnis	-	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	7,37,904	7,37,904	-	14,75,808
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total (A)	7,37,904	7,37,904	-	14,75,808
	Ceiling as per the Act				

**B. Remuneration to other directors:**

Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount
	1. Independent Directors	Vijay Singh Bharaktiya				
	· Fee for attending board / committee meetings	12,000.00				12,000.00
	· Commission	-				-
	· Others, please specify	-				-
	<b>Total (1)</b>	<b>12,000.00</b>				<b>12,000.00</b>
	2. Other Non-Executive Directors	-				-
	· Fee for attending board / committee meetings	-				-
	· Commission	-				-
	· Others, please specify	-				-
	<b>Total (2)</b>	-				-
	<b>Total (B)=(1+2)</b>	-				-
	<b>Total Managerial Remuneration</b>	<b>12,000.00</b>				<b>12,000.00</b>
	Ceiling as per the Act					

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD /MANAGER/WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	TOTAL
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	1,20,000	4,80,000	6,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-	-
5.	Others, please specify	-	-	--	-
	<b>Total</b>	-	1,20,000	4,80,000	6,00,000

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: Nil**

Type	Section of the Companies	Brief Description	Details of Penalty / Punishment/	Authority [RD / NCLT / COURT]	Appeal made, if any
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**PARAG**

	<b>Act</b>		<b>Compounding fees imposed</b>		<b>(give Details)</b>
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

Place: Dewas  
Date: 07.09.2019

For and on behalf of the Board of Directors  
**PARAG FANS AND COOLING SYSTEMS LIMITED**

SD/-  
**DEEPAK PAGNIS**  
DIRECTOR  
DIN: [02566436](#)

SD/-  
**UMESH NAMBIAR**  
DIRECTOR  
DIN: 02566355

## ANNEXURE-II

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Company is involved in design, manufacture, erection, testing & commissioning of Energy Efficient FRP fans. There is a reasonable potential of the product both in the domestic as well international market & these markets may offer sizable opportunities as well as a double digit growth in the years to come.

The company has built Market capabilities and Distribution network to meet out the requirement in domestic as well as export markets & continually strives to enhance market presence as well as explore new markets & territories for growth.

#### **(i) Industry structure and developments:**

The market Of Energy Efficient fans comprises mainly of three segments viz. OEM market, Domestic retrofit market & Exports. The ever growing need to reduce energy costs as well as green house emissions entails deploying methods of energy saving & use of our fans targets the aware customer who believes in efficiency as well environment protection.

With investment in infrastructure building booming especially in the power sector & other core industries, the demand for FRP fans is only going to keep increasing in the first two segments. In the export segment, the company has slowly built its presence in the international markets & built goodwill as well thus creating a pool of opportunity for itself.

#### **(ii) Concerns:**

The fear of a recurrence of recession and it's fallout in the broader economy may affect prospects of growth in the company. Although the chances are bleak, there is a building fear of a possible double dip in world economies and the same can adversely affect company's growth possibilities.

#### **(iii) Outlook:**

The FRP fans business is dependent on investment in infrastructure & the will of core industry to invest in energy efficient technologies. Even the very conservative managements are known to invest in such technologies & that has always reaped rich dividends. Therefore, the overall outlook of the industry is positive. The Company has always been striving to keep options of alternate avenues of growth alive for countering any negative impact due to either a slow down or a credit crunch which is feared and cannot be ruled out. The Company forever keeps trying upgrade its product(s) variants to be able to cater to the niche international market thus expand its marketing reach both in the country as well as overseas market.

#### **(iv) Internal Control Systems and their adequacy:**

The Company has clearly laid down policies, guidelines and procedures that form a part of the internal control system which provide for automatic checks and balances. The Audit committee reviews the effectiveness and efficiency of these systems to ensure that all the assets are protected against loss and that the financial and operational information is complete and accurate.

Audits are finalized and conducted based on the internal risk assessment. Significant findings are brought to the notice of the Audit committee of the Board and corrective measures recommended for implementation. Our work opportunities and competitive compensation policy helps us in attracting and retaining our personnel.

**(v) Human relations:**

The company lays special emphasis to the human resources function in our organization and believes.

The company has an elaborate performance evaluation system in place involving goal setting, and periodic reviews involving confirmation and annual reviews. The review sessions impress upon several aspects of the professionals careers such as career and competency development, financial rewards and recognition. We endeavor to link careers to competencies, individual preferences and organizational needs.

The compensation package has a fixed component and a variable component linked to the corporate and individual performance.

**(vi) Safety:**

Safety management is integrated with the Company's overall environment, health and safety (EHS) management system and zero accident is taken up as the Company's goal. The following measures have been taken by the Company:

- Identification of hazard and risk present in work environment and its rectification.
- Continuous monitoring of unsafe condition and unsafe acts through safety inspection.
- Safety induction training for all employees and specific job safety awareness programs on a continuous basis

**(vii) Environment friendly operations:**

Environmental protection is a prime concern for us and we are aware of our core responsibility to the society in this regard.

**(viii) Cautionary Statement:**

Statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include, among other things, economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in Government regulations, tax laws and other statutes and incidental factors.

**By Order of the Board  
Parag Fans and Cooling Systems Limited**

**Place: Dewas  
Date: 07.09.2020**

**SD/-  
(UMESH NAMBIAR)  
Director  
DIN: 02566355**

**Annexure-III**

**FORM NO. AOC -2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis:Nil.

SL. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	
	Nature of contracts/arrangements/transaction	
	Duration of the contracts/arrangements/transaction	
	Salient terms of the contracts or arrangements or transaction including the value, if any	
	Justification for entering into such contracts or arrangements or transactions'	
	Date of approval by the Board	
	Amount paid as advances, if any	
	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at Arm's length basis.:Nil

SL. No.	Name (s) of the related party & nature of relationship	Nature of contracts/arrangements/transaction	Duration of the contracts/arrangements/transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board	Amount
1.	Impact Cooling Solutions LLC (Sister Concern)					
2.	Impact Projects & Consultants Pvt. Ltd					
3.	Impact Fans and cooling Systems Limited					

Place: Dewas  
Date: 07.09.2020

**For and on behalf of the Board of Directors  
PARAG FANS AND COOLING SYSTEMS LIMITED**

**SD/-  
DEEPAK PAGNIS  
DIRECTOR  
DIN: [02566436](#)**

**SD/-  
UMESH NAMBIAR  
DIRECTOR  
DIN: 02566355**



**MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020**  
[Pursuant to section 204(1) of the Companies Act, 2013 and  
Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

**To,**  
**The Members,**  
**PARAG FANS AND COOLING SYSTEMS LIMITED**  
**CIN- U51102MP1991PLC006760**  
**1/2 & 1B/3A INDUSTRIAL AREA NO. 1**  
**A B ROAD DEWAS MP 455001 IN**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **PARAG FANS AND COOLING SYSTEMS LIMITED** (hereinafter called 'the company'). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Company's Board of Directors is responsible for the matters of Compliances of the various provisions of the Companies Act, 2013 and other applicable laws. Our responsibility to conduct the audit of the Compliances made during the year upon test check basis, we have adopted such methods and procedure and based on our verification of the **PARAG FANS AND COOLING SYSTEMS LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the **financial year ended 31st March, 2020** has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee

Stock Purchase Scheme) Guidelines, 1999:

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009:

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998:-

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review and as per the explanations and representations made by the management and subject to clarifications given to us, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc., mentioned above.

**We further report that:**

The Board of Directors of the Company is constituted with substantially proper balance of Executive Directors, Non-Executive Directors. However Company was failed to maintain the adequate mixture of the Independent Directors, The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

**We further report that:**

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that:-**

During the audit period of the company, there were instances of:

**Appointment of M/s Ashok Pahawa & Co., Chartered Accountants as statutory auditor of the company**

Company has appointed M/s. Ashok Pahawa & Co., Chartered Accountants as Statutory Auditor in 28th Annual General meeting held on 30th September, 2019 upto the Conclusion of 33th Annual General Meeting required under Section 138 of the Companies Act, 2013.

**Allotment of 5,00,000 Equity Shares of Rs. 10/- each at par to Promoter/ Promoter Group on conversion of 5,00,000 Compulsory Convertible Preference Shares (CCPSs) into Equity Shares on Preferential Allotment basis for consideration other than cash:**

Company has allotted 500000 equity Shares pursuant to conversion of 500000 Compulsory Convertible Preference Shares (“CCPSs”) into equity shares in Board Meeting held on Thursday



dated 19th March, 2020 of Face value Rs. 10/- (Rupees Ten only) amounting to Rs. 50,00,000 by way of Preferential Allotment to Promoters Group for consideration other than cash.

**Non Compliances of SEBI (LODR) Regulations:**

*\* Company has not paid Annual Listing Fees of Rs. 64,900/- to Metropolitan stock exchange as per Regulation 14 of SEBI (LODR) Regulations, 2015.*

Date: 07.09.2020

Place: Indore

For Neelesh Gupta & Co.,  
Company Secretaries

CS. Neelesh Gupta  
Proprietor  
C.P. No.6846

**UDIN: F006381B000675082**

**To,  
The Members,  
PARAG FANS AND COOLING SYSTEMS LIMITED  
CIN- U51102MP1991PLC006760  
1/2 & 1B/3A INDUSTRIAL AREA NO. 1  
A B ROAD DEWAS MP 455001 IN**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

- Company has held all requisite no. of Board Meetings/audit committee meetings/ Nomination & Remuneration committee complied with the provision of Companies Act, 2013.

- Management properly maintained minutes book and duly authenticated by the chairman.

- Management has kept and properly entered records in all statutory books in their registered office

- No request for transfer or transmission of shares have been received by the company during the year

- Notice of Board meetings were duly sent to all the directors.

- Notice of annual general meeting has been duly sent to all the members.

- Company has obtained secured loans from banks/ financial institutions and duly entered in statutory register.

- Company has accepted interest free unsecured loans from Directors of the Company and sister concerns of the one of the director of the Company. The details are as follows:

Name of the Party	Relation	Opening balance as on 01/04/2018	Balance amount as on 31/03/2020	Nature
Impact Fans and Cooling Systems Limited	Sister Concern	30,69,59,619.78	16,72,710/-	Unsecured Loan (Short term and Long Term)

Company has not given any guarantee or provided any security in connection with any loan taken by him or such other person (under section 185 & 188)

- Company has not accept any deposit (u/s 73)

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, Standards are the responsibility of management. Our examination was limited to the verification





of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 07/09/2020  
Place: Indore

For Neelesh Gupta & Co.,  
Company Secretaries

CS. Neelesh Gupta  
Proprietor  
C.P. No.6846

Annexure V

PARTICULARS OF EMPLOYEES

**Statement of Disclosure of Remuneration under Section 197 of the Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

(i) Ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the financial year 2019-20, the percentage increase in remuneration of Directors, Chief Financial Officer and Company Secretary during the financial year 2019-20.

S. No.	Name of the Director/Key Managerial Personnel(KMP) and Designation	Remuneration of Director/ KMP for the financial year 2018-19 (Including Non-Executive Independent Director)	Remuneration of Director/ KMP for the financial year 2017-18	% increase (decrease) in remuneration in the financial year 2019-20	Ratio of remuneration of each Director/ KMP to median remuneration of employees
1.	Mr. Sandeep Badjatia Director	-	-	-	
2.	Mr. Umesh Nambiar Whole Time Director	7,37,904/-	6,81,472/-	8.27%	
3.	Mr. Deepak Pagnis Whole Time Director	7,37,904/-	6,81,472/-	8.27%	
4.	Mr. Vijai Singh Bharkatiya Non-Executive Independent Director	12,000/-	12,000/-	-	
5.	Mr. Surendra Kumar Badjatia Non-Executive Independent Director	-	-	-	
6.	Mrs. Rukmini Badjatia Non-Executive Independent Director	-	-	-	
7.	Mr. Gajendra Madhukar Takwale Chief Financial Officer	4,80,000/-	4,80,000/-	10%	
8.	Mrs. Dipali Lunawat Company Secretary	1,20,000/-	1,20,000/-	-	

ii. Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year -

As stated above in item no (I).

iii. Percentage increase in the median remuneration of employees in the financial year -

Median Remuneration 2019-20	Median Remuneration 2018-19	% Increase in the Median Remuneration

**iv. Number of permanent employees on the rolls of company -**

As on 31<sup>st</sup> March, 2020 the total number of employees on the roll was 31.

Company has more employees or workers but they are not on permanent basis and are working on contract basis through some other entity.

v. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: the detail is as provided above.

vi. Affirmation that the remuneration is as per the Remuneration Policy of the Company: It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the company.

Place: Dewas  
Date: 07.09.2020

**For and on behalf of the Board of Directors  
PARAG FANS AND COOLING SYSTEMS LIMITED**

**SD/-  
DEEPAK PAGNIS  
DIRECTOR  
DIN: [02566436](#)**

**SD/-  
UMESH NAMBIAR  
DIRECTOR  
DIN: 02566355**

**PARAG FANS AND COOLING SYSTEMS  
LIMITED**

(CIN: - U51102MP1991PLC006760)

**AUDIT REPORT  
FINANCIAL YEAR  
2019-2020**

AUDITORS

**A K P S & CO.  
Chartered Accountants  
Indore  
9425060686,8109032532**

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**INDEPENDENT AUDITOR'S REPORT**

TO  
**THE MEMBERS OF  
PARAG FANS AND COOLING SYSTEMS LIMITED**

**Report on the Financial Statements**

We have audited the accompanying standalone financial statements of **PARAG FANS AND COOLING SYSTEMS LIMITED** ('the Company'), which comprise the balance sheet as at March 31, 2020, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flow for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its Profit, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

1. During the course of our audit, details of the Capital Work in progress amounting Rs 68.99 lacs were not made available to us (as per explanatory note to Note 2).
2. During the course of our audit, documents related to DSIR project grant amounting to Rs. 20.00 Lacs were not made available to us.
3. Certain balances of loans, other financial assets, trade receivables, other current & non-current assets, Trade payables, other financial liabilities and other current liabilities have not been confirmed. (as per explanatory note to Note 3)
4. During the course of our audit, documents related to dispute with parties having debit balance of trade receivable against export sale in earlier year not realized and party hold certain amount were not made available to us.
5. In case of Non current investment physical certificate as well as demate account is not available with the company but as explained to us the company received dividend from investment in earlier year hence the company decided to carry the balances in books. (as per explanatory note to Note 4)

### **Emphasis of Matter**

Consequential impact on confirmation / reconciliation / adjustment of such balances (which will not be material as per management), if any is not ascertainable;

Our opinion is not qualified in respect of the above matters.

### **Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance Report, and Shareholder Information, but does not include the standalone financial statements and our auditor's report thereon.

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(Formerly known as Pahwa Jhamb and Company)

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Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### **Management’s Responsibility for the Financial Statements**

The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

That Board of Directors is also responsible for overseeing the Company’s financial reporting process.

### **Auditor’s Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high

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level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



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Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in the paragraph 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The Balance Sheet, the Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account;

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(Formerly known as Pahwa Jhamb and Company)

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- d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act;
- e. On the basis of written representations received from the directors as on March 31, 2020, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020, from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has an appeal pending with Income tax department as per note no. 19 attached with the financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **A K P S & COMPANY**  
Chartered Accountants  
FRN: 009710C

Place: Indore  
Date: 3<sup>rd</sup> September, 2020

**CA Dr. Ashok Pahwa**  
Partner  
M No-077665

**PARAG FANS AND COOLING SYSTEMS LIMITED**

**ANNEXURE - A TO THE AUDITOR'S REPORT**

**(Referred to in paragraph (1) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Parag Fans and Cooling Systems Limited of even date)**

**(i) PROPERTY, PLANT AND EQUIPMENTS:**

- a) The company has generally maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
- b) As explained to us, property, plant and equipment of the company have been physically verified by the management during the year in accordance with the phased programme of verification adopted by the management which, in our opinion, provides for physical verification of all the property, plant and equipment at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- c) According to the information and explanation given to us and the records produced before us and based on the examination of available records, provided to us, we report that, the title deeds of Immovable properties shown in standalone financial statements are in the name of Company.

**(ii) INVENTORY:**

- a) As explained to us, the inventories of finished goods, semi-finished goods, stores, spare parts and raw material were physically verified at regular intervals by the management. In our opinion the frequency of verification is reasonable.
- b) In our opinion and according to the information and explanation given to us, the company has maintained proper records of its inventory and no material discrepancies were noticed on physical verification of stocks as compared to book records.

**(iii) LOANS, SECURED OR UNSECURED, GRANTED OR TAKEN BY THE COMPANY TO/FROM THE FIRMS OR OTHER PARTIES COVERED IN THE REGISTER MAINTAINED UNDER SECTION 189 OF THE COMPANIES ACT, 2013:**

The Company has complied with the relevant requirements for maintenance of Register as per Section 189 of the Act.

**(iv) LOANS, INVESTMENTS, GUARANTEES AND SECURITY:**

In our opinion and according to the information and explanations given to us, the Company has complied with the provision of section 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

**(v) ACCEPTANCE OF DEPOSITS FROM PUBLIC:**

The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2020 and therefore, the provisions of the clause 3(v) of the Order are not applicable to the Company.

The company has accepted interest free unsecured loans from the Directors, of the Company and sister concerns of the one of the director of the company. The details are as follows:

Name of Party	Relation	Balance Amount as on March 31, 2020	Nature
Impact Fans and Cooling Systems Limited	Sister Concern	16,72,710.00	Unsecured Loan

**(vi) MAINTENANCE OF COST RECORDS:**

The company is not required to maintain cost records as per the provisions of section 148 (1) of the Companies Act 2013 as the turnover of the company is below the threshold limit mentioned in Cost Audit Rules 2016.

**(vii) STATUTORY DUES:**

(a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.

(b) On our examination of books of accounts and information and explanation given by the management, there are undisputed statutory dues payable in respect of provident fund, Income tax, sales tax, duty of customs, duty of excise, value added tax, cess, TDS and Service tax which are outstanding as at March 31, 2020 for a period of more than six months from the date they became payable the details of which are as follows:

Particulars	Amount (In Rs.)
<b>Profession Tax</b>	<b>1,83,050.00</b>
<b>Sales tax Payable</b>	<b>1,34,216.00</b>

(c) Details of dues of Income Tax, Sales Tax, Service Tax, Excise Duty and Value Added Tax which have not been deposited as at March 31, 2020 on account of dispute are given below :

Name of the Statute	Nature of Dues	Amount (In Rs.)	Period to which amount relates
Central Sales Tax	CST	3,51,759/-	Financial Year 2009-10
Central Sales Tax	CST	3,20,631/-	Financial Year 2011-12
MP Vat	VAT	81,300/-	Financial Year 2011-12
Central Sales Tax	Entry Tax	139/-	Financial Year 2013-14
MP VAT	VAT	2,35,500/-	Financial Year 2013-14
Entry Tax	Entry Tax	52,650/-	Financial Year 2013-14
Central Sales Tax	CST	3,40,781/-	Financial Year 2014-15
Income Tax, 1961	Income Tax	25,92,624/-	Financial Year 2015-16
Income Tax, 1961	Penalty U/s 271(1)(c)	5,65,315/-	Financial Year 2009-10
Income Tax, 1961	Intimation U/s 143(1a)	2,15,970/-	Financial Year 2016-17
Income Tax, 1961	TDS late filing fee U/s 234E of Income Tax Act	1,71,728/-	Financial Years 2006-07 to 2018-19

**(viii) REPAYMENT OF DUES TO A FINANCIAL INSTITUTION:**

According to the information and explanations given to us, the Company has not defaulted in repayment of dues to Banks and financial institutions.., The Company has not taken any loan from the government and has not issued any debentures.

**(ix) APPLICATION OF TERM LOAN/ MONEY RAISED**

The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) but convert preference shares into equity shares during the year according to the terms of issue. Further In our opinion and according to the information and explanations provided by the management the Company has utilized the money raised by way of term loans for the purposes for which they were raised.

**(x) FRAUD ON/BY THE COMPANY:**

During the course of our examination of the books and record of the company, carried out in accordance with the generally accepted auditing practice in India and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the company by its officers or Employees, noticed or reported during the year..

**(xi) MANAGERIAL REMUNERATION:**

According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

**(xii) COMPLIANCE WITH SPECIAL STATUTE FOR CHIT FUNDS/NIDHI:**

The company is not a chit funds/nidhi/mutual benefit fund/ society. Therefore, provision of Para 3 Clause (xii) is not applicable to the company.

**(xiii) RELATED PARTY TRANSACTIONS:**

According to the information and explanations given to us and based on our examination of the records of the Company, the company is in compliance with sections 177 and 188 of the Act, where applicable, for all transactions with related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

**(xiv) ALLOTMENT OF PREFERENCE SHARES/ PRIVATE PLACEMENTS:**

Based upon the audit procedures performed and the information and explanations given by the management, the company has made preferential allotment of 5,00,000 equity shares of 10 each and 6,00,000 convertible preference shares of 10 each. Accordingly, the provisions of clause 3 (XIV) of the Order are complied by the company.

According to the information and explanations given to us and as evident from the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

**(xv) NON CASH TRANSACTIONS:**

According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

**(xvi) REGISTRATION:**

According to the information and explanation given to us the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

Place: INDORE  
Date: 3rd September, 2020

For: **A K P S & Co.**  
CHARTERED ACCOUNTANTS  
Firm Registration No.: 009710C

**(CA Dr. ASHOK PAHWA)**  
PARTNER  
M. No. 077665

## **ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 2 (f) under 'Report on other Legal and Regulatory Requirements' section of our report to the Members of Parag Fans and Cooling Systems Limited of even date)

### **Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of sub – section 3 of section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **PARAG FANS AND COOLING SYSTEMS LIMITED** ("the Company") as at March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by The Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.



Email us at: [info@akpsandco.com](mailto:info@akpsandco.com)  
(Formerly known as Pahwa Jhamb and Company)

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Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial control system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:-

- (i) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (ii) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (iii) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal financial control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Place: Indore  
Date: 3<sup>rd</sup> September, 2020

For: **A K P S & COMPANY**  
Chartered Accountants  
FRN: 009710C

**CA Dr. Ashok Pahwa**  
Partner  
M No-077665

**Parag Fans And Cooling Systems Limited**

Balance Sheet

As On 31-Mar-2020

(Amount in Rupee)

S. No.	Particulars	Notes	As On 31-Mar-2020	As On 31-Mar-2019
<b>ASSETS</b>				
<b>Non-Current Asset</b>				
a	Property, Plant and Equipm	1	7,174,798	8,631,939
b	Capital Work In Progress	2	6,899,607	6,899,607
c	Financial Assets	3	1,808,434	1,808,434
d	Investments	4	20,050	20,050
e	Other Current Assets		4,122,844	2,255,121
	<b>Deferred Tax Asset (Net)</b>	14	346,236	-
<b>Current Assets</b>				
a	Inventories	5	41,349,332	25,173,470
b	Financial Assets	3	-	-
c	Trade Receivable	6	62,161,275	80,922,189
d	Cash & Cash Equivalent	7	116,884	309,679
e	Other Bank Balances	8	2,652,723	2,055,207
f	Other Current Assets	9	343,379	-
<b>Total Assets</b>			<b>126,995,562</b>	<b>128,075,696</b>
<b>EQUITY &amp; LIABILITIES</b>				
<b>Equity</b>				
a	Equity Share Capital	10	43,912,000	38,912,000
b	Other Equity	11	(6,403,930)	(6,317,788)
<b>Non-Current Liabilities</b>				
<b>Financial Liabilities</b>				
a	Borrowings	12	3,273,736	4,602,580
b	Trade Payables	13	382,056	382,056
c	Other Current Liabilities	16	2,102,148	-
	<b>Deferred Tax Liability (Net)</b>	14	-	4,327,728
<b>Current Liabilities</b>				
a	Borrowings	12	48,961,453	48,790,983
b	Trade Payables	13	30,591,694	32,261,102
c	Other Current Liabilities	15	4,176,404	5,117,035
<b>Total Assets</b>			<b>126,995,562</b>	<b>128,075,696</b>

FOR AND ON BEHALF OF BOARD OF DIRECTORS OF  
PARAG FANS & COOLING SYSTEMS LIMITED

AS PER OUR REPORT OF EVEN DATE

FOR A K P S & CO.  
CHARTERED ACCOUNTANTS  
FRN-009710C

SURENDRAKUMAR BADJATIA    DEEPAK PAGNIS  
DIRECTOR                            DIRECTOR  
DIN: 07501398                    DIN: 02566436

CA (DR)ASHOK PAHWA  
PARTNER  
Mem No.077665

Place : Dewas  
Date : 03/09/2020

Place : Indore  
Date : 03/09/2020

**Parag Fans And Cooling Systems Limited**

## Statement Of Profit and Loss

For period ended on 31-Mar-2020

(Amount in Rupee)

S. No.	Particulars	Notes	For the period ending on 31-Mar-2020	For the period ending on 31-Mar-2019
<b>Income</b>				
a	Revenue from Operations	16	55,879,998	161,940,483
b	Other income	17	3,650,841	1,858,012
<b>Total Income</b>			<b>59,530,839</b>	<b>163,798,495</b>
<b>Expenses</b>				
a	Cost of Material Consumed	18	64,980,222	106,358,631
b	Changes in Inventories of Finished Goods & Work - In - Progress	19	(34,285,751)	32,511,664
c	Employee benefits expense	20	13,179,045	5,830,875
d	Finance costs	21	8,442,210	6,425,525
e	Depreciation and amortisation expense	1	1,496,382	1,803,502
f	Other expenses	22	5,434,835	7,593,845
<b>Total Expenses</b>			<b>59,246,943</b>	<b>160,524,042</b>
<b>Profit/(Loss) before exceptional item and tax</b>			<b>283,896</b>	<b>3,274,453</b>
<b>Exceptional item (Net of Tax)</b>			<b>-</b>	<b>-</b>
<b>Profit/(Loss) Before Tax</b>			<b>283,896</b>	<b>3,274,453</b>
<b>Tax Expense</b>				
a	Current Tax Expense		44,000	630,005
b	Deferred Tax		(4,673,963)	(185,570)
<b>Profit/(Loss) for the Year</b>			<b>4,913,859</b>	<b>2,830,018</b>
<b>Other Comprehensive Income</b>				
Items That Will Not Be Reclassified to Profit and Loss			-	-
Tax on OCI items			-	-
Items That Will Be Reclassified to Profit and Loss			-	-
<b>Total Comprehensive Income/(Loss)</b>			<b>4,913,859</b>	<b>2,830,018</b>
<b>Earnings Per Share of Rs 10 each fully paid</b>				
Basic			1.26	0.81
Diluted			1.09	0.81
<b>Notes to Financial Statements</b>		1-25		
<b>Significant Accounting Policies</b>		24		

FOR AND ON BEHALF OF BOARD OF DIRECTORS OF  
PARAG FANS & COOLING SYSTEMS LIMITED

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR A K P S & CO.  
CHARTERED ACCOUNTANTS  
FRN-009710C

SURENDRAKUMAR BADJATIA

DEEPAK PAGNIS

CA (DR) ASHOK PAHWA

DIRECTOR

DIRECTOR

PARTNER

DIN: 07501398

DIN: 02566436

M. No.077665

Place : Dewas

Place : Indore

Date : 03/09/2020

Date : 03/09/2020

**Parag Fans And Cooling Systems Limited**  
Statement of Cash Flow  
For Period Ended on 31-Mar-2020

(Amount in Rupee)

S. No	Particulars	2019-20	2018-19
<b>I</b>	<b>Cash Flow From Operating Activity</b>		
	Net Profit / (Loss) After Tax	4,913,859	2,830,018
	<u>Adjustments for</u>		
	Depreciation and Amortisation	1,496,382	1,803,502
	Finance Costs	8,442,210	6,425,525
	Interest Income	(255,996)	(86,237)
	Creditors Write Back	0	(916,775)
	Deferred Tax	(4,673,963)	(185,570)
	<b>Operating profit / (loss) before working capital changes</b>	<b>9,922,492</b>	<b>9,870,463</b>
	 <b>Changes in working capital</b>		
	<b>Adjustments for (increase) / decrease in operating assets</b>		
	Inventories	(16,175,862)	38,333,124
	Financial Assets	0	(33,699)
	Trade Receivable	18,760,914	(40,044,020)
	Other Bank Balances	(597,516)	(133,072)
	Other Current Assets	(2,211,102)	(708,947)
	<b>Adjustments for increase / (decrease) in operating liabilities</b>		
	Trade Payables	(1,669,408)	1,615,207
	Other Current Liabilities	1,161,517	(4,622)
	<b>Net cash flow from / (used in) operating Activities (A)</b>	<b>9,191,035</b>	<b>8,894,434</b>
<b>II</b>	<b>Cash Flow From Investing Activity</b>		
	Investment in Capital Expenditure	(39,241)	(235,820)
	<b>Net cash flow from / (used in) Investing Activities (B)</b>	<b>(39,241)</b>	<b>(235,820)</b>
<b>III</b>	<b>Cash Flow From Financing Activity</b>		
	Proceeds From Equity Shares / Preference Shares	0	15,000,000
	Proceeds From Borrowings	(1,158,374)	(17,364,074)
	Finance Cost	(8,442,210)	(6,425,525)
	Interest Income	255,996	86,237
	<b>Net cash flow from / (used in) Financing Activities (C)</b>	<b>(9,344,588)</b>	<b>(8,703,362)</b>
<b>D</b>	<b>Net increase / decrease in cash &amp; cash equivalent (A+B+C)</b>	<b>(192,794)</b>	<b>(44,748)</b>
<b>E</b>	Cash & Cash Equivalent at the Beginning of Year	309,679	354,426
	<b>Cash &amp; Cash Equivalent at the End of Year (D+E)</b>	<b>116,884</b>	<b>309,679</b>

FOR AND ON BEHALF OF BOARD OF DIRECTORS OF  
PARAG FANS & COOLING SYSTEMS LIMITED

AS PER OUR REPORT OF EVEN DATE  
FOR A K P S & CO.  
CHARTERED ACCOUNTANTS  
FRN-009710C

SURENDRAKUMAR BADJATIA    DEEPAK PAGNIS  
DIRECTOR                                  DIRECTOR  
DIN: 07501398                          DIN: 02566436  
Place : Dewas  
Date : 03/09/2020

CA (DR) JASHOK PAHWA  
PARTNER  
Mem No.077665  
Place : Indore  
Date : 03/09/2020

**Auditors Certificate**

To,  
The Board of Directors,  
Parag Fans & Cooling Systems Limited

We have examined the attached Cash Flow Statement of Parag Fans & Cooling Systems Limited for the year ended as on 31st March 2020. The statement has been prepared by the Company in accordance with the requirement of Accounting Standard and in agreement with the corresponding profit and loss account and balance sheet of the company covered by our report of 3rd September 2020 to the member of the company.

Place : Indore  
Date : 03/09/2020

For A K P S & Company  
Chartered Accountants  
FRN- 009710C

CA Dr. Ashok Pahwa  
Partner  
M. No. 077665

## Parag Fans & Cooling Systems Limited

### Statement of Changes in Equity

For year ended on 31-Mar-2020

#### A. Equity Share Capital

(Amount in Rupee)

Particulars	31/03/2020	31/03/2019
Balance at the beginning for the year	38,912,000	34,912,000
Changes in Capital During the Year	5,000,000	4,000,000
<b>Balance at the end of the year</b>	<b>43,912,000</b>	<b>38,912,000</b>

(Including Preference share converted into equity shares of Rs 5,000,000 during the year (previous year NIL))

#### B. Other Equity

(Amount in Rupee)

Particulars	DSIR Project	Security Premium	Retained earnings	Preference Share Capital	Total Other Equity
<b>Balance as on 31-March-2018 after Ind AS Adjustments</b>	2,000,000	24,687,000	(46,834,806)	-	(20,147,806)
Addition / Deduction during the year	-	-	-	11,000,000	11,000,000
Profit/ (Loss) for the Year	-	-	2,830,018	-	2,830,018
<b>Closing balance as on 31-March-2019</b>	<b>2,000,000</b>	<b>24,687,000</b>	<b>(44,004,788)</b>	<b>11,000,000</b>	<b>(6,317,788)</b>
Addition / Deduction during the year				(5,000,000)	(5,000,000)
(Preference share converted during the year into equity shares)					
Profit/ (Loss) for the Year	-	-	4,913,859	-	4,913,859
<b>Closing balance as on 31-March-2020</b>	<b>2,000,000</b>	<b>24,687,000</b>	<b>(39,090,930)</b>	<b>6,000,000</b>	<b>(1,403,930)</b>

**Parag Fans And Cooling Systems Limited**  
Balance Sheet as on 31-Mar-2020

**1. Property, Plant and Equipment**

(Amount in Rupee)

Particulars	Gross Carrying Value			Accumulated Depreciation & Amortization			Net carrying amount as on	
	As on 1-Apr-2019	Additions During the Year	As on 31-Mar-2020	Upto 1-Apr-2019	Depreciation During the Year	Upto 31-Mar-2020	31-Mar-20	31-Mar-19
Land	457,983	-	457,983	-	-	-	457,983	457,983
Previous Year	457,983	-	457,983	-	-	-	457,983	457,983
Building	15,320,608	-	15,320,608	11,742,864	511,260	12,254,124	3,066,484	3,577,744
Previous Year	15,320,608	-	15,320,608	11,146,365	596,499.36	11,742,864.08	3,577,744	4,174,243
Site Development	807,895	-	807,895	676,754	27,526	704,280	103,615	131,140
Previous Year	807,895	-	807,895	641,915	34,839.16	676,754.37	131,141	165,980
Plant & Machinery	41,536,907	-	41,536,907	37,755,546	684,804	38,440,350	3,096,557	3,781,361
Previous Year	41,536,907	-	41,536,907	36,919,297	836,249.13	37,755,546.34	3,781,361	4,617,610
Computers & Printers	102,374	-	102,374	45,791	35,376	81,167	21,207	56,583
Previous Year	53,979	48,395	102,374	28,750	17,041.00	45,791.15	56,583	25,229
Furniture & Fixtures	1,591,558	-	1,591,558	1,530,311	14,117	1,544,428	47,130	61,247
Previous Year	1,591,558	-	1,591,558	1,511,965	18,346.17	1,530,311.23	61,247	79,593
Office Equipments	212,584	39,241	251,825	78,967	70,364	149,331	102,494	133,617
Previous Year	25,159	187,425	212,584	15,108	63,858.85	78,966.68	133,617	10,051
Vehicles	5,584,860	-	5,584,860	5,152,596	152,935	5,305,531	279,329	432,264
Previous Year	5,584,860	-	5,584,860	4,915,928	236,668.19	5,152,596.05	432,264	668,932
<b>Total</b>	<b>65,614,769</b>	<b>39,241</b>	<b>65,654,010</b>	<b>56,982,830</b>	<b>1,496,382</b>	<b>58,479,212</b>	<b>7,174,798</b>	<b>8,631,939</b>
Previous Year	65,378,949	235,820	65,614,769	55,179,328	1,803,501.86	56,982,829.90	8,631,939	10,199,621

**Parag Fans And Cooling Systems Limited**  
Balance Sheet as on 31-Mar-2020

**2. Capital Work In Progress**

Particulars	As on 31-Mar-2020	As on 31-Mar-2019
DSIR Project	6,899,607	6,899,607
<b>Total</b>	<b>6,899,607</b>	<b>6,899,607</b>

**Explanatory Notes:**

In absence of any document which can substantiate the status of balance reflecting in Capital Work in Progress; the management has decided to carry the balance as it is without giving any treatment under the Ind AS.

**3. Financial Assets**

Particulars	As on 31-Mar-2020		As on 31-Mar-2019	
	Non-Current	Current	Non-Current	Current
Compensation - Pankaj Bhargava	1,808,434	-	1,808,434	-
<b>Total</b>	<b>1,808,434</b>	<b>-</b>	<b>1,808,434</b>	<b>-</b>

**Explanatory Note:**

Details regarding Compensation receivable from Pankaj Bhargava along with documentary evidence is not available with the company and the management has decided to carry the balance as it is.

**4. Investments**

Particulars	As on 31-Mar-2020		As on 31-Mar-2019	
	Non-Current	Current	Non-Current	Current
<b>Shares</b>				
State Bank of India	2050	-	2050	-
Bank of India	18,000	-	18,000	-
<b>Total</b>	<b>20,050</b>	<b>-</b>	<b>20,050</b>	<b>-</b>

**Explanatory Note:**

Details regarding physical certificate as well as demate account is not available with the company but the company received dividend from investment in earlier year hence the company decided to carry the balances in books.

**5. Inventories**

(as physically verified by the management)

Particulars	As on 31-Mar-2020	As on 31-Mar-2019
Raw Material	1,014,692	19,124,581
Finished Goods & WIP	40,334,640	6,048,889
<b>Total</b>	<b>41,349,332</b>	<b>25,173,470</b>

**6. Trade Receivable**

Particulars	As on 31-Mar-2020	As on 31-Mar-2019
<b>Considered Good (Less Than Six Months)</b>		
Domestic Sales		
More Than Six Months	13,969,356	32,549,448
Less Than Six Months	9,602,252	11,440,163
Export Sales		
More Than Six Months	36,686,054	34,155,974
Less Than Six Months	1,573,035	2,656,117
Others-Advance to Creditors	330,578	120,487
<b>Total</b>	<b>62,161,275</b>	<b>80,922,189</b>

**Explanatory Note:**

Their is certain dispute with parties in earlier year having debit balance of trade receivable against export sale not realized and party hold certain amount and now the management believes that such amount is recoverable as dispute resolved hence no provision against such receivable made and decided to carry the balance at year end exchange rate.

**7. Cash & Cash Equivalent**

Particulars	As on 31-Mar-2020	As on 31-Mar-2019
Cash In Hand	115,269	306,890
(as physically verified by the management)		
In Banks	1,615	2,789
<b>Total</b>	<b>116,884</b>	<b>309,679</b>

**8. Other Bank Balances**

Particulars	As on 31-Mar-2020	As on 31-Mar-2019
Bank Deposit for BG	2,652,723	2,055,207
<b>Total</b>	<b>2,652,723</b>	<b>2,055,207</b>



**9. Other Current Assets**

Particulars	As on 31-Mar-2020		As on 31-Mar-2019	
	Non-Current	Current	Non-Current	Current
Prepaid Bank Charges	-	308,459	-	-
<b>Short Term Loans &amp; Advances</b>				
Credit Card	-	34,220	-	-
Advance to Employees	-	700	-	-
<b>Appeal Deposit</b>				
Appeal Deposit - Sales Tax	871,955	-	871,955	-
Income Tax	573,156	-	300,000	-
<b>Deposit With Tax Authorities</b>				
TDS	357,131	-	422,916	-
CGST & SGST	1,674,926	-	-	-
<b>Security Deposit</b>				
Others	600,000	-	600,000	-
Utilities	45,676	-	60,250	-
<b>Total</b>	<b>4,122,844</b>	<b>343,379</b>	<b>2,255,121</b>	<b>-</b>

**10. Equity Share Capital**

Particulars	As on 31-Mar-2020		As on 31-Mar-2019	
	No. Of Shares	Amount	No. Of Shares	Amount
Authorised Share Capital (Rs. 10 / Share)	4,500,000	45,000,000	4,500,000	45,000,000
Issued, Subscribed and Fully Paid <i>Par Value Per Share (Rs. 10)</i>	4,391,200	43,912,000	3,891,200	38,912,000

Reconciliation of No. Of Shares & Share Capital Outstanding;	As on 31-Mar-2020		As on 31-Mar-2019	
	No. Of Shares	Amount	No. Of Shares	Amount
Opening Share Capital	3,891,200	38,912,000	3,491,200	34,912,000
Add: No. of Share, Share Capital Issued/Subscribed during the Year	500,000	5,000,000	400,000	4,000,000
<b>Closing Share Capital</b>	<b>4,391,200</b>	<b>43,912,000</b>	<b>3,891,200</b>	<b>38,912,000</b>

Shares in the Company held by Shareholder holding more than 5%	As on 31-Mar-2020		As on 31-Mar-2019	
	No. Of Shares	% Holding	No. Of Shares	% Holding
Sandeep Badjatia	1,947,799.00	44.36%	1,547,799.00	39.78%
Impact Projects & Consultants Pvt. Ltd.	665,971.00	15.17%	665,971.00	17.11%
Dinesh Seetha	287,000.00	6.54%	287,000.00	7.38%
Priyanka Fincap Pvt. Ltd.	254,800.00	5.80%	254,800.00	6.55%
Vimal Sodhani	452,250.00	10.30%	452,250.00	11.62%
Pankaj Bhargava	196,760.00	4.50%	196,760.00	5.06%
<b>Total</b>	<b>3,607,820.00</b>	<b>82.16%</b>	<b>3,404,580.00</b>	<b>87.49%</b>

**11. Other Equity As on 31-Mar-2020**

Particulars	DSIR Project	Security Premium	Preference Share Capital	Retained earnings	Total Other Equity
<b>Balance at on 31-March-2018 after Ind AS Adjustments</b>	<b>2,000,000</b>	<b>24,687,000</b>	-	<b>(46,834,806)</b>	<b>(20,147,806)</b>
Addition / Reduction during the year	-	-	11,000,000	-	<b>11,000,000</b>
Profit/ (Loss) for the Year	-	-	-	2,830,018	<b>2,830,018</b>
<b>Closing balance as on 31-March-2019</b>	<b>2,000,000</b>	<b>24,687,000</b>	<b>11,000,000</b>	<b>(44,004,788)</b>	<b>(6,317,788)</b>
Addition / Reduction during the year	-	-	(5,000,000)	-	<b>(5,000,000)</b>
Profit/ (Loss) for the Year	-	-	-	4,913,859	<b>4,913,859</b>
<b>Closing balance as on 31-March-2020</b>	<b>2,000,000</b>	<b>24,687,000</b>	<b>6,000,000</b>	<b>(39,090,930)</b>	<b>(6,403,930)</b>

**Explanatory Notes:**

Details regarding DSIR Project is not available with us

**12. Borrowings**

Particulars	As on 31-Mar-2020		As on 31-Mar-2019	
	Non-Current	Current	Non-Current	Current
Term Loan - From Banks	1,240,218	17,500,000	1,378,781	17,500,000
Term Loan - Others	2,033,518	12,640,839	3,223,799	9,336,362
Bank - Cash Credit	-	18,820,614	-	21,954,621
<b>Total</b>	<b>3,273,736</b>	<b>48,961,453</b>	<b>4,602,580</b>	<b>48,790,983</b>

Notes:

**Bank of India Term Loan**

- Nature :- Secured Loan  
 Purpose :- Manufacturing of fibre glass Reinforced Plastic (FRP) Fans for industrial use  
 Repayment :- Interest monthly/ Principal Quarterly  
 Period/Interest :- 48 months / 11.50%  
 Security :- Mortgage of Fixed Assets Comprising Lease hold land, Plant & machinery and Building shed constructed.  
 Hypothecation of Stocks and Book Debts

**National Small Industries Corporation Limited - Term Loan Others**

- Nature :- Secured Loan  
 Purpose :- Procurement of Raw Material namely-Resin, Roving, Woven Roving, C.S.M., Hardener, Acceleter, Pigments etc.  
 Period/Interest :- Repayment upto 90 days/ 12.95%  
 Repayment between 90 days to 270 days/ 12.95%+0.75% of every cycle of 90 days  
 Repayment after 271 days/ 12.95%+1% of every cycle of 90 days  
 Security :- Bank Guarantee of INR 130 lacs

**Unsecured Loan from Directors and Associated concern - Term Loan Others**

(Considered as Interest free)

Sr. No.	Name of Related parties	Relationship	Opening Balance	Closing Balance (Rs.)
1	Mr. Sandeep Badjatia	Director	1,750,225	-
2	Impact Fans and Cooling Systems Ltd	Sister Concern	1,672,710	1,550,603

**Bank of India Cash Credit Limit**

- Nature :- Secured Loan  
 Purpose :- Manufacturing of fibre glass Reinforced Plastic (FRP) Fans for industrial use  
 Repayment :- Demand loan  
 Period/Interest :- 48 months / 11.50%  
 Security :- Mortgage of Fixed Assets Comprising Lease hold land, Plant & machinery and Building shed constructed.  
 Hypothecation of Stocks and Book Debts

**13. Trade Payables**

Particulars	As on 31-Mar-2020		As on 31-Mar-2019	
	Non-Current	Current	Non-Current	Current
For Consultancy	-	767,294	-	313,884
For Job Work	-	1,097,704	-	1,155,476
For Materials	-	22,063,716	-	24,285,402
For Service	-	651,465	-	492,724
For Transportation	-	3,597,687	-	4,791,973
For Miscellaneous / (Receivable)	382,056	726,315	382,056	224,828
Advance From Debtors	-	1,687,513	-	996,815
<b>Total</b>	<b>382,056</b>	<b>30,591,694</b>	<b>382,056</b>	<b>32,261,102</b>

@ The Company has not received the required information from Suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been made.

**14. Deferred Tax (Net)**

<b>Particulars</b>	<b>As on 31-Mar-2020</b>	<b>As on 31-Mar-2019</b>
Opening Deferred Tax Liability	4,327,728	4,513,298
Current Year Timing Difference	(4,673,963)	(185,570)
<b>Total Deferred tax Liability/(Asset)</b>	<b>(346,236)</b>	<b>4,327,728</b>

**15. Other Current Liabilities**

<b>Particulars</b>	<b>As on 31-Mar-2020</b>		<b>As on 31-Mar-2019</b>	
	<b>Non-Current</b>	<b>Current</b>	<b>Non-Current</b>	<b>Current</b>
<b>Statutory Dues Payable</b>				
Employee Related	-	664,975	-	422,790
CGST & SGST	-	-	-	2,441,032
Sales Tax / (Receivable)	-	134,216	-	134,216
TDS	-	466,947	-	407,627
Income Tax Payable	-	582,640	-	630,005
Provision for gratuity	2,102,148	285,004	-	-
<b>Expenses Payable</b>				
Audit Fees payable	-	-	-	226,386
Director's Sitting Fees	-	63,000	-	21,000
Salary Payable	-	1,243,470	-	643,225
Tour Expenses - Employee / (Receivable)	-	710,152	-	176,342
Electricity expenses Payable	-	26,000	-	-
Advance to Parties / (Payable)	-	-	-	14,412
<b>Total</b>	<b>2,102,148</b>	<b>4,176,404</b>	<b>-</b>	<b>5,117,035</b>

**16. Revenue From Operations**

<b>Particulars</b>	<b>For Period Ending 31-Mar-2020</b>	<b>For Period Ending 31-Mar-2019</b>
<b>Fan Sales</b>		
Domestic	1,692,150	4,826,225
Export	11,826,851	50,808,701
SEZ	967,500	1,097,153
IGST Sales	41,318,497	105,034,604
Less: Sales Return	-	(611,600)
Packing & Forwarding	75,000	785,400
<b>Total</b>	<b>55,879,998</b>	<b>161,940,483</b>

**17. Other Income**

<b>Particulars</b>	<b>For Period Ending 31-Mar-2020</b>	<b>For Period Ending 31-Mar-2019</b>
Consultancy Income	15,000	855,000
<u>Interest Income</u>		
MPSEB	3,200	3,593
Deposit with bank	252,796	82,644
Creditors Written Back	2,885	916,775
Prior period item (Income) (NET)	85,320	-
Foreign Exchange Gain	3,291,588	-
ROUND OFF	52	-
<b>Total</b>	<b>3,650,841</b>	<b>1,858,012</b>

**18. Cost of Material Consumed**

<b>Particulars</b>	<b>For Period Ending 31-Mar-2020</b>	<b>For Period Ending 31-Mar-2019</b>
<b>Opening Stock of RM</b>	<b>19,124,581</b>	<b>24,946,041</b>
<b>Add:</b>		
<b>Purchases</b>		
Manufacturing	26,132,467	63,894,973
Electrical	80,939	146,339
Packing & Forwarding	959,119	2,647,174
<b>Manufacturing Expenses</b>		
Job Work Charges	15,111,866	24,985,927
Transporation	3,723,164	8,253,275
Rent	485,498	200,000
Other Expenses	117,945	42,321
Power & Fuel	259,335	367,162
<b>Less:</b>		
<b>Closing Stock of RM</b>	<b>1,014,692</b>	<b>19,124,581</b>
<b>Total</b>	<b>64,980,222</b>	<b>106,358,631</b>

**19. Changes in Inventories of Finished Goods & Work In Progress**

<b>Particulars</b>	<b>For Period Ending 31-Mar-2020</b>	<b>For Period Ending 31-Mar-2019</b>
Closing Stock Of Finished Goods & Work In Progress	40,334,640	6,048,889
Opening Stock Of Finished Goods & Work In Progress	6,048,889	38,560,553
<b>Total</b>	<b>(34,285,751)</b>	<b>32,511,664</b>

**20. Employee benefits expense**

<b>Particulars</b>	<b>For Period Ending 31-Mar-2020</b>	<b>For Period Ending 31-Mar-2019</b>
Salaries & Wages	8,709,530	4,116,975
Welfare Expense	249,231	15,192
Bonus	357,324	335,764
Gratuity	2,387,152	-
Director Remuneration	1,475,808	1,362,944
<b>Total</b>	<b>13,179,045</b>	<b>5,830,875</b>

**21. Finance costs**

<b>Particulars</b>	<b>For Period Ending 31-Mar-2020</b>	<b>For Period Ending 31-Mar-2019</b>
Interest Expense	5,871,758	5,129,115
Commission & Other Charges	2,570,452	1,296,410
<b>Total</b>	<b>8,442,210</b>	<b>6,425,525</b>

**22. Other Expenses**

<b>Particulars</b>	<b>For Period Ending 31-Mar-2020</b>	<b>For Period Ending 31-Mar-2019</b>
<b><u>Administrative Expense</u></b>		
Professional & Consultancy		
Internal Audit fees	150,000	-
Consultancy Charges	-	530,000
Legal Fees	945,177	1,799,555
Travelling Exp	1,483,165	2,277,203
Foreign Exchange (Gain) / Loss	-	43,043
Business Promotion	55,651	402,767
Debtors Write - Off	-	273,410
Repairs & Maintenance	324,980	137,932
Duties, Rates & Taxes	-	761,891
Insurance Expenses	46,595	100,379
Discount	216,178	97,275
Miscellaneous Expense	2,113,089	1,082,707
<b><u>Payment to Auditor</u></b>		
Audit Fees	75,000	87,683
Tax audit fees	25,000	-
<b>Total</b>	<b>5,434,835</b>	<b>7,593,845</b>

**Note 23. FAIR VALUE MEASUREMENTS**

**a) Financial instruments by category**

PARTICULARS	March,31, 2020			March,31, 2019		
	FVOCI	Amortised Cost	Cost	FVOCI	Amortised Cost	Cost
<b>Financial Assets</b>						
Investments	20,050			20,050		
Loans		343,379			-	
Trade Receivable		62,161,275			80,922,189	
Cash and cash equivalents		116,884			309,679	
Other Current Financial Assets		2,652,723			2,055,207	
<b>Total</b>	<b>20,050</b>	<b>65,274,261</b>	<b>-</b>	<b>20,050</b>	<b>83,287,075</b>	<b>-</b>
<b>Financial Liabilities</b>						
Borrowings		52,235,189			53,393,563	
Trade Payables		30,973,750			32,643,158	
Other current financial liabilities		4,176,404			5,117,035	
<b>Total</b>	<b>-</b>	<b>87,385,343</b>	<b>-</b>	<b>-</b>	<b>91,153,756</b>	<b>-</b>

**FAIR VALUE HIERARCHY**

(a) This section explain the judgements and estimates made in determining the fair values of the financial instruments. To provide an indication about the reliability of the inputs used in determining fair value. The Company has classified its financial instruments into the three levels prescribed under the accounting standard

**Financial assets and liabilities measured at fair value**

PARTICULARS	March,31, 2020			March,31, 2019		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
<b>Financial Assets</b>						
Investments	20,050		-	20,050		-
Loans			343,379			-
Trade receivable			62,161,275			80,922,189
Cash and Cash Equivalents			116,884			309,679
Others Financial assets			2,652,723			2,055,207
<b>Financial Liabilities</b>						
Short term borrowings			52,235,189			53,393,563
Trade Payable			30,973,750			32,643,158
Other financial liabilities			4,176,404			5,117,035

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price.

**Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and

rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

**Valuation technique used to determine fair value**

Specific valuation techniques used to value financial instruments includes:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of forward foreign exchange contracts is determined using forward exchange rate at the balance sheet date.
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

All the resulting fair value estimates are included in level 2 or level 3, where the fair value have been determined based on present values and the discount rates used were adjusted for counterparty or own credit risk.

**Parag Fans And Cooling Systems Limited**

NOTES FORMING PART OF THE FINANCIAL STATEMENT AS AT 31ST MARCH, 2020

**Fair value Estimations**

Estimated fair value disclosures of financial instruments are made in accordance with the requirements of Ind AS 107 "Financial Instruments:Disclosure" Fair value is defined as the amount at which the instrument could be exchanged in a current transaction between knowledgeable willing parties in a arm's length trasaction other than in forced or liquidation sale. As no readily available market exists for a large part of the Company's Financial instruments, judgement is necessary in arriving at fair value, based on current economic conditions and specific risk attributable to the instrument. The estimates presented herein are not necessarily indicative of the amount the Company could realise in a market exchange from the sale of its full holding or a particular instrument.

**Dividend/Interest-bearing investments**

Fair value is calculate based on discounted expected future principles and interest cash flows. The carrying amount on the Company's investment are valued at fair value on the basis of fair market rate with reference to the investment with similar credit risk level and maturity period at the reporting date.

**Trade & other receivable / Payables**

The management assessed that Trade Receivables, Cash and Cash equivalents, Bank Balances, Deposits, other non derivative current financial assets, Short term borrowings, Trade payables, Non derivative Current Financial Liabilities approximate their carrng amount largely due to the short-term maturities of these intruments.

There are no transfers between level 1 and level 2 during the year

As per our Report of Even Date

**FOR A K P S & CO.**  
Chartered Accountants  
FRN-009710C

**FOR AND ON BEHALF OF BOARD OF DIRECTORS OF  
PARAG FANS & COOLING SYSTEMS LIMITED**

**CA (DR)ASHOK PAHWA**  
PARTNER  
Mem No.077665

**SURENDRAKUMAR BADJATIA**      **DEEPAK PAGNIS**  
DIRECTOR                                      DIRECTOR  
DIN: 07501398                                      DIN: 02566436

Place : Indore  
Date : 03/09/2020

(Company Secretary)  
Date : 03/09/2020

# **Parag Fans & Cooling Systems Limited**

## **24A. Corporate Information**

Parag Fans and Cooling Systems Limited (“the Company”) is a listed entity incorporated in India. The registered office of the company is located at Plot no. 1/2B & 1B/3A, Industrial Area no. 1, A.B. Road, Dewas – 455 001 (MP), India.

The company is engaged in manufacturing of High-Efficiency Axial Flow FRP (Fibre Glass Reinforced Plastic) Fans and other related components.

## **24B. Significant Accounting Policies**

### **Basis of preparation of Financial Statement**

These financial statements are prepared in accordance with Indian Accounting Standard (Ind AS), under the historical cost convention on the accrual basis except for certain financial assets and liabilities which are measured at fair value (disclosed through the explanatory notes wherever applicable), the provisions of the Companies Act, 2013 (“the Act”) (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

Ind AS 115 Revenue from Contracts with Customers became mandatory for reporting periods beginning on or after 01 April 2019 replaces the existing revenue recognition standards. The Company has applied the Cumulative Catch-Up approach and accordingly has included the impact of Ind AS 115 applicable to the Financial Statements.

With effect from 1st April, 2019, Ind AS 116 – “Leases” (Ind AS 116) supersedes Ind AS 17 – “Leases”. The Company has adopted Ind AS 116 using the prospective approach. The application of Ind AS 116 has resulted into recognition of ‘Right-of-Use’ asset with a corresponding Lease Liability in the Balance Sheet.

## **Summary of Significant Accounting Policies**

### **Property, plant and equipment and capital work-in-progress**

Property, plant and equipment are stated at cost, net of net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit and Loss for the period in which such expenses are incurred.



Capital work-in-progress comprises of property, plant and equipment that are not ready for their intended use at the end of reporting period and are carried at cost comprising direct costs, related incidental expenses, and other directly attributable costs and borrowing costs.

Gains or losses arising from de-recognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

Depreciation on Property, plant and equipment is provided using written down value method based on the useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 except in respect of the following assets, where useful life is different than those prescribed in Schedule II;

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively.

### **Intangible assets**

Intangible assets are stated at cost, net of accumulated amortisation and impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Gains or losses arising from de-recognition of intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

Amortisation of intangible asset is calculated on pro rata basis on straight-line method using the useful lives of the assets and in the manner prescribed in Schedule II of the Companies Act, 2013.

### **Leases**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement in exchange for consideration. A lease is classified at the inception date as a finance lease or an operating lease.

A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease. Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases.

### **Company as a Lessee**

Operating lease payments are recognised as an expense in the Statement of Profit and Loss as per the contractual terms over the lease period.

Finance lease are capitalised at the commencement of the lease and depreciated over the period of lease.

### **Company as a Lessor**

Lease receipts are recognised as income in the statement of profit and loss when the right to receive lease instalment arises which is as per the terms of the contract. **Finance cost**

Borrowing cost includes interest, exchange differences arising from the foreign currency borrowings and amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

### **Impairment of Non-Financial Assets**

The carrying amounts of assets are reviewed at each Balance sheet date. If there is any indication of impairment based on internal / external factors, Impairment Loss is provided to the extent the carrying amount of assets exceeds their recoverable amount. Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Net selling price is the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal. Impairment losses are recognised in the Statement of Profit and Loss.

### **Non-Current Assets Held for Sale**

The Company classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. The Company is committed to the sale expected within one year from the date of classification (Disclosed through explanatory notes wherever applicable).

Non-current assets held for sale are measured at the lower of their carrying amount and the fair value less costs to sell (Disclosed through explanatory notes wherever applicable). Assets and liabilities classified as held for sale are presented separately in the Balance sheet (wherever applicable). Property, plant and equipment and intangible assets once classified as held for sale are not depreciated or amortised.

### **Research and Development Expenditure**

Revenue expenditure pertaining to research is charged to Statement of Profit and Loss. Development costs of product are charged to Statement of Profit and Loss unless a product's technological and commercial feasibility has been established, in which case such expenditure is capitalized.

### **Inventories**

Raw materials, traded goods, work in progress, finished goods, packing materials, project material for long term contracts, and stores and spares are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

The stock of scrap materials is taken at net realisable value.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

## **Revenue recognition**

Revenue from contract with customers against sale of goods, Consultancy contracts and its related provision of services.

The Company satisfies a performance obligation and recognizes revenue over time, if one of the following criteria is met:

- a) The Company's performance does not create an asset with an alternate use to the Company and the Company has as an enforceable right to payment for performance completed to date.
- b) The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced.
- c) The customer simultaneously receives and consumes the benefits provided by the Company's performance as the Company performs

For performance obligations where one of the above conditions are not met, revenue is recognized at a point in time at which the performance obligation is satisfied.

When the Company satisfies a performance obligation by delivering the promised goods or services it creates a contract based asset on the amount of consideration earned by the performance. Where the amount of consideration received from a customer exceeds the amount of revenue recognized this gives rise to a contract liability. In case of multiple performances obligation revenue for each performance obligation is recognized when it is satisfied.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes and duty.

Revenue in other cases is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue and costs, if applicable, can be measured reliably.

## **Sale of goods**

Performance obligation in case of Revenue from sale of goods is satisfied at a point in time and is recognized when the performance obligation is satisfied and control as per Ind AS 115 is transferred to the customer. The Company collects GST on behalf of the Government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue. Revenue is disclosed net of discounts, incentives and returns, as applicable.

## **Interest income**

Interest income is recognised on accrual basis.

## **Dividend Income**

Dividend income is recognised as and when company's right to receive the amount has been established.

## **Foreign Currency Translation**

The Company's Financial Statements are presented in Indian rupee (INR) which is also the Company's functional currency.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate prevailing at the date of transaction.

### **Measurement of foreign currency item at the Balance sheet date**

Foreign currency monetary assets and liabilities denominated in foreign currency are translated using the closing rate and Non monetary items are not reinstated on reporting date.

### **Exchange differences**

Exchange differences arising on settlement or translation of monetary items are recognised as income or expense in the Statement of Profit and Loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

### **Employee benefits**

#### **a) Short Term Employee benefits**

All short-term employee benefits such as salaries, incentives, special awards, medical benefits which are expected to be settled wholly within 12 months after the end of the period in which the employee renders the related services which entitles him to avail such benefits are charged to the Statement of Profit and Loss.

#### **b) Defined contribution plans**

Retirement benefit in the form of provident fund and 'Employer-Employee Scheme' are defined contribution schemes. The Company recognises contribution payable to the provident fund and 'Employer Employee' scheme as expenditure, when an employee renders the related service. The Company has no obligation, other than the contribution payable to the funds. The Company's contributions to defined contribution plans are charged to the Statement of Profit and Loss.

**Defined benefit plan** – The Company pays gratuity to the employees who have completed five years of service at the time of resignation / superannuation.

### **Tax expenses**

#### **Current tax**

Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

#### **Deferred tax**

Deferred tax is provided using the temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred income tax is measured using the tax rates and the tax laws enacted or substantially enacted at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for deductible temporary differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

At each reporting date, the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax asset to the extent that it has become reasonably certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

### **Earnings per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effect of all potentially dilutive equity shares.

### **Provisions, contingent liabilities and capital commitments**

A provision is recognised when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the Statement of Profit and Loss.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the Financial Statements.

Capital Commitments includes the amount of purchase orders (net of advances) issued to parties for completion of assets.

## **Cash and cash equivalents**

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand, cheques in hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purposes of cash flow statement consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

## **Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity

### **Financial assets**

#### **Initial recognition and measurement**

All financial assets are recognised initially at fair value. In the case of financial assets not recorded at fair value through Statement of Profit and Loss, Loss; it is recorded at transaction costs that are attributable to the acquisition of the financial asset.

Financial assets are classified at the initial recognition as financial assets measured at fair value or as financial assets measured at amortised cost.

#### **Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified in two broad categories:

- Financial assets at amortised cost
- Financial assets at fair value

Where assets are measured at fair value, gains and losses are either recognised entirely in the Statement of Profit and Loss (i.e., fair value through Statement of Profit and Loss), or recognised in other comprehensive income (i.e., fair value through other comprehensive income).

#### **Financials assets carried at amortised cost**

A financial asset that meets the following two conditions is measured at amortised cost (net of Impairment), unless the asset is designated at fair value through Statement of Profit and Loss under the fair value option.

**Business Model test:** The objective of the Company's business model is to hold the financial asset to collect the contractual cash flow.

**Cash flow characteristics test:** The contractual terms of the financial assets give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

#### **Financial assets at fair value through other comprehensive income**

Financial asset is subsequently measured at fair value through other comprehensive income if it is held with in a business model whose objective is achieved by both collections contractual cash flows and selling financial assets and the contractual terms of the financial assets give rise on

specified dated to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### **Financial asset at fair value through profit or loss**

A financial asset which is not classified in any of the above categories is subsequently fair valued through Statement of Profit and Loss.

### **De-Recognition**

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised when:

- a) The rights to receive cash flows from the asset have expired, or
- b) The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

### **Impairment of financial assets**

The Company assesses impairment based on expected credit losses (ECL) model for the following:

- a) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18.
- b) Other financial assets such as deposits, advances etc.

The Company follows 'simplified approach' for recognition of impairment loss on trade receivables or contract revenue receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

### **Financial liabilities**

#### **Initial recognition and measurement**

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

## **Subsequent Measurement**

The measurement of financial liabilities depends on their classification, as described below:

### **Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

### **Gains or losses on liabilities held for trading are recognised in the profit or loss**

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risk is recognized in OCI. This gains/loss is not subsequently transferred to Profit and Loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

### **Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at the rate of the instrument.

### **De-Recognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

### **Government Grants**

The financial books show a grant received from the Government authorities. The company has not amortized the grant as there are no sufficient documents to substantiate the systematic basis and to ascertain the related cost for which the grant was received.

### **Offsetting**

Financial assets and financial liabilities are offset and the net amount is presented in the Balance Sheet when, and only when, the company has a legally enforceable right to set off the amount and it intends, either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

### **Global Health Pandemic COVID-19**

The outbreak of Corona virus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. In many countries, businesses are being forced to cease or limit their operations for long or indefinite periods of time. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered significant disruptions to businesses worldwide, resulting in an economic



slowdown. COVID19 is significantly impacting business operation of the companies, by way of interruption in production, supply chain disruption, unavailability of personnel, closure/lockdown of production facilities etc. On 24th March, 2020, the Government of India ordered a nationwide lockdown for 21 days which further got extended till 3rd May, 2020 to prevent community spread of COVID-19 in India resulting in significant reduction in economic activities. Further, during March 2020/April 2020, there has been significant volatility in oil prices, resulting in uncertainty and reduction in oil prices.

In assessing the recoverability of Company's assets such as Investments, Loans, intangible assets, Goodwill, Trade receivable etc. the Company has considered internal and external information. The Company has performed sensitivity analysis on the assumptions used basis the internal and external information/indicators of future economic conditions, the Company expects to recover the carrying amount of the assets.

### Significant accounting judgements, estimates and assumptions

In the course of applying the policies outlined in all notes, the Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period, if the revision affects current and future periods.

#### **Judgements**

In the process of applying the Company's accounting policies, management has made the fundamental judgements, which have the most significant effect on the amounts recognised in the Financial Statements.

#### **Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are considered by the company while preparation of Financial Statements. The Company based its assumptions and estimates on parameters available when the Financial Statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

## Standards issued but not effective

The Company has applied the Companies (Indian Accounting Standards), Amendment Rules 2019 which is effective from 01 April 2019, while preparing the restated Ind AS financial statements.

Accordingly, the Company has applied the standards and interpretations issued which are not effective to the reporting period presented. Thus, all the Ind AS applicable till date have been applied, and there are no standards which are issued but not yet effective.

*For: A K P S & Co*  
Chartered Accountants  
(Firm Registration No. 009710C)

*For and on behalf of the Board of directors of*  
**Parag Fans and Cooling Systems Limited**

**Dr Ashok Kumar Pahwa**  
**Partner**  
**M. No. 077665**

<b>Surendrakumar Badjatia</b>	<b>Deepak Pagnis</b>
<b>Director</b>	<b>Director</b>
<b>DIN: 07501398</b>	<b>DIN: 02566436</b>

Place : Indore  
Date : 03/09/2020

Place: Dewas  
Date: 03/09/2020

## Parag Fans And Cooling Systems Limited

### 25. Notes to Financial Statements- Other Disclosures as per Various IND-AS

#### 1. Funding Pattern of the Company

Parag Fans and Cooling Systems Ltd. is incorporated under the Companies Act, 2013 as a Listed Company in the Metropolitan Stock Exchange. The company is funded through its shares as under;

Sr. No	Type Of Shares	Voting Rights	Amount as on 31-Mar-2020
1	Equity Shares	With Voting Rights	4,39,12,000.00
2	Preference Shares	Without Voting Rights	60,00,000.00
<b>TOTAL</b>			4,99,12,000.00

#### 2. Contingent Liabilities: NIL

#### 3. Contingent Assets: Nil

#### 4. Commitments:

- Capital Commitments: NIL
- Other Commitments: Nil

#### 5. Payment to Statutory Auditors and Tax Auditors

Sr. No	Particulars	2019-20	2018-19
1	Audit Fees	75000.00	75000.00
2	Tax Audit Fees	25000.00	-

#### 6. Details of Foreign Currency not hedged by a derivative instrument or otherwise

Sr. No	Particulars	Currency	As on 31-Mar-2020	As on 31-Mar-2019
1	Borrowings	NA	NIL	NIL
2	Sundry Creditors	NA	NIL	NIL
3	Sundry Debtors	USD	5,16,665.63	4,28,982.00

#### 7. Additional Information pursuant to Schedule III of the Companies Act, 2013

Sr. No	Particulars	2019-20	2018-19
<b>A</b>	<b>Value of Imports Calculated on CIF;</b> Raw Materials Stores & Spares Capital Goods	<b>NO MATERIAL IMPORTED DURING THE YEAR</b>	<b>NO MATERIAL IMPORTED DURING THE YEAR</b>
<b>B</b>	<b>Expenditure in Foreign Currency;</b> Professional & Consultancy Fees Travel Contractual Obligations Others	<b>NIL</b>	<b>NIL</b>
<b>C</b>	<b>Earnings in Foreign Exchange;</b> Sales of Goods	<b>1,68,206.00 USD</b>	<b>6,07,882.00 USD</b>
<b>D</b>	<b>Value of Components, Spare Parts</b> Imported Indigenous	<b>NIL</b>	<b>NIL</b>

**8. Some of the Debit / Credit Balances of parties are subject to confirmations & reconciliations, consequential impact thereof is as under;**

Sr. No	Particulars	Debit Balance as on 31-Mar-2020	Credit Balance as on 31-Mar-2020
1	Total Trade Receivables (Dr.) / Payables (Cr.) as per Financial Statements – Rs.	62,161,275	30,946,750
2	Balance Confirmations received for – Rs.	NIL	NIL
3	Percentage of Confirmations Received – (2 / 1) x 100	NA	NA

**9. Information in respect of Micro, Small & Medium Enterprises;**

Sr. No	Particulars	2018-19	2017-18
1	Amount remaining unpaid to any supplier – <ul style="list-style-type: none"> <li>• Principle</li> <li>• Interest</li> </ul>	<b>DETAILS OF MSME UNIT IS NOT AVIALABLE WITH THE COMPANY HENCE WE ARE NOT COMMENTING ON THE SAME</b>	
2	Amount of interest paid in terms of section 16 of the Micro, Small & Medium Enterprises Development Act, 2006 along with the amount paid to the supplier beyond the appointed day		
3	Amount of interest due and payable for the period of delay in making payment but without adding interest specified under Micro, Small & Medium Enterprises Development Act, 2006		
4	Amount of interest accrued and remaining unpaid		

**Disclosure requirements of Indian Accounting Standards**

**10. Disclosure in respect of Indian Accounting Standard 1 – Presentation of Financial Statements**

**Capital Management**

The primary objective of the company's capital management is to maximise the shareholder value. The company monitors its capital management using Debt Equity Ratio, which is long term debt divided by total owner's capital. Debt Equity Ratio is as under;

Particulars	As on 31-Mar-2020	As on 31-Mar-2019
<b>Total Debt – a</b>	<b>5,02,01,671.00</b>	<b>5,01,68,940.00</b>
<b>Total Equity (INCLUDING INT FREE UNSECURED LOANS FROM DIRECTORS AND SISTER CONCERNS – b</b>	<b>3,95,41,588.00</b>	<b>3,25,94,212.00</b>

<b>Debt : Equity Ratio – (a/b)</b>	<b>1.27</b>	<b>1.54</b>
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For the purpose of the company's capital management, capital includes issued capital and reserves. Debt includes long term loans and borrowings.

#### **11. Disclosure in respect of Indian Accounting Standard 115 – Revenue from Contracts with Customers**

IND AS 115, Revenue from contracts with customers deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognised when a customer obtains control of a promised good or service and thus has the ability to direct the use and obtain the benefits from the good and service in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services.

As informed by the management the revenue is recognised as and when the performance obligation is satisfied. In absence of contract, the company is not in a position to disclose the transaction price of the contract, payment terms, etc..

#### **12. Disclosure in respect of Indian Accounting Standard 19 – Employee Benefits**

General description of the various defined employee benefits is as under;

##### **Provident Fund**

Company's provident fund is managed by regional provident fund commissioner. The company pays fixed contribution to provident fund at a pre-determined rate. The liability is recognised on accrual basis.

#### **13. Disclosure in respect of Ind AS 21 – The Effects of Changes in Foreign Exchange Rates**

The amount of exchange difference (net) disclosed in the Statement of Profit & Loss is Rs.32.91 Lacs(P.Y Rs.NIL)

#### **14. Disclosure in respect of Ind AS 24 – Related Party Disclosures**

1. Key Management Persons;
  - Mr. Sandeep Badjatia
  - Mr. Umesh Nambiar
  - Mr. Deepak Pagnis
2. Disclosure of transactions with the Key Management Persons

<b>Particulars</b>	<b>2019-20</b>	<b>2018-19</b>
Salaries & Allowance	<u>1475808</u>	<u>1362944</u>

**15. Disclosure in respect of Ind AS 33 – Earnings per Share (Rs. In Lacs)**

Particulars	2019-20	2018-19
Profit after Tax as per Statement of Profit & Loss	<u>Rs. 49.13</u>	<u>Rs. 28.30</u>
<u>Weighted Average No. of Equity Shares</u>		
<u>Outstanding:</u>		
Basic	39.08	34.92
Diluted	45.08	34.92
Basic EPS	<u>1.26</u>	<u>0.81</u>
Diluted EPS	<u>1.09</u>	<u>0.80</u>

**16. Disclosures in respect of Indian Accounting Standard 107 - Financial Instruments: Disclosures**

The disclosures as set out in the Ind AS 107 are not relevant as company has no transactions which are subject to the treatments specified in the relevant standard.

**17. Disclosure in respect of Indian Accounting Standard 108 – Operating Segment**

The company does not have any operating segment within the definition or criteria as set out in the standard.

**18. Previous year's figures have been regrouped / rearranged / reclassified, wherever necessary, to make them comparable to the current year's presentation.**

*For: A K P S & Co*  
Chartered Accountants  
(Firm Registration No. 009710C)

*For and on behalf of the Board of directors of*  
**Parag Fans and Cooling Systems Limited**

**Dr Ashok Kumar Pahwa**  
**Partner**  
**M. No. 077665**

**Surendrakumar Badjatia**      **Deepak Pagnis**  
**Director**                              **Director**  
**DIN: 07501398**                      **DIN: 02566436**

Place: Indore  
Date: 03/09/2020

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