



**PARAG
FANS & COOLING
SYSTEMS LTD.**

CIN : U51102MP1991PLC006760

Date: October 29, 2025

**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**

Dear Sir/Madam,

**Sub: Submission of Corporate Governance Report under Regulation 27 (2) of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015 for the
quarter and half year ended September 30, 2025**

With reference to the above subject matter, we hereby submit you the **Corporate Governance Report for the quarter and half year ended September 30, 2025** as required under Reg. 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A copy of the same is enclosed herewith.

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

For Parag Fans And Cooling Systems limited

UMESH NAMBIAR

Digitally signed by UMESH NAMBIAR
DN: cn=UMESH NAMBIAR, o=PARAG FANS & COOLING SYSTEMS LTD, email=umesh@paragfans.com, c=IN
c=Parag Fans & Cooling Systems Ltd, o=PARAG FANS & COOLING SYSTEMS LTD, email=umesh@paragfans.com, c=IN
c=Parag Fans & Cooling Systems Ltd, o=PARAG FANS & COOLING SYSTEMS LTD, email=umesh@paragfans.com, c=IN
Date: 2025.10.29 09:54:44 +05'30'

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

General information about company	
Scrip code	000000
NSE Symbol	
MSEI Symbol	PFCSL
ISIN	INE698V01019
Name of the entity	PARAG FANS AND COOLING SYSTEMS LIMITED
Date of start of financial year	01-04-2025
Date of end of financial year	31-03-2026
Reporting Quarter Type	Half Yearly
Date of Quarter Ending	30-09-2025
Type of company	SME
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	No Company hasnot acquired shares in unlisted company.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	Yes
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	No There is no ongoing Tax Litigations or Disputes on the entity.
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	No Its not applicable on the company
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other
Is SCORE ID Available ?	Yes
SCORE Registration ID	p00459
Reason For No SCORE ID	
Type of Submission	Original
Remarks (website dissemination)	
Remarks for Exchange (not for Website Dissemination)	

Annexure I								
Annexure I to be submitted by listed entity on quarterly basis								
I. Composition of Board of Directors								
Disclosure of notes on composition of board of directors explanatory							Textual Information(1)	
Whether the listed entity has a Regular Chairperson							No	
Whether Chairperson is related to MD or CEO							No	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	SANDEEP SURENDRAKUMAR BADIJATIA	ABUPB3068N	00979809	Executive Director	Not Applicable		02-08-1965
2	Mr	SURENDRA KUMAR BADIJATIA	ABNPB0838M	07501398	Non-Executive - Non Independent Director	Chairperson related to Promoter		06-01-1943
3	Mr	DEEPAK PAGNIS	AWBPP9116F	02566436	Executive Director	Not Applicable		30-04-1970
4	Mr	UMESH NAMBIAR	ADKPN6278Q	02566355	Executive Director	Not Applicable		26-03-1978
5	Ms	NEELAM TANWANI	ANFPT0083L	10146348	Non-Executive - Independent Director	Not Applicable		02-12-1964
6	Ms	VAISHALI RATHOD	AIVPR9171R	08488641	Non-Executive - Independent Director	Not Applicable		03-08-1983
7	Ms	POOJA SANGOI	DIUPS5109F	07411546	Non-Executive - Independent Director	Not Applicable		10-03-1993

I. Composition of Board of Directors					
Disqualification of Directors under section 164 of the Companies Act, 2013					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active

I. Composition of Board of Directors													
Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & reg. 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		10-12-2008	14-08-2024		202	1	0	0	0			
2	Yes	26-09-2022	18-01-2017	01-05-2025		105	1	0	0	0			
3	NA		04-02-2009	14-08-2024		200	1	0	0	0			
4	NA		04-02-2009	14-08-2024		200	1	0	1	0			
5	NA		30-05-2023			28	0	1	1	0			
6	NA		26-02-2025			8	0	1	1	1			
7	NA		26-02-2025			8	0	1	0	0			

Text Block	
Textual Information(1)	<p>As per the Securities and Exchange Board of India (SEBI) amended the SEBI (Listing Obligations and Disclosure Requirements (LODR)) Regulations, 2015. The amendment had split the positions of the chairman and managing director (MD) or chief executive officer (CEO). Additionally, the chairman and MD/CEO must not be related to each other. This regulation was to be applicable to the top 500 listed entities by market capitalization and effective from April 1, 2022. our company is listed at only Metropolitan Stock Exchange only neither at BSE Nor NSE. As per section 203 of Companies Act, 2013 The company must appoint a whole-time director if it does not have a Chief Executive Officer, manager or Managing Director. We have already two Whole time directors on the board in the absence of Managing Director.</p>

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08488641	VAISHALI RATHOD	Non-Executive - Independent Director	Chairperson	26-02-2025		
2	10146348	NEELAM TANWANI	Non-Executive - Independent Director	Member	30-05-2023		
3	02566355	UMESH NAMBIAR	Executive Director	Member	04-02-2009		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08488641	VAISHALI RATHOD	Non-Executive - Independent Director	Chairperson	26-02-2025		
2	10146348	NEELAM TANWANI	Non-Executive - Independent Director	Member	30-05-2023		
3	07501398	SURENDRA KUMAR BADIJATIA	Non-Executive - Non Independent Director	Member	04-02-2009		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08488641	VAISHALI RATHOD	Non-Executive - Independent Director	Chairperson	26-02-2025		
2	10146348	NEELAM TANWANI	Non-Executive - Independent Director	Member	30-05-2023		
3	02566355	UMESH NAMBIAR	Executive Director	Member	04-02-2009		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1								
Annexure 1								
III. Meeting of Board of Directors								
Disclosure of notes on meeting of board of directors explanatory								
Sr. No.	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	01-05-2025				Yes	7	3	1
2	30-05-2025		28		Yes	7	3	1
3		05-08-2025	66		Yes	7	4	2

Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	01-05-2025				Yes	3	2	1	0
2	Audit Committee	05-08-2025	95			Yes	3	2	1	0
3	Nomination and remuneration committee	01-05-2025				Yes	3	2	1	0
4	Stakeholders Relationship Committee	01-05-2025				Yes	3	2	1	0

Annexure 1		
V. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Pooja Chauhan
2	Designation	Company Secretary and Compliance Officer

Affirmations on Compliance Requirements for AGM (applicable only for the first half-year filing i.e., 2nd quarter)				
I. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, BRSR & BRSR core, if applicable, displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	24A(1A), 24A(1B), 24A(1C)	Yes	
7	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
8	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Annexure III		
1	Name of signatory	Pooja Chauhan
2	Designation	Company Secretary and Compliance Officer

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details	
Name of signatory	Pooja Chauhan
Designation of person	Company Secretary and Compliance Officer
Place	Dewas
Date	29-10-2025

Investor Grievance Details	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					Textual Information(1)
Sr. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	Metropolitan Stock Exchange of India Limited	Penalty of Rs. 135700 has been imposed on the company	10-10-2025	Penalty under regulation 33 of SEBI LODR	Company comes under SME category and its growing phase. This kind of hafety penalty can be overburden on Financial Operations of Company.

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below: Text Block	
Textual Information(1)	<p>Company's mail Id was register wiith Metropolitan Stock Exchange of India Limited, MSEI but inspite of sending obsservation mail under regulation 33 of LODR, Regulation, 2015 on registered mail id it. All mails been sending to the unregistered mail id and a third person, who was not associates with the company.It was completely breech of confedentiality. After imposing penalty on the Company by MSEI, We had to drawn MSEI's attention in this non compliance followed by Exchange since so long. Then Exchange stopped sending mail to the third person and updated their record. Mentioning the complete Inciident in the waiver application and having conversation with MSEI Officials, They even dint realise the mistake committed on their part and Imposed the penaty on the Company.</p>

