



**PARAG  
FANS & COOLING  
SYSTEMS LTD.**

To,  
**Metropolitan Stock Exchange of India Limited**  
Vibgyor Towers, 4th floor, Plot No C 62,  
G Block, Bandra Kurla Complex,  
Mumbai-400098

March 26, 2019

Dear Sir/Madam,

**Sub: Voting Results of Extraordinary General Meeting pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) (LODR) Regulations, 2015**

This is to inform that the Extraordinary General Meeting of the members of the company was held on Monday 25th March 2019 which commenced at 12.30 A.M. at 1/2 & 1B/3A Industrial Area No. 1 A B road, Dewas, MP- 455001 wherein the business mentioned in the Notice dated 20<sup>th</sup> February 2019 was transacted .

In this regard, Please find enclosed the Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Report of the Scrutinizer dated March 26, 2019, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration), Rules 2014

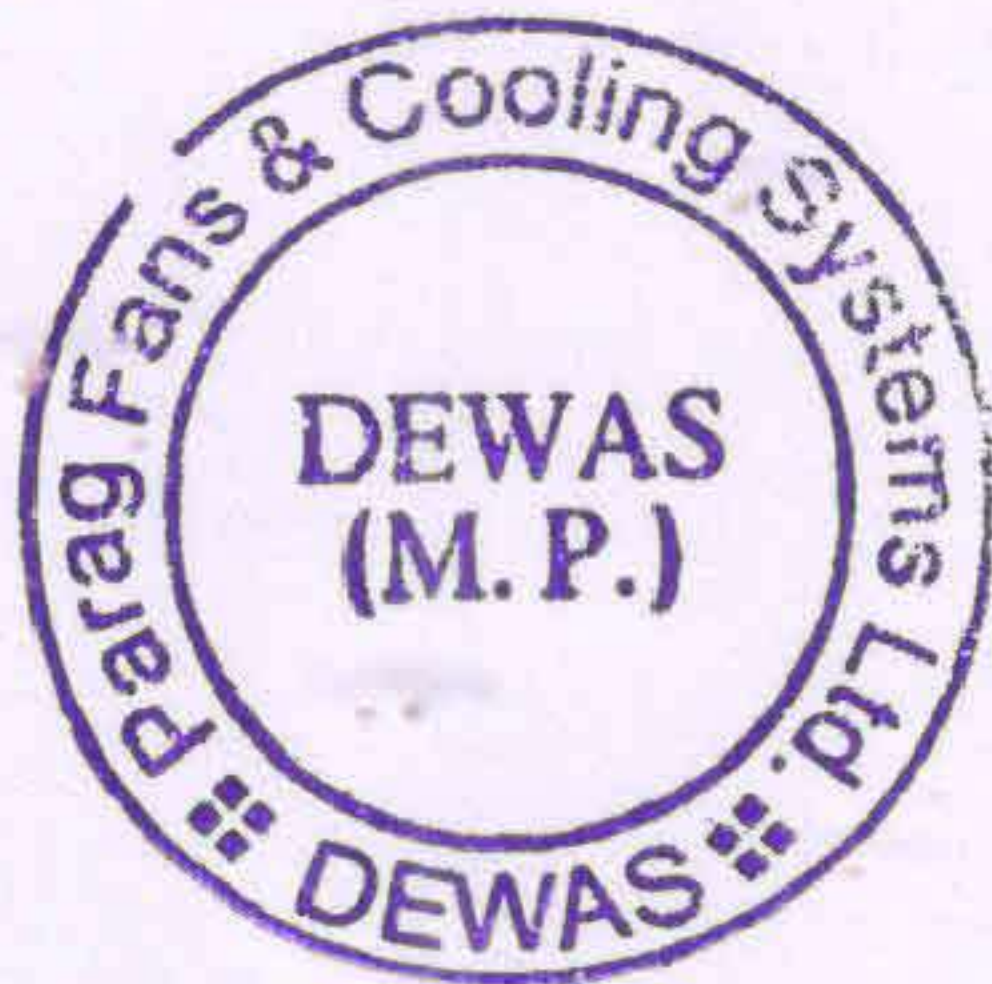
This is for your information and records, in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Kindly acknowledge the receipt of the same.

Thanking you

**Yours Faithfully**  
**For Parag Fans and Cooling Systems Limited**

**DEEPAK PAGNIS**  
**Wholetime Director**  
**DIN: 02566436**



Regd. Office and Works:  
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*Neelesh Gupta & Co.*

**COMPANY SECRETARIES**

Date: 26/03/2019

To,  
The Chairman of the EGM of Equity Shareholder of  
Parag Fans And Cooling Systems Limited  
1/2 & 1b/3a Industrial Area No. 1  
A B Road, Dewas (MP) 455001 IN

Dear Sir,

**Sub: Scrutinizers' Report on Remote E-Voting and Voting by Poll conducted at the Extra Ordinary General Meeting of Parag Fans And Cooling Systems Limited held on 25<sup>th</sup> March, 2019.**

I would like to thank you for appointing as the Scrutinizer for the remote e-voting and voting by your members, at the Extra Ordinary General Meeting of Your Company held on 25th March, 2019 at 1/2 & 1B/3A Industrial Area No. 1 A B Road, Dewas (MP) 455001 IN

I am pleased to submit the Scrutinizer's Report, which is comprehensive and self explanatory in all respects.

Yours Faithfully

**FOR NEELESH GUPTA & CO.  
COMPANY SECRETARIES**

*Neelesh*



Neelesh Gupta  
Proprietor  
Mem No. FCS 6381  
C. P. No. : 6846



*Neelesh Gupta & Co.*

**COMPANY SECRETARIES**

**Report of Scrutinizer**

**CONSOLIDATED REPORT ON REMOTE E - VOTING & VOTING BY POLL AT EGM**  
[Pursuant to section 108 and 109 of the Companies Act, 2013 read with rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]

NAME OF THE COMPANY	Parag Fans And Cooling Systems Limited
MEETING	Extra Ordinary General Meeting
DAY, DATE & TIME	Monday, 25 <sup>th</sup> March, 2019
VENUE	1/2 & 1b/3a Industrial Area No. 1 A B Road, Dewas (MP) 455001 IN

**1. Appointment as Scrutinizer**

I was appointed as the Scrutinizer for the remote e-voting as well as the Voting conducted at the Extra Ordinary General Meeting (EGM) of **Parag Fans And Cooling Systems Limited** (hereinafter referred to as the Company) held on Monday, 25<sup>th</sup> March, 2019 at 12.30 p.m. at the venue.

**2. Dispatch of Notice convening the Meeting**

The Company has informed that, on the basis of the Register of Members and the List of Beneficial Owners made available by the depositories viz., Central Depository Services (India) Limited (CDSL), the Company has duly completed dispatch of the Notice of the EGM.

**3. Cut-off date**

The Voting rights were reckoned as on 18th March, 2019, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and voting at the Meeting.

**4. Remote e-Voting**

**4.1 Agency**

The Company has appointed Central Depository Services (India) Limited (CDSL) as the agency for providing the remote e-Voting platform.

**4.2 Remote e-Voting**

Remote e-Voting platform was open from Friday, 22nd March, 2019 at 9:00 a.m. till Sunday, 24<sup>th</sup> March, 2019 at 5:00 p.m. and members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions, on the remote e-Voting platform provided by CDSL.



## 5. Voting at the AGM

5.1 As prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-Voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-Voting, such as their names, DP Id & Client Id/folios, number of shares held but not the manner in which they have voted .

5.2 Accordingly, CDSL, the remote e-Voting Agency provided us with the names, DP Id & Client Id / folios and shareholding of the members who had cast their votes through remote e-Voting.

5.3 The Company provided e-voting facility to the members who attended the meeting.

## 6. Counting Process

6.1 On completion of voting at the meeting, CDSL provided us with the list of members who had cast their votes, their holding details and details of vote cast on the resolutions.

6.2 The votes were reconciled with the records maintained by the Company and CDSL with respect to the authorizations/proxies lodged with the Company.

6.3 We unblocked the remote e-Voting results on the CDSL e-Voting platform in the presence of Mr. Paras Jain and Mr. Sharad Kasarekar downloaded the remote e-Voting results.

## 7. Results

7.1 We observed that,

- a) 4 Members had cast their votes at the meeting.
- b) 2 Member had cast their votes through Remote e-Voting.

7.2 The Consolidated Result with respect to each item on the agenda as set out in the Notice of the EGM dated 25<sup>th</sup> March, 2019 is enclosed herewith.

7.3 Based on the aforesaid results, we report that Three Special Resolutions as contained in Item No. 1 to Item No.3 of the Notice of the EGM dated 25<sup>th</sup> March, 2019 have been passed with the requisite majority.



The Result of e-voting together with that of the Poll is as under:-

Item No. of Notice	Particulars of Business	Votes in Favor of the resolution		Votes against the resolution		Invalid votes	
		Nos.	%age	Nos.	%age	Nos.	%age
Item No. 1 of the Notice (To increase the Authorised Share Capital of the company from Rs. 4,00,00,000/- (Rupees Four Crores only) divided into 35,00,000 (Thirty Five Lacs) Equity Shares of Rs.10/- (Rupees Ten Only) each and 5,00,000 (Five Lacs) Preference shares of Rs. 10/- (Rupee Ten only) each to 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 (FifteenLacs) Preference shares of Rs. 10/- (Rupee Ten only) each.) Special Resolution	E-voting	1913770	99.87%	0	0	0	0
	Poll	2550	00.13%	0	0	0	0
	Total	1916320	100%	0	0	0	0
Item No. 2 of the Notice (To alter the Capital Clause of Memorandum of Association of the Company.) Special Resolution	E-voting	1913770	99.87%	0	0	0	0
	Poll	2550	00.13%	0	0	0	0
	Total	1916320	100%	0	0	0	0
Item No. 3 (To create, offer, issue and allot by way of Preferential Allotment, upto 4,00,000 (Four Lacs) Equity Shares of Face value Rs. 10/- (Rupees Ten only) aggregating to Rs. 40,00,000 and 11,00,000 (Eleven Lacs) Compulsory Convertible Preference Shares ("CCPSs") of Face value Rs. 10/- (Rupees Ten only) aggregating to Rs. 1,10,00,000 to the Promoters/	E-voting	665971	99.61%	0	0	0	0
	Poll	2550	00.39	0	0	0	0
	Total	668521	100%	0	0	0	0



<b>Promoter Groupin compliance with Chapter V of SEBI (ICDR) Regulations, 2018 in lieu of utilizing / conversion of unsecured loan of Proposed Allottees.) Special Resolution</b>							
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All the resolutions stand passed under e-voting and poll with requisite majority.

I hereby confirm that I am maintaining the register received from the Service provider both electronically and manual, in respect of the votes cast through e-voting and poll by the shareholder of the company. The ballot papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you

Yours Faithfully

**FOR NEELESH GUPTA & CO.,  
COMPANY SECRETARIES**

  
**Neelesh Gupta  
Proprietor  
Mem No. FCS 6381  
C. P. No. : 6846**

