



**PARAG
FANS & COOLING
SYSTEMS LTD.**

CIN : U51102MP1991PLC006760

Date: July 30, 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 ended June 30, 2025

With reference to the above subject matter, we hereby submit you the **Corporate Governance Report for the quarter ended June 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
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	Quarterly
Date of Report	30-06-2025
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

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 SURENDRA KUMAR BADJATIA	ABUPB3068N	00979809	Executive Director	Not Applicable		02-08-1965
2	Mr	SURENDRA KUMAR BADJATIA	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) & 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)	Notes for not providing PAN	Notes for not providing DIN
1	NA		10-12-2008	14-08-2024		199	1	0	0	0		
2	Yes	26-09-2022	18-01-2017	01-05-2025		102	1	0	0	0		
3	NA		04-02-2009	14-08-2024		197	1	0	0	0		
4	NA		04-02-2009	14-08-2024		197	1	0	1	0		
5	NA		30-05-2023			25	0	1	1	0		
6	NA		26-02-2025			5	0	1	1	1		
7	NA		26-02-2025			5	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.</p> <p>our company is listed at only Metropolitan Stock Exchange only neither at BSE Nor NSE.</p> <p>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 BADJATIA	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	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	11-02-2025				Yes	7	3	2
2	26-02-2025		14		Yes	7	3	2
3		01-05-2025	63		Yes	7	3	1
4		30-05-2025	28		Yes	7	3	1

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	11-02-2025				Yes	3	3	2	0
2	Audit Committee	01-05-2025	78			Yes	3	2	1	0
3	Nomination and remuneration committee	26-02-2025				Yes	3	3	2	0
4	Nomination and remuneration committee	01-05-2025	63			Yes	3	2	1	0
5	Stakeholders Relationship Committee	26-02-2025				Yes	3	3	2	0
6	Stakeholders Relationship Committee	01-05-2025				Yes	3	2	1	0

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1		
VI. 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

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

Signatory Details	
Name of signatory	Pooja Chauhan
Designation of person	Company Secretary and Compliance Officer
Place	Dewas
Date	30-07-2025

