



PAHARPUR COOLING TOWERS LIMITED

Paharpur House, 8/1/B, Diamond Harbour Road, Kolkata - 700 027, INDIA
Ph: +91-33-40133000 • Fax: +91-33-40133499 • pctccu@paharpur.com • www.paharpur.com
CIN: U02005WB1949PLC018363

NOTICE OF ANNUAL GENERAL MEETING

“NOTICE” is hereby given that the Annual General Meeting of the members of Paharpur Cooling Towers Limited for Financial Year 2023-24 will be held on Monday ,23rd September, 2024 at 3.30 P.M at the registered office of the Company at Paharpur House, 8/1/B, Diamond Harbour Road, Kolkata- 700027 to transact the following business:

ORDINARY BUSINESS:-

1. To receive, consider and adopt
 - (a) The Audited Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Reports of the Board of Directors and Auditors thereon; and
 - (b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Report of the Auditors thereon
2. To declare a dividend of Rs.30 per ordinary share of face value of `10/- each for the financial year ended 31st March, 2024
3. To appoint a Director in place of Ms. Parul Swarup (DIN: 00443381) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. **To consider and if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution:**

“RESOLVED THAT pursuant to provisions of Section 148 and other applicable provisions,if any of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014 and on the basis of recommendation by the Audit Committee and approval by the Board of Directors at its meetings dated 06th July, 2024, remuneration of the Firm of Cost Auditors, M/s N. Radhakrishnan & Co., Rs



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2,25,000 plus out of pocket expenses at actuals as approved by the Board of Directors for the Financial year 2024-25, be and is hereby ratified and confirmed.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. **To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:**

Appointment of Shri Ajay Gaggar as an Independent Director of the Company:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), **Shri Ajay Gaggar** having **DIN 00210230** who was appointed as an **Additional Director(Non-Executive-Independent Director)** of the Company by the Board of Directors with effect from 14th May, 2024 and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an independent Director of the Company not liable to retire by rotation, for a term of three (03) years, with effect from 14th May, 2024 to 13th May, 2027”

By Order of the Board of Directors

- s/d-

Shilpishree Choudhary

Company Secretary

Date: 06.07.2024

Place: Kolkata



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NOTES:

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 and rules made thereunder (the Act) in respect of business under Item No. 4 and Item No.5 of the Notice, is annexed hereto and forms part of the notice.
2. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48(forty-eight) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authorities, as applicable.
3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Attendance Slip, Proxy form and the Route map of the venue of the meeting are annexed herewith.
5. Members/Proxies/Authorised Representatives are requested to carry valid ID proof such as PAN, Voter Card, Passport, Driving Licence, Aadhaar Card along with the Attendance Slip duly filled in for attending the Meeting.
6. The relevant details of the Director seeking re-appointment as required under Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is annexed as Annexure-1 to the Notice.
7. The Annual Report for the financial year 2023-24 along with Notice of the AGM, Attendance Slip and Proxy Form are being sent through electronic mode to those Members whose email addresses are registered with the Company/Depository Participant(s). For members who have not registered their email addresses, physical



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copy of the aforesaid documents are being sent by the permitted mode. The physical copy of the Notice along with Annual Report shall also be made available to the Member(s) who may request the same in writing to the Company.

8. The Register of Members and the Share Transfer Books of the Company will remain closed from 17th September, 2024 to 23rd September, 2024 (both days inclusive) for the purpose of this AGM and for the purpose of determining the entitlement of the members to the dividend, for the financial year ended 31st March, 2024.
9. The dividend on the ordinary shares, if approved at the AGM, will be paid subject to deduction of tax at source, to the Members whose names appear in the Register of Members/list of Beneficial Owners as at the end of business hours on 16th September, 2024 i.e. the date prior to the commencement of book closure.
10. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the Members during the AGM. All relevant documents referred to in the Notice, if any, will also be available for inspection at the Registered Office/Corporate Office of the Company during business hours between 1.00 P.M. to 3.30 P.M on any working day excluding Saturday prior to the date of the AGM and will also be available for inspection during the AGM.

By Order of the Board of Directors

- s/d-

Shilpishree Choudhary

Company Secretary

Date: 06.07.2024

Place: Kolkata



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item 4

The Board of Directors, at its meeting held on 06th July, 2024, on the basis of recommendations by the Audit Committee, approved the appointment of the Firm of Cost Accountants M/S N. Radhakrishnan & Co., as Cost Auditors of the Company for the financial year 2024-25 at a revised remuneration of Rs. 2,25,000/- plus out of pocket expenses at actual & GST as applicable.

Section 148(3) of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014 ("the Act"), requires the Board to appoint an individual, who is a cost accountant in practice or a firm of cost accountants in practice, as cost auditor on recommendations of the Audit committee, which shall also recommend remuneration for such cost auditor and such remuneration shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders.

The resolution contained in Item no. 4 of the accompanying Notice; accordingly, seek members' approval for ratification of remuneration of Cost Auditors of the Company for the financial year 2024-25.

None of the Directors of the Company is in any way concerned or interested in the proposed resolution.



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Item 5-

Appointment of Shri Ajay Gaggar(DIN 00210230) as an Independent Director of the Company:

Shri Ajay Gaggar as an Additional Director, holds office up to the date of this Annual General Meeting.

In terms of provisions contained under Section 160(1) of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying his candidature as a Director, or the intention of such member to propose him as a candidate for that office, as they case may be.

Accordingly, Company has received a notice from a member proposing candidature of Shri Ajay Gaggar for the office of Director in terms of Section 160 of the Companies Act, 2013. Shri Ajay Gaggar has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014.

Brief Profile of Shri Ajay Gaggar-----

1. By profession a lawyer specialised in Corporate and Banking Law and real estate. He is an Insolvency professional. He is also a Chartered Accountant.
2. Director of various Companies i.e Machino Techno Sales Limited, Tropicana Exports Pvt Ltd, Lovejoy Agencies Pvt Ltd, Padrone Marketing Pvt Ltd, Saral Vintrade Pvt Ltd etc
3. Serving as a Partner in Gaggar & Co. LLP

In the opinion of the Board, Shri Ajay Gaggar fulfills the conditions specified in the Act and the Rules made there under for the appointment as an Independent Director and he is independent of management. The Board has formed an opinion that Shri Ajay Gaggar



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possesses the requisite skills and knowledge and it would be in the interests of the Company to appoint Shri Ajay Gaggar, as an Independent Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Shri Ajay Gaggar as an Independent Director is now being placed before the Members in this Annual General Meeting for their approval.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days during 1.00 P.M to 3.30 P.M up to the date of the Meeting.

Shri Ajay Gaggar is concerned and interested in the resolution mentioned at item no.5. None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 5 of the Notice.

The Board recommends the Special Resolution as set out at item no. 5 for approval by the Members

By Order of the Board of Directors

- s/d-

Shilpishree Choudhary

Company Secretary

Date:- 06.07.2024

Registered Office:

8/1/B, Diamond Harbour Road,

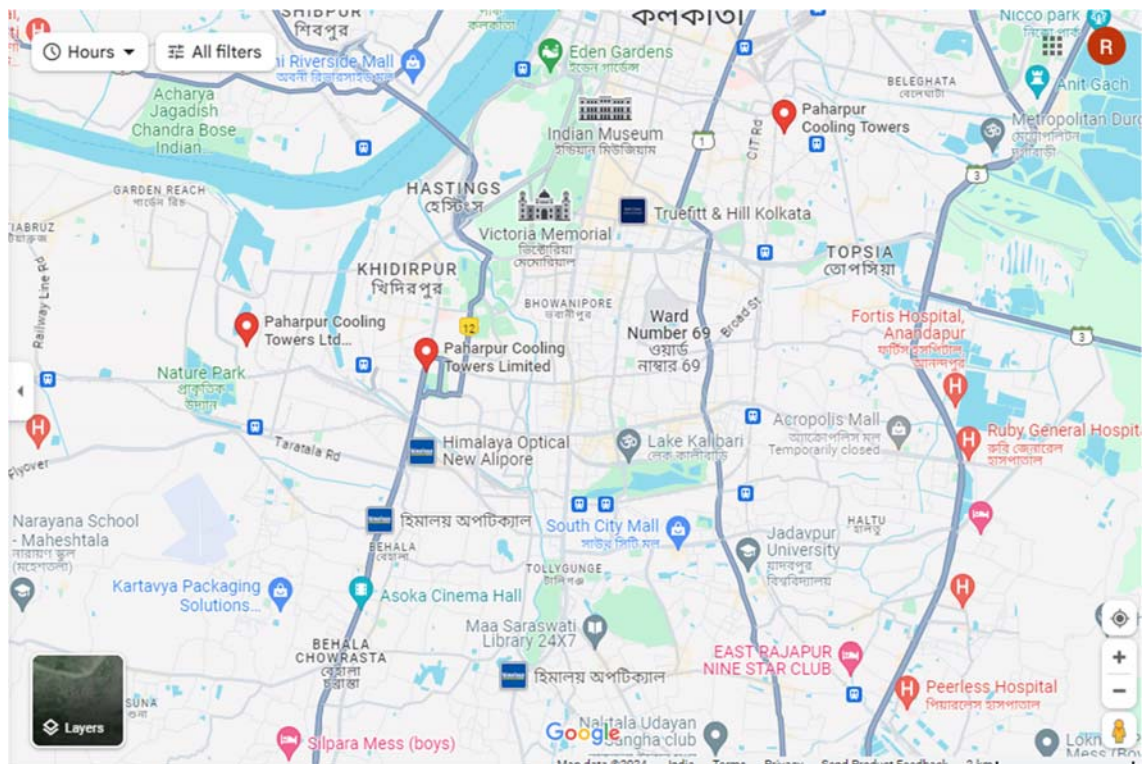
Kolkata 700027



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**ROUTE MAP TO THE VENUE OF THE AGM ON MONDAY, 23RD SEPTEMBER, 2024 AT 3.30 P.M
AT 8/1/B, DIAMOND HARBOUR ROAD, KOLKATA-700027.**





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ANNEXURE-1

ANNEXURE TO ITEM NO. 3 OF THE NOTICE

Details of Director seeking re-appointment at the forthcoming Annual General Meeting as per Secretarial Standard on General Meetings] (As on 31st March, 2024)

PARTICULARS	DETAILS
Name of the Director	Mrs. Parul Swarup
Date of Birth and Age	07.11.1962, 61 years
Nationality	Indian
Qualifications	B.Sc(Hons) in Mathematics
Experience (including nature of expertise in specific functional areas)	Administration, Finance
Date of first appointment on the Board of Directors of the Company	07/12/2022
Number of shares held in the Company	84000
List of directorships held in other companies	Paharpur Corporation Limited
Chairman/Member of the Committees of the Boards of the Companies in which she is Director	Member of Audit Committee & Nomination & Remuneration Committee of Paharpur Cooling Towers Limited
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Wife of Mr. Gaurav Swarup-Co-Chairman & Managing Director of the Company.
Number of meetings of the Board attended during the year 2023-24	Four
Terms and conditions of Re-appointment	As a non-executive woman director who will be entitled for sitting fees and commission as approved by the Board.
Details of Remuneration sought to be paid	Rs.6,80,000



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Remuneration last drawn (including sitting fees, if any)	Rs. 6,80,000
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ATTENDANCE SLIP

Annual General Meeting
on Monday, 23rd day of September, 2024

NAME (IN BLOCK LETTERS)	
ADDRESS	
REGISTERED FOLIO NO. / DP ID & CLIENT ID	
FULL NAME OF SHAREHOLDER / PROXY/ AUTHORISED REPRESENTATIVE ATTENDING THE MEETING	

I/We hereby record my/our presence at the Annual General Meeting of the Company being held on Monday, the 23rd day of September, 2024 at 3.30 PM at Paharpur House, 8/1/B, D.H.Road, Kolkata-700027

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Signature of Shareholder / Proxy / Authorised Representative

Notes:

- 1) Each equity share of the Company carries one vote.
- 2) Members are requested to read the Instructions and Notes carefully before casting their votes.
- 3) Please fill up this attendance slip and hand it over at the entrance of the meeting hall



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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013
and rule 19(3) of the Companies (Management and
Administration) Rules, 2014]

Name of the Company: **PAHARPUR COOLING TOWERS
LIMITED**

Registered office: Paharpur
House, 8/1/B, Diamond Harbour
Road, Kolkata - 700027
-Annual General Meeting on
Monday, 23rd day of September,
2024 at 3.30 P.M

Name of the Member (s) :	
Registered Address :	
E-mail Id :	
Folio No. / Client Id :	
*DP ID :	

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name: Address:
.....
..... E-mail Id:
.....
Signature:....., or failing him
2. Name: Address:
.....
..... E-mail Id:
.....
Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Monday, 23rd September, 2024 at 3.30 P.M at Paharpur House, 8/1/B, Diamond Harbour Road, Kolkata-700 027 and at any adjournment thereof in respect of such resolutions as are indicated below:



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S. No.	RESOLUTION	FOR	AGAINST
1.	To receive consider and adopt: a. the Audited Financial Statement of the Company for the Financial Year ended on 31st March 2024, together with the Directors' and Auditor's Report thereon; and b. the Audited Consolidated Financial Statement of the Company for the Financial Year ended on 31st March 2024, together with the Auditor's Report thereon.		
2.	To declare a Dividend		
3.	To appoint a Director in place of Ms Parul Swarup (DIN: 00443381), who retires by rotation and being eligible, offer himself for re-appointment.		
4.	Ratification of remuneration of Cost Auditor		
5.	Appointment of Shri Ajay Gaggar (DIN: 00210230) as an Independent Director of the Company.		

SIGNED THIS---DAY OF -----SEPT 2024

Signature of Shareholder-----

Signature of Proxy Holder(s)-----

Notes:

- 1) The Proxy, to be effective, should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
- 2) **A proxy need not be a member of the Company**
- 3) For the Resolutions, Statement pursuant to Section 102 of the Companies Act, 2013 and Notes, please refer to the Notice of the Annual General Meeting.
- 4) Please complete all details including details of member (s) in the above box before submission.