



**PARAG
FANS & COOLING
SYSTEMS LTD.**

CIN :U51102MP1991PLC006760

Date: March 6, 2024

To,
The Metropolitan Stock Exchange of India Ltd
Vibgyor Towers, 4th Floor, Plot No C 62, G-Block,
Opp. Trident Hotel, Bandra- Kurla Complex,
Mumbai-400098

Sub: Notice of Extra Ordinary General Meeting of Parag Fans And Cooling Systems Limited.

Dear Sir / Madam,

This is to inform you that the Extra Ordinary General Meeting of the members of Parag Fans And Cooling Systems Limited will be held on Saturday, March 30, 2024 at 11.30 a.m. at registered office of the company to transact the businesses as set out in the Notice of the Extra Ordinary General Meeting.

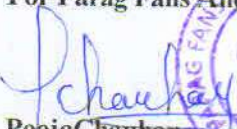
Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, any amendment made thereon the Company is offering e-voting facility to its members in respect of the businesses to be transacted at Extra Ordinary General Meeting. The cut-off date (i.e. the record date) for the purpose of e-voting is Saturday, March 23, 2024.

Notice of Extra Ordinary General Meeting is also available on the website of the Company i.e. www.paragfans.com

Please take the same on your record and acknowledge the receipt of the same.

Thanking You,
Yours Faithfully,

For Parag Fans And Cooling Systems limited


Pooja Chauhan
Company Secretary

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 to 117 Fax: 91-7272-, 400273,
E-mail: info@paragfans.com
Website: www.paragfans.com



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NOTICE

NOTICE is hereby given that the 1st Extra-Ordinary General Meeting for the financial year 2023-2024 of the members of **PARAG FANS AND COOLING SYSTEMS LIMITED** will be held at 1/2 & 1B/3A Industrial Area No. 1 A B road, Dewas, MP- 455001 on Saturday, March 30, 2024 at 11.30 A.M.to transact the following business:

SPECIAL BUSINESS: -

1. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY

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

"RESOLVED THAT pursuant to provisions of Section 61(1) (a) of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, and as per the articles of Association of the company, the consent of the shareholders of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing capital of Rs. 6,00,00,000/- (Rupees Six Crore Only) divided into 60,00,000(Sixty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs. 12,00,00,000/- (Rupees Twelve Crore Only)divided into 1,10,00,000(One Crore Ten Lakhs) Equity Shares of Rs. 10/- (Rupee Ten only) each and 10,00,000 (Ten Lakhs) Preference shares of Rs. 10/- (Rupee Ten only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms with the registrar of companies, Gwalior, Madhya Pradesh in order to give effect to the above resolution."

2. ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any Statutory modification or re-enactment thereof for the time being in force), the consent of the shareholders of the Company be and is hereby accorded to alter the existing Capital clause of the Memorandum of Association of the Company by way of substituting the existing clause V with the following new clause V:

- V. "The Authorized Share Capital of the Company is Rs. 12, 00, 00,000 (Rupees Twelve Crore Only) divided into 1,10,00,000(One Crore Ten Lakhs) equity Shares of Rs. 10/- (Rupee Ten Only) each amounting to Rs. 11,00,00,000/- (Rs. Eleven Crore Only) and 10,00,000(Ten

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Lakhs) Preference shares of Rs. 10/- (Rupee Ten only) each amounting to Rs. 1,00,00,000/- (Rupees One Crore Only).

The above capital can be increased and decreased with the company's regulation and statutory provision for the time being in force, in this behalf and with power to convert any paid up share into stock and re-convert any stock into paid up share of any denomination, consolidate and divide existing or any of them into share of large amount than its present value, sub divide existing or any of them into shares of large amount than its present value, sub-divide existing or any of them into shares of smaller amount than its presently fixed by the Memorandum & Article of Association, subject nevertheless to the provision of clause (d) of sub- section (1) of section 94 of the Companies Act, 1956 cancel any shares which at the date of the passing of the resolution, have not been taken or agreed to be taken, by any person.

RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby authorized to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms with the registrar of companies, Gwalior, Madhya Pradesh in order to give effect to the above resolution."

3. TO APPROVE THE ISSUE OF EQUITY SHARES AND COMPULSORY CONVERTIBLE PREFERENCE SHARES (CCPSS) ON PREFERENTIAL BASIS FOR CONSIDERATION CASH AND /OR OTHER THAN CASH (SHARE SWAP):

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

RESOLVED THAT pursuant to the provisions of Section 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 as amended ("Companies Act") read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), and subsequent amendments thereto, including but not restricted to the (SEBI ICDR Regulations), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") and amendments thereto as in force and subject to other applicable rules, regulations and guidelines of the Securities and Exchange Board of India ("SEBI") ("SEBI Regulations") and the stock exchanges where the shares of the Company are listed ("Stock Exchanges") and enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into between the Company and the Stock Exchanges and subject to requisite approvals, consents, permissions and/or sanctions if any, of the Stock Exchanges and other appropriate authorities as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter, referred to as the 'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot up to 44,60,000 (Forty Four Lakhs Sixty Thousand) equity shares of face value of Rs. 10/- (Rupees Ten) each aggregating to 4,46,00,000 (Four crore Forty-Six Lakhs) and 8,40,000 (Eight Lakh Forty

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Thousand)Compulsory Convertible Preference Shares (“CCPS”) of Face value Rs. 10/- (Rupees Ten only) aggregating to Rs. 84,00,000 (Eighty-Four Lakh)to the Promoters/ Promoter Group and other than promoters at a price of Rs. 10 each as determined in accordance with Regulation 164 read with 166A of SEBI ICDR Regulations, to the following persons, for partial consideration in other than cash (share swap), being discharge of total purchase consideration of Rs. 5,30,00,000 (Rupees Five Crore Thirty Lakh) for the acquisition of 675000 equity shares ("Sale Shares") of Impact Fans and Cooling Systems Limited from the proposed allottees of the Promoter and Promoter Group at a price of Rs. 60 (Rupees Sixty Only) per Equity share and partial consideration in Cash , in one or more tranches and on such terms and conditions and in such manner, as the Board may in its absolute discretion deem fit, in the matter as mentioned below:

Sr. No.	Name of the Proposed Allottees	No. of Equity Shares proposed to be allotted	No. of CCPSs proposed to be allotted	Nature of Consideration	Name of the Ultimate Beneficiaries/ Owners	Allottee is QIB/MF/FI /Trust/Banks
Promoter/ Promoter Group						
1.	Mr. Sandeep Badjatya	27,60,000	6,90,000	Swap of shares	NA	NA
2.	Mrs. Rukmini Badjatia	4,50,000	1,50,000	Swap of shares	NA	NA
Total		32,10,000	8,40,000			
Non- Promoter						
1.	Mrs. Rashmi Pagnis	10,000	----	Cash	NA	NA
2.	Mrs. Bindu Nambiar	10,000	----	Cash	NA	NA
3.	Ms. Therese Patterson Grefer	12,30,000	-----	Cash	NA	NA
Total		12,50,000	8,40,000			

“RESOLVED FURTHER THAT in accordance with the provisions of SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be 28th February, 2024 being the working day immediately preceding the date 30 (thirty) days prior to the date of General Meeting to approve this offer.”

RESOLVED FURTHER THAT the equity shares to be allotted to the proposed allottee pursuant to the aforesaid allotment, shall rank pari-passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs.10/- (Rupees Ten) each of the Company, to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

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RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the proposed allottee in dematerialised form within a period of 15 days from the date of passing of this resolution 3 provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock-in (if any, required) as provided under the provisions of Chapter VII of the SEBI (ICDR) Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT subject to the provisions of the SEBI Regulations and other applicable laws, the Board be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including ratio of swap of shares, as may deem expedient.

“RESOLVED FURTHER THAT the Company hereby takes note of the certificate from M/s. Neelesh Gupta & Co (Practicing Company Secretary) certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid equity shares and listing of the equity shares with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares and to do all acts, deeds and things in connection therewith and incidental thereto, as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities, including the issue and allotment of the equity shares, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications, etc., with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

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4. APPROVAL OF RELATED PARTY TRANSACTION

To consider and, if thought fit, to pass, the following resolution with or without modifications, if any as a Ordinary Resolution:

“RESOLVED THAT Pursuant to the provisions of Section 188, and other applicable provisions of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable Regulations of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, as amended from time to time, and based on the recommendation of the Audit Committee of Directors, the consent of the shareholders be and is hereby accorded to the Board (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into any and all transactions/contracts/arrangements with the 'related party' as defined in section 188 of the Companies Act and Regulation 2(zb) of the Listing Regulation including the transaction relating to, purchase from and/or sale of any shares and other securities by the Company, or any combination thereof, etc. on such terms and conditions as the Board in its absolute discretion may deem fit provided however that the aggregate amount/value of all such transactions/contracts/arrangements that may be entered into and remaining outstanding at any time shall not exceed Rs. 10 Crores with each related party respectively including swap of shares during any Financial year as mentioned in the explanatory Statement forming part of the Notice. .”

RESOLVED FURTHER that the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution

RESOLVED FURTHER that all actions taken by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

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For Parag Fans and Cooling Systems Limited

Place: Dewas

Date: March 05, 2024

Registered Office:

1/2 & 1b/3a Industrial Area No. 1

A B Road, Dewas, MP- 455001

CIN: U51102MP1991PLC006760

Tel: 7272 – 425102 / 425104

E-mail: info@paragfans.com

Website: www.paragfans.com

**Sd/-
Pooja Chauhan**

Company Secretary

Regd. Office and Works:

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Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER.
2. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the meeting.
3. A person can act as proxy on behalf of Members not exceeding fifty in number and holding in aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. In case of a Member holding more than ten per cent of the total share capital of the Company carrying voting rights, such a Member may appoint a single person as proxy, who however shall not act as proxy for any other person or shareholder.
4. Members / Proxies should bring the Attendance Slip duly filled in and signed for attending the meeting. Corporate Members intending to send their authorized representatives are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the ensuing Extra-Ordinary General Meeting so as to reach the Company on or before March 1, 2024.
5. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Shareholders seeking any information with regard to accounts are requested to write to the Company at least seven days in advance so as to enable the Company to keep the information ready.
8. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays during business hours of the Company up to the date of the Meeting.
9. Members are requested to send all communications concerning shares, change of address etc. to the Company's Registrar, Ankit Consultancy Pvt. Limited quoting their folio and reference no. Members are also requested to send their email address to the Company's Registrar.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company.
11. Non- Resident Indian Members are requested to inform Registrars and Transfer Agents, immediately of:
 1. Change in their residential status on return to India for permanent settlement.
 2. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

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12. Shareholders who are still holding physical share certificate(s) are advised to Dematerialize their shareholding to avail the benefits of Dematerialization.
13. Electronic copy of the Notice of EGM is being sent to all the members whose email IDs are registered with the Company for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice is being sent in the permitted mode.
14. Members may also note that the Notice of the Extra-Ordinary General Meeting will also be available on the Company's website www.paragfans.com for their download. The physical copies of the aforesaid Notice will also be available at the Company's Registered Office in Dewas for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post. For any communication, the shareholders may also send requests to the Company's investor email id:info@paragfans.com
15. Voting through electronic means.

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Extra-Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depositories Services (India) Limited (CDSL).

The Company has signed an agreement with Central Depositories Services (India) Limited (CDSL) for facilitating e-voting to enable the shareholders to cast their vote electronically.

The e-voting facility will be available during the following period:

Commencement of e-voting	From 9.00 a.m. (IST) on Wednesday, March 27, 2024
End of e-voting	Up to 5.00 p.m. (IST) on Friday, March 29, 2024

The cut-off date (i.e. the record date) for the purpose of e-voting is March 23, 2024.

Instructions and other information relating to e-voting are as under:

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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- (i) The voting period begins on 9.00 a.m. (IST) on Wednesday, March 27, 2024 and ends on 5.00 p.m. (IST) on Friday, March 29, 2024. 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 March 23, 2024 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method

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Individual Shareholders holding securities in Demat mode with **CDSL Depository**

- 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab.
- 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
- 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
- 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with **NSDL Depository**

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nSDL.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select "Register Online for IDeAS "Portal or click

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	<p>at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

	Login type	Helpdesk details
Step 2 : Access s throu	Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
	Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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gh CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date	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. <ul style="list-style-type: none">• 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.

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of Birth (DOB)	
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- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.



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(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; Info@paragfans.com (designated email address by company) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

16. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of March 23, 2024.
17. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice through Electronic means and holding shares as of the cut-off date i.e. March 23, 2024, may sending a request at evoting@cdsl.co.in
18. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting at the EGM through ballot paper.
19. **Mr. Neelesh Gupta**, Practicing Company Secretary (Membership No.6381) has been appointed as the Scrutinizer for the Extra Ordinary General Meeting to scrutinize the e-voting and ballot voting and process in a fair and transparent manner.
20. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the EGM.
21. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall give not later than 48 hours of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
22. The Results of EGM voting will be declared along with the report of the Scrutinizer on or before March 31, 2024 and shall be placed on the website of the Company www.paragfans.com after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock Exchange i.e. MSEI.

For Parag Fans and Cooling Systems Limited

Sd/-
Pooja Chauhan

Company Secretary

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Date: March 06, 2024

Registered Office:

1/2 & 1b/3a Industrial Area No. 1

A B Road, Dewas MP- 455001

CIN: U51102MP1991PLC006760

Tel: 7272 – 425102 / 425104

E-mail: info@paragfans.com

Website: www.paragfans.com

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM No. 1 & 2:

Your Board at its meeting held on March 5 2023 subject to the approval of the shareholders, and receipt of such other statutory/regulatory approvals, as may be required, has proposed to Issue Equity and Compulsory Convertible Preference Shares therefore it is necessary to increase the Authorized Share Capital of the Company from Rs. 6, 00, 00,000/- (Rupees Six Crore Only) to Rs. 12,00, 00,000 (Rupees Twelve Crore Only).

The Proposed resolution under this item No. 1 & 2 for seeks to obtain Members' approval to increase the Authorized Share Capital of the Company and alter Capital Clause V as mentioned in the Memorandum of Association of the Company. Pursuant to the provisions of section 13 and 61 of the Companies Act, 2013, if authorized Share Capital of the Company is to be increased, an Ordinary Resolution is required to be passed by the Members of the Company.

Your Board of Directors recommends the Ordinary Resolution for your approval as set out under item No. 1 & 2 of the Notice of Extra-Ordinary General Meeting.

A Copy of the Memorandum of Association of the Company with the proposed amendment will be available for inspection by the Members at the Registered Office of the Company up to the date of this Extra-Ordinary General Meeting.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Ordinary Resolution except to the extent of their shareholding.

Item No.3:

The Board of Directors of the Company, at its meeting held on March 05, 2024 has approved a proposal to issue Equity shares and Compulsory convertible Preference Shares (CCPSs) on the basis of preferential issue. Accordingly, the Company has proposed to issue and allot:

- i. 44,60,000 equity shares at a price of Rs. 10/- per Equity Share at par amounting to Rs. 4,46,00,000/-;

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- ii. 8,40,000 Compulsory Convertible Preference Shares at a price of Rs. 10/- at par amounting to Rs. 84,00,000/-;

The members are, therefore, requested to accord their approval authorizing the Board to go for the proposed issue of Equity and preference shares to the promoter and non –promoters on preferential basis.

The proposed preferential issue for consideration other than cash will be subject to conditions including receipt of shareholder’s approval, compliance with the provisions of Chapter V of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR Regulations), as amended from time to time, Listing Regulations, Memorandum and Articles of your Company and other applicable rules, Regulations of SEBI and other appropriate authorities.

The Proposed resolution under this item No. 3 for seeks to obtain Members’ approval to issue and allot the said equity shares and preference shares as mentioned in the said resolution. Pursuant to the provisions of section 42, 55, and 62 of the Companies Act, 2013, a Special Resolution is required to be passed by the Members of the Company.

Your Board of Directors recommends the Special Resolution for your approval as set out under item No. 3 of the Notice of Extra-Ordinary General Meeting.

None of other Directors, Key Managerial Personnel and their relatives is interested or concerned in the proposed Resolution as set out under Item No. 3 except Mr. Sandeep Badjatya to the extent of their shareholding.

The necessary information pertaining to the proposed preferential allotment in terms of Regulation 163 (1) of SEBI (ICDR) Regulations, 2018, as amended thereto, are set out as below:

1. Particulars of the offer including the date of passing of the Board resolution:

The Board, pursuant to its resolution dated March 05, 2024 has approved the proposed preferential issue of upto 44,60,000 equity shares and 8,40,000 Compulsory Convertible Preference shares (CCPS) pursuant to the provisions of section 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”)

2. Object/s of the issue:

The proposed preferential allotment of Equity Shares and CCPSs is made for part consideration in in cash to be utilise for working capital, increase the production capacity and general corporate purpose and part for acquisition of Equity shares of the Company named Impact Fans and Cooling Systems Limited from the Allottees amounting to Rs.5,30,00,000.

3. Maximum number of specified securities to be issued:

Preferential Issue of 44, 60,000(Forty-Four Lakhs Sixty Thousand) Equity Shares of Rs. 10 each aggregating to Rs. 4,46,00,000 (Four Crore Forty-Six Lakhs Only) and 8,40,000 (Eight Lakhs Forty Thousand) CCPSs of Rs. 10 each aggregating to Rs. 84,00,000 (Eighty-Four Lakhs Only)

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4. Intention of Promoters/ Directors/ Key Management Persons to subscribe to the offer:

The Promoters/Directors/ Key Management of the Company have conveyed to the Company in writing of their respective intention that Promoters, Directors, Key Management Persons are intending to subscribe to the offer being proposed under special resolution of the Notice for shareholders' approval at this meeting.

5. Shareholding Pattern before and after the Issue:

The shareholding pattern before and after the allotment of Equity Shares and CCPs is as under:

Sr. No	Category	Pre Issue		Post Issue (after full conversion of CCPs)	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A.	Promoters' holding:				
1.	Indian:				
	Individual	28,47,799	50.93	68,97,799	63.33
	Body Corporate	10,65,971	19.06	10,65,971	9.79
	Sub Total				
2.	Foreign Promoters:	Nil	Nil	Nil	Nil
	Sub Total (A)	39,13,770	70.00	79,63,770	73.12
B.	Non-Promoters' holding:				
1.	Institutional Investors	1,09,300	1.95	1,09,300	1.00
2.	Non-Institution	Nil	Nil	Nil	Nil
	Private Corporate Bodies	295000	5.28	2,95,000	2.71
	Indian Public	4,33,880	7.76	4,53,880	4.17
	Others (Including NRIs)	839250	15.01	20,69,250	19.00
	Sub Total (B)	1677430	30	2927430	26.88
	Grand Total (A+B)	55,91,200	100	1,08,91,200	100

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

The Board proposes to allot Equity Shares and CCPs within a period of 15 days from the date of passing of the resolution by the shareholders in the Extra-Ordinary General Meeting, provided that when the allotment on preferential basis is pending on account of pendency of any approval or permission for such allotment by any regulatory authority or the Central Government, the period of fifteen days shall be counted from the date of such approval or permission. The allotment of Equity shares pursuant to conversion of CCPs will be made within a reasonable time after exercise of such option.

7. The Identity of the proposed Allottee and the percentage of post preferential issue capital that may be held by them

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Name of the Proposed Allottees	Category	The Natural persons who are ultimate beneficial owner	Pre-Issue Holding	Pre-Issue Holding %	No. of equity shares proposed to be allotted	No. of CCPSS proposed to be allotted	Post issue holding after conversion	Post Issue Holding %
Sandeep Badjatya	Promoter	Individual	2847799	50.93	2760000	690000	6297799	57.82
Mrs. Rukmini Badjatia	Promoter Group	Individual	0	0	450000	150000	600000	5.51
Rashmi Pagnis	Non Promoter /Public	Individual	0	0	10000	0	10000	0.09
Bindu Nambiar	Non-Promoter /Public	Individual	0	0	10000	0	10000	0.09
Ms. Therese Patterson Grefer	Non Promoter /Public	Individual	0	0	12,30,000	0	12,30,000	11.47

8. Consequential Changes in the Voting Rights :

Voting rights will change according to the change in the shareholding pattern mentioned above.

9. Undertakings:

- The Issuer Company undertakes that they shall re-compute the price of the Equity shares and CCPSS in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.
- The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the Equity Shares and CCPSS shall continue to be locked-in till the time such amount is paid by the allottees.
- The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

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10. Lock in Period:

The aforesaid allotment of Equity Shares and CCPs shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended.

11. Change in Management and control:

The proposed preferential allotment of Equity Shares and CCPs shall not result in any change in the management and control of the Company. Voting right shall change according to the change in shareholding pattern mentioned above.

12. Pricing of the issue:

The issue price of equity shares and CCPs is Rs. 10/- (Rupees Ten Only) per share as determined under Regulation 164 read with Regulation 166A of Chapter V (Preferential Issue) of SEBI ICDR Regulations, 2018. The Pricing Certificate so obtained from Girish & Associates, the IBBI Registered valuer is available at the registered office of the Company for your review and is placed on the website of the Company at www.paragfans.com

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

The Company in their board meeting held on 05.03.2024 has decided to acquire 75% of equity shares out of 90000 equity shares of Impact Fans and Cooling Systems Limited from their promoters and relatives of the Company.

Based on the valuation report received from GIRISH & ASSOCIATES the company has decided to propose allotment for consideration other than shares.

14 . Relevant Date:

The Relevant Date on the basis of which the price of the proposed issue of equity shares on preferential basis is determined is February 28, 2024.

15. Auditor's Certificate:

A copy of the certificate of the Auditors of the Company certifying the adherence in SEBI's Regulations for Preferential Issues, being Chapter V to the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 by the proposed issue shall be laid before the shareholders at their proposed Extra-Ordinary General Meeting. Further, a copy of the Compliance Certificate is also available in the "Investors" tab on the website of the Company at the following

16.Payment and Conversion Terms:

The consideration for the proposed allotment is Partially Cash and Partially other than cash by way of acquisition of equity shares of the Company named Impact Fans and Cooling Systems Limited from the allottees of the Promoter Group. The CCPs shall be converted by the Proposed Allottees at any time within 18 months from the date of allotment as specified in Regulation 75 of the SEBI (ICDR) Regulations.

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17. Timeframe within which the allotment shall be completed

As required under the ICDR Regulations, the preferential issue/allotment of Equity shares and CCPs shall be completed within a period of 15 days of passing the special resolution or such extended time, as may be approved by the Regulatory Authorities, from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any Regulatory Authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.

18. Other Disclosures

- i. The Company, its Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the ICDR Regulations is not applicable.
- ii. None of its directors or promoters are fugitive economic offenders as defined under the ICDR Regulations.
- iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;
- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
- vi. The Company is in compliance with the conditions for continuous listing;
- vii. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.

Item No.4:

Pursuant to the provisions of Section 188, and other applicable provisions of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), all related party transactions beyond the thresholds mentioned in Rule 15(3) (a) require prior approval of the Members in general meeting. Further, as per the provisions of Regulation 23(2) (4) of the SEBI (LODR), Regulation 2015, as amended from time to time, all

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related party transactions require prior approval of the Audit Committee and all material transactions with related parties require approval of the members.

The management of your Company has proposed to acquire shares of Impact Fans and Cooling systems Limited from the allottees of the proposed issue ,Mr. Sandeep Badjatya and Mrs. Rukmini Badjatya, both are the related Parties as defined under Section 188 of Companies Act, 2013. for the said purchase of shares from promoters of Impact Fans and Cooling system private Limited by issuing shares of Parag Fans and Cooling Systems Limited for swap ratio of 6:1.

The above mentioned transaction required prior approval of the members by way of ordinary resolution and the related parties are required to abstain from voting on such resolution whether the entity is a related party to the particular transaction or not.

Accordingly the Ordinary Resolution as set out in item No. 4 of the Notice is proposed for approval of Members.

Except Mr. Sandeep Badjatya and his relatives none of the Directors, Key Managerial Personnel and their relative is concerned or interested in the resolution.

Details of Related Party Transactions -

Name of the Related Party	Mr. Sandeep Badjatya
Name of the Director/ KMP who is related	Mr. Sandeep Badjatya Director, is a common director and promoters carry shareholding interest.
Nature of Relationship	Enterprise owned or significantly influenced by key management personnel or their relatives
Monetary Value	3,45,00,000/-
Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes
Nature, Material terms and particulars of arrangement.	Purchase of 575000 equity shares of Impact Fans and Cooling Systems Limited in the swap ration of 6:1

Name of the Related Party	Mrs. Rukmini Badjatya
Name of the Director/ KMP who	-

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is related	
Nature of Relationship	Enterprise owned or significantly influenced by key management personnel or their relatives
Monetary Value	60,00,000/-
Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes
Nature, Material terms and particulars of arrangement.	Purchase of 100000 equity shares of Impact Fans and Cooling Systems Limited in the swap ration of 6:1

For Parag Fans and Cooling Systems Limited

**Sd/-
Pooja Chauhan**

Company Secretary

Registered Office:

1/2 & 1b/3a Industrial Area No. 1 A B Road

Dewas MP 455001 IN

CIN: U51102MP1991PLC006760

Tel: 7272 – 425102 / 425104

E-mail: info@paragfans.com

Website: www.paragfans.com

Date: March 7, 2024

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 to 117 Fax: 91-7272-, 400273,

E-mail: info@paragfans.com

Website: www.paragfans.com



**PARAG
FANS & COOLING
SYSTEMS LTD.**

CIN : U51102MP1991PLC006760

Regd. Office and Works:

Plot no. 1/2B & 1B/3A, Industrial Area No. 1, A. B. Road, Dewas-455 001 (M.P.) India,

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**PARAG
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SYSTEMS LTD.**

CIN : U51102MP1991PLC006760

ATTENDENCE SLIP

1st Extra ordinary General Meeting for the financial year 2023-24, Saturday, the March 30, 2024 at 11:30 P.M. at
1/2 & 1B/3A Industrial Area No. 1 A B Road Dewas MP 455001 IN

Name In (BLOCK LETTERS)	
Address	
Registered Folio/DP ID & Client ID	
Shareholder/Proxy/Authorised Representative	
Mobile No. & E-mail ID	

I/We hereby record my/our presence at the 1st Extraordinary General Meeting of the company being held at its registered office at 1/2 & 1B/3A Industrial Area No. 1 A B Road Dewas, MP 455001 IN on Saturday, the March 30, 2024 at 11:30 P.M.

**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 to 117 Fax: 91-7272-, 400273,
E-mail: info@paragfans.com
Website:www.paragfans.com**



**PARAG
FANS & COOLING
SYSTEMS LTD.**

CIN : U51102MP1991PLC006760

**FORM NO. MGT-11
Proxy Form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:
Name of the Company:
Registered office:

Name of Member(s): Registered Address: E- mail ID: Folio No./Client ID: DP ID:
--

I/We, being the member (s) of, shares of the above named company, hereby appoint

1. Name:
 Address:
 E-mail ID:
 Signature:, or failing him

2. Name:
 Address:
 E-mail ID:
 Signature:, or failing him

3. Name:
 Address:
 E-mail ID:
 Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the
 Extraordinary General Meeting of the company, to be held on the day ofAt.....a.m. /
 p.m. at(place) and at any adjournment thereof in respect of such resolutions as are indicated
 below:

Resolution No.	Resolution	Option (√)
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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 to 117 Fax: 91-7272-, 400273,
 E-mail: info@paragfans.com
 Website:www.paragfans.com



**PARAG
FANS & COOLING
SYSTEMS LTD.**

CIN : U51102MP1991PLC006760

Special Business:			
1	For increase in the Authorised Share capital of the company		
2	Alteration Of Capital Clause Of Memorandum Of Association Of The Company		
3	Issue Of Equity Shares And Compulsory Convertible Preference Shares (CCPS) On Preferential Basis		

Signed this.....day of.....20.....

Signature of Shareholder

Signature of Proxy holder(s)

Note: this form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

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 to 117 Fax: 91-7272-, 400273,
E-mail: info@paragfans.com
Website:www.paragfans.com

Route Map to the venue of EGM

