



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

CIN: U51102MP1991PLC006760

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

Date: 27.09.2022

**SUBJECT: PROCEEDINGS OF 31<sup>ST</sup> ANNUAL GENERAL MEETING HELD ON MONDAY THE 26<sup>TH</sup> DAY OF SEPTEMBER, 2022**

Dear Sir/Madam,

With reference to Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we hereby submit a summary of proceedings of the 31<sup>st</sup> Annual General Meeting of the company held on Monday, the 26<sup>th</sup> day of September 2022.

You are requested to please take the same on your record.

Thanking You,

For, PARAG FANS & COOLING SYSTEMS LIMITED



**UMESH NAMBIAR**  
**WHOLE TIME DIRECTOR**  
DIN: 02566355

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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**PROCEEDING OF THE 31<sup>ST</sup> ANNUAL GENERAL MEETING OF PARAG FANS AND COOLING SYSTEMS LIMITED HELD ON MONDAY THE 26<sup>TH</sup> SEPTEMBER 2022, AT 04:00 P.M. AND CONCLUDED AT 05:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 1/2 & 1B/3A INDUSTRIAL AREA NO. 1 A B ROAD DEWAS MP 455001.**

**PRESENCE IN THE MEETING:**

**I. DIRECTORS:**

- |    |                             |                                |
|----|-----------------------------|--------------------------------|
| 1. | Mr. Umesh Nambiar           | Chairman & Whole Time Director |
| 2. | Mr. Deepak Pagnis           | Whole Time Director            |
| 3. | Mr. Surendra Kumar Badjatia | Non Executive Director         |
| 4. | Mrs. Rukmini Badjatia       | Non Executive Director         |

**II. OFFICERS:**

1. Mr. Gajendra Madhukar Takwale - CFO

**III. SPECIAL INVITEES**

1. Mr. Neelesh Gupta : Scrutinizer for voting through poll at AGM  
2. M/s Ashok Pahawa & Co. : Statutory Auditor of Company

Total No. of Members on the Cut-off date 19<sup>th</sup> September, 2022 was 216 Members, as per the requirement of the Companies Act, 2013, in order to have a valid quorum at least 5 members are required to be present, out of them 5 members personally attended the AGM.

**PROCEEDING OF THE MEETING:**

Mr. Umesh Nambiar, Chaired the proceedings of the Meeting.

Mr. Umesh Nambiar, Chairman welcomed all the members and directors and invitees present in the meeting and informed that the adequate quorum for the meeting is present, then the Chairman declared the meeting to be in order and then the proceeding of the Meeting was commenced.

Mr. Umesh Nambiar, Chairman took a roll call of the Directors and introduced other invitees.

Thereafter the Chairman informed that Electronic copies of the Notice & Annual Report for the financial year 2021-22 have been sent to all the members whose E-mail Ids were registered with the Company or Depository Participant(s) and have been physically dispatched to other members whose email id was not being registered.

The Notice of this Annual General Meeting is given in 31<sup>st</sup> Annual Report and with the consent of Members the Notice of AGM is hereby taken as read.

**Further, the Chairman In His Speech Informed:**

Economy is recovering very fast after the Covid 19 pandemic effects. It is very good sign for the whole country Economy and surely will be beneficial to the Company's business.

Due to the Government endeavour to Vaccinate each and every Citizen of the nation, Now Covid has not so much effect over the Country and people and due to the lifting of the all type of restriction from all over the world now people can move from one country to another freely has given the chances to expand the Business

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of the company in the overseas, In this year your Company has sufficient order in hand considering the capacity of the company and all these order will give results in the ensuing year.

During the financial year 2021-22, the Company recorded performance by achieving Revenue and Profit/(Loss) before exceptional item and tax of Rs. 10,48,39,204 /- and Rs.26,16,384 /- as against Rs. 7,57,16,040/- and Rs. 5,33,933 respectively for 2020-21.

We are also committed to fair, timely and on-going disclosures as a means to achieve high levels of management transparency.

In the prospective purpose and expansion of the company, your Directors have not recommended any dividend for the financial year ended 31<sup>st</sup> March, 2022.

At last, Chairman thanked shareholders for the confidence and faith reposed by them in the Board and the Management team.

Thereafter the Chairman informed:

The **Auditors Report** on the Standalone Financial Statements of the Company is given by the Statutory Auditors M/s Ashok Pahawa & Co., Chartered Accountant, Indore.

With the consent of Members the Independent Auditors' Report on financial statements of the Company, is taken as read.

The Secretarial Audit Report for Financial Year 2021-22 is given by M/s Neelesh Gupta & Co., Practicing Company Secretaries, Indore. Same is given in Annual Report, With the consent of Members the Secretarial Audit Report of the Company, is taken as read.

CS Neelesh Gupta (FCS: 6381, CP 6846) was appointed by the Board as the Scrutinizer for this Meeting. The Scrutinizer will ensure the voting to be done in a fair and transparent manner.

Chairman further informed that Company has availed service of Central Depository Services (India) Limited (CDSL) for remote e-voting and as per the requirements of the Companies Act, 2013.

The Remote E-voting was commenced from Friday, 23<sup>rd</sup> September, 2022 at 9.00 A.M. (IST) and have already been completed on Sunday, 25<sup>th</sup> September, 2022 at 5.00 P.M.

The Members, who are in the records of the Company as on the cut-off date i.e. 19<sup>th</sup> September 2022, shall only be entitled to participate in the voting process.

**After that the Chairman placed before the meeting businesses as contained in the Notice one by one for consideration and approval of the members.**

Agend a Item	Particulars of the resolutions	Type of Resolutions
1.	To Receive and Adopt the Audited Financial Statement of the Company for the Financial Year Ended on 31 <sup>st</sup> March, 2022 and the Report of the Directors & Auditors Thereon	Ordinary
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	Ordinary
3.	To take the consent of Members that Mr. Surendra Kumar Badjatia (holding DIN : 07501398) to continue to hold office of Non- executive Director of the	Special







	Company and he already crossed the 75 years of Age	
4.	To take the consent of Members that Mrs. Rukmini Badjatia (holding DIN : 07501462) to continue to hold office of Non- executive Director of the Company and he already crossed the 75 years of Age.	Special
5.	To take the consent of Members that Mr. Vijay Singh Bharaktiya (holding DIN : 00017285) to continue to hold office of Non- executive Director of the Company and he already crossed the 75 years of Age.	Special
6.	To approve the remuneration payable to Mr. Umesh Nambiar (holding DIN : 02566355) which may exceed the 5% of the Net profits of the company according to Section 197 and Schedule V of the Act.	Special
7.	To approve the remuneration payable to Mr. Deepak Pagnis (holding DIN : 02566436) which may exceed the 5% of the Net profits of the company according to Section 197 and Schedule V of the Act.	Special

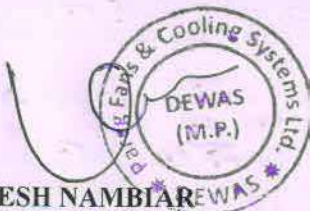
Chairman further informed that, as set out in the Notice of Annual General Meeting stating the requirement to register themselves as a speaker to express views or ask questions during the AGM. Adequate time was provided for registration and the company has received no request from the shareholders for seeking opportunity to speak at AGM.

Chairman informed the members present in the AGM that the results of the Poll at AGM along with the report of the scrutinizer will be announced within two working days from the conclusion of 31<sup>st</sup> Annual General Meeting and shall also be placed at the Company's, MSE and CDSL Website.

Chairman further informed that since all the business to be conducted at this Annual General Meeting has been transacted, I hereby declare that the 31<sup>st</sup> Annual General Meeting as close.

Chairman thanked to all the members and Board members and invites for participating in the meeting and declared that the meeting is concluded.

**FOR, PARAG FANS AND COOLING SYSTEMS LIMITED**



**UMESH NAMBIAR**  
**WHOLE TIME DIRECTOR**  
**DIN: 02566355**