



**PARAG  
FANS & COOLING  
SYSTEMS LTD.**

CIN: U51102MP1991PLC006760

Date: 01/10/2019

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

**Sub: Declaration of Voting Results of the 28th Annual General Meeting.**

**Ref: As per Regulation 44(3) of SEBI (LODR), Regulations 2015**

Dear Sir/Madam,

We wish to inform you that 28<sup>th</sup> Annual General Meeting of the company was held on 30<sup>th</sup> September, 2019 at 10:30 AM at Plot No. 1/2B & 1B/3A, Industrial Area No.1, AB Road, Dewas (MP).

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 108 of Companies Act, 2013 and rules made there under, the company had provided remote e-voting facility to the members entitled to cast their votes on all resolution stated in the AGM Notice.

Further the Company had provided voting facility at the AGM venue through a physical Ballot paper for those members who had not exercised remote e- voting facility.

CS Neelesh Gupta, Practicing Company Secretary, Indore, appointed as Scrutinizer for Scrutinizing remote e-voting & voting through polling process, had issued a consolidated Scrutinizer's Report thereon.

All the resolution stated in the 28<sup>th</sup> Annual General Meeting are approved by requisite majority of shareholder by remote e- voting and Ballot papers.

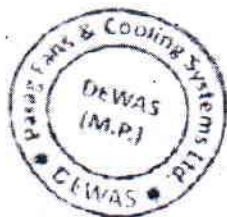
In terms of Regulation 44 (3) of the SEBI (Listing obligation and Disclosure Requirement) Regulations, 2015, we are enclosing herewith the details of voting results of the 28<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September ,2019 in the prescribed format along with the consolidated Scrutinizer's Report.

Kindly take it on your record and oblige.

Thanking you,  
Yours Faithfully,

**FOR PARAG FANS AND COOLING SYSTEMS LIMITED**

**Mr. 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: 4401 7272, 425100, 425102 Fax: 4401 7272, 400272



**PARAG  
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Voting Results of 28th Annual General Meeting (AGM) of Parag Fans and Cooling Systems Limited

|  |                       |
|--|-----------------------|
| Date of AGM  | 30th, September, 2019 |
| Total No. of Shareholders on record date 30.08.2019                          | 216                   |
| No. of Shareholders present in the meeting either in person or through Proxy | 09                    |
| Promoter & Promoter Group  | 3                     |
| Public   | 6                     |

**Agenda- wise**

| <b>Resolution No: 1</b>  |                | To receive and adopt the Audited Financial Statements as at 31st March, 2019 of the Company for the year ended on 31st March, 2019 and the report of the Directors & Auditors thereon. |                     |                                  |                          |                        |                               |                             |
|--|----------------|--|---------------------|----------------------------------|--------------------------|------------------------|-------------------------------|-----------------------------|
| <b>Resolution Required : (Ordinary)</b>  |                | No   |                     |                                  |                          |                        |                               |                             |
| <b>Whether promoter/ promoter group are interested in the agenda/ resolution</b> |                | No   |                     |                                  |                          |                        |                               |                             |
| Category   | Mode of Voting | No. of shares held   | No. of votes polled | % of Votes Polled on outstanding | No. of Votes - In Favour | No. of Votes - Against | % of Votes In favour on votes | % of Votes against on votes |
|  |                | 1  | 2                   | 3= 2/1*100                       | 4                        | 5                      | 6=4/2*100                     | 7=5/2*100                   |
| Promoter and Promoter Group  | E-Voting       | 2313770  | 2213770             | 95.678                           | 2213770                  | 0                      | 100                           | 0                           |
|  | Poll           |  | 100000              | 4.322                            | 100000                   | 0                      | 100                           | 0                           |
|  | Postal Ballot  |  | 0                   | 0                                | 0                        | 0                      | 0                             | 0                           |
|  | <b>Total</b>   |  | 2313770             | 2313770                          | 100                      | 2313770                | 0                             | 100                         |
| Public Institution S   | E-Voting       | 109300   | 0                   | 0                                | 0                        | 0                      | 0                             | 0                           |
|  | Poll           |  | 0                   | 0                                | 0                        | 0                      | 0                             | 0                           |
|  | Postal Ballot  |  | 0                   | 0                                | 0                        | 0                      | 0                             | 0                           |
|  | <b>Total</b>   |  | 109300              | 0                                | 0                        | 0                      | 0                             | 0                           |
| Public Non Institution S   | E-Voting       | 1468130  | 0                   | 0                                | 0                        | 0                      | 0                             | 0                           |
|  | Poll           |  | 1800                | 0.1226                           | 1800                     | 0                      | 100                           | 0                           |
|  | Postal Ballot  |  | 0                   | 0                                | 0                        | 0                      | 0                             | 0                           |
|  | <b>Total</b>   |  | 1468130             | 1800                             | 0.1226                   | 1800                   | 0                             | 100                         |
| <b>Total</b>   |                | <b>3891200</b>   | <b>2315570</b>      | <b>59.5079</b>                   | <b>2315570</b>           | <b>0</b>               | <b>100</b>                    | <b>0</b>                    |





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| <b>Resolution No: 2<br/>Resolution Required :<br/>(Ordinary)</b>                 |                |                    | <b>To appoint M/s Ashok Pahawa &amp; Co., Chartered Accountant as Statutory Auditor of the company and to fix their remuneration.</b> |                                 |                          |                        |                              |                             |
|--|----------------|--------------------|---|---------------------------------|--------------------------|------------------------|------------------------------|-----------------------------|
| <b>Whether promoter/ promoter group are interested in the agenda/ resolution</b> |                |                    | No  |                                 |                          |                        |                              |                             |
| Category   | Mode of Voting | No. of shares held | No. of votes polled   | %of Votes Polled on outstanding | No. of Votes - in Favour | No. of Votes - Against | %of Votes in favour on votes | % of Votes against on votes |
|  |                | 1                  | 2   | 3= 2/1*100                      | 4                        | 5                      | 6=4/2*100                    | 7=5/2*100                   |
| Promoter and Promoter Group  | E-Voting       | 2313770            | 2213770   | 95.678                          | 2213770                  | 0                      | 100                          | 0                           |
|  | Poll           |                    | 100000  | 4.322                           | 100000                   | 0                      | 100                          | 0                           |
|  | Postal Ballot  |                    | 0   | 0                               | 0                        | 0                      | 0                            | 0                           |
|  | <b>Total</b>   |                    | <b>2313770</b>  | <b>2313770</b>                  | <b>100</b>               | <b>2313770</b>         | <b>0</b>                     | <b>100</b>                  |
| Public Institution S   | E-Voting       | 109300             | 0   | 0                               | 0                        | 0                      | 0                            | 0                           |
|  | Poll           |                    | 0   | 0                               | 0                        | 0                      | 0                            | 0                           |
|  | Postal Ballot  |                    | 0   | 0                               | 0                        | 0                      | 0                            | 0                           |
|  | <b>Total</b>   |                    | <b>109300</b>   | <b>0</b>                        | <b>0</b>                 | <b>0</b>               | <b>0</b>                     | <b>0</b>                    |
| Public Non Institution S   | E-Voting       | 1468130            | 0   | 0                               | 0                        | 0                      | 0                            | 0                           |
|  | Poll           |                    | 1800  | 0.1226                          | 1800                     | 0                      | 100                          | 0                           |
|  | Postal Ballot  |                    | 0   | 0                               | 0                        | 0                      | 0                            | 0                           |
|  | <b>Total</b>   |                    | <b>1468130</b>  | <b>1800</b>                     | <b>0.1226</b>            | <b>1800</b>            | <b>0</b>                     | <b>100</b>                  |
| <b>Total</b>   |                | <b>3891200</b>     | <b>2315570</b>  | <b>59.5079</b>                  | <b>2315570</b>           | <b>0</b>               | <b>100</b>                   | <b>0</b>                    |

| <b>Resolution No: 3<br/>Resolution Required :<br/>(Ordinary)</b>                 |                |                    | <b>To appoint Director in place of Mr. Umesh Nambiar (holding DIN 02566355), who retires by rotation and being eligible offers himself for re-appointment.</b> |                                 |                          |                        |                              |                             |
|--|----------------|--------------------|--|---------------------------------|--------------------------|------------------------|------------------------------|-----------------------------|
| <b>Whether promoter/ promoter group are interested in the agenda/ resolution</b> |                |                    | No   |                                 |                          |                        |                              |                             |
| Category   | Mode of Voting | No. of shares held | No. of votes polled  | %of Votes Polled on outstanding | No. of Votes - in Favour | No. of Votes - Against | %of Votes in favour on votes | % of Votes against on votes |

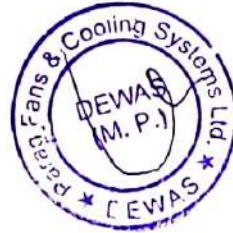






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|                             |               | 1              | 2              | 3= 2/1*100     | 4              | 5        | 6=4/2*100  | 7=5/2*100 |
|-----------------------------|---------------|----------------|----------------|----------------|----------------|----------|------------|-----------|
| Promoter and Promoter Group | E-Voting      | 2313770        | 2213770        | 95.678         | 2213770        | 0        | 100        | 0         |
|                             | Poll          |                | 100000         | 4.322          | 100000         | 0        | 100        | 0         |
|                             | Postal Ballot |                | 0              | 0              | 0              | 0        | 0          | 0         |
|                             | <b>Total</b>  | <b>2313770</b> | <b>2313770</b> | <b>100</b>     | <b>2313770</b> | <b>0</b> | <b>100</b> | <b>0</b>  |
| Public Institution S        | E-Voting      | 109300         | 0              | 0              | 0              | 0        | 0          | 0         |
|                             | Poll          |                | 0              | 0              | 0              | 0        | 0          | 0         |
|                             | Postal Ballot |                | 0              | 0              | 0              | 0        | 0          | 0         |
|                             | <b>Total</b>  | <b>109300</b>  | <b>0</b>       | <b>0</b>       | <b>0</b>       | <b>0</b> | <b>0</b>   | <b>0</b>  |
| Public Non Institution S    | E-Voting      | 1468130        | 0              | 0              | 0              | 0        | 0          | 0         |
|                             | Poll          |                | 1800           | 0.1226         | 1800           | 0        | 100        | 0         |
|                             | Postal Ballot |                | 0              | 0              | 0              | 0        | 0          | 0         |
|                             | <b>Total</b>  | <b>1468130</b> | <b>1800</b>    | <b>0.1226</b>  | <b>1800</b>    | <b>0</b> | <b>100</b> | <b>0</b>  |
| <b>Total</b>                |               | <b>3891200</b> | <b>2315570</b> | <b>59.5079</b> | <b>2315570</b> | <b>0</b> | <b>100</b> | <b>0</b>  |





*Neelesh Gupta & Co.*

**COMPANY SECRETARIES**

**Date: 01/10/2019**

To,

The Chairman of the 27<sup>th</sup> AGM 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 28<sup>th</sup> Annual General Meeting of Parag Fans And Cooling Systems Limited held on 30<sup>th</sup> September, 2019.**

I would like to thank you for appointing as the Scrutinizer for the remote e-voting and voting by your members, at the 28<sup>th</sup> **Annual General Meeting** of Your Company held on 30<sup>th</sup> September, 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**



111, 1st Floor, Ratanmani Complex, 7/1, New Palasia, INDORE (M.P.) 452 001

Tel.: 0731-4040060 Mobile : 98269-41425

Email : neeshcs2004@yahoo.co.in

## Report of Scrutinizer

**CONSOLIDATED REPORT ON REMOTE E - VOTING & VOTING BY POLL AT AGM**  
[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             | 28 <sup>th</sup> Annual General Meeting                          |
| DAY, DATE & TIME    | Monday, 30 <sup>th</sup> September, 2019                         |
| VENUE               | 1/2 & 1b/3a Industrial Area No. 1<br>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 Annual General Meeting (AGM) of Parag Fans And Cooling Systems Limited (hereinafter referred to as the Company) held on Monday, 30<sup>th</sup> September, 2019 at 10.30: a.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 depository's viz., Central Depository Services (India) Limited (CDSL), the Company has duly completed dispatch of the Notice of the AGM.

### 3. Cut-off date

The Voting rights were reckoned as on 23<sup>rd</sup> September, 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, 27<sup>th</sup> September, 2019 at 9:00 a.m. till Sunday, 29<sup>th</sup> September, 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. Abhishek Mourya and Ms Rina Saluja downloaded the remote e-Voting results.

## 7. Results

7.1 We observed that,

- a) 7 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 28th AGM dated 30<sup>th</sup> September, 2019 is enclosed herewith.

7.3 Based on the aforesaid results, we report that Three Ordinary Resolutions as contained in Item No. 1 to Item No.3 of the Notice of the AGM dated 05<sup>th</sup> September, 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 Receive, consider and adopt the Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2019 together with Directors report and auditors report thereon.) Ordinary Resolution | E-voting                | 2213770                          | 95.60 | 0                            | 0    | 0             | 0    |
|  | Poll                    | 101800                           | 04.40 | 0                            | 0    | 0             | 0    |
|  | Total                   | 2315570                          | 100%  | 0                            | 0    | 0             | 0    |
| Item No. 2 of the Notice (To appoint M/s Ashok Pahawa & Co., Chartered Accountant as Statutory Auditor of the company and to fix their remuneration.) Ordinary Resolution  | E-voting                | 2213770                          | 95.60 | 0                            | 0    | 0             | 0    |
|  | Poll                    | 101800                           | 04.40 | 0                            | 0    | 0             | 0    |
|  | Total                   | 2315570                          | 100%  | 0                            | 0    | 0             | 0    |
| Item No. 3 of the Notice (To appoint Director in place of Mr. Umesh Namblar holding (DIN 02566355), who retires by rotation and being eligible offers himself for re-appointment) Ordinary Resolution                      | E-voting                | 2213770                          | 95.60 | 0                            | 0    | 0             | 0    |
|  | Poll                    | 101800                           | 04.40 | 0                            | 0    | 0             | 0    |
|  | Total                   | 2315570                          | 100%  | 0                            | 0    | 0             | 0    |

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

