



**PARAG
FANS & COOLING
SYSTEMS LTD.**

CIN :U51102MP1991PLC006760

March 05, 2024

To,
Metropolitan Stock Exchange of India Limited
Building A, Unit 205A, 2nd Floor, Piramal,
Agastya Corporate Park, LalBahadurShastriMarg,
Kurla West, Kurla, Mumbai - 400070

Sub: Outcome of Board Meeting pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) (LODR) Regulations, 2015

Series : BE
Symbol : PFCSL

Dear Sir,

With reference to the captioned subject, we wish to inform you that the Board of the Directors of the Company at their meeting held today i.e. March 05, 2024 started at 4:00 p.m. has considered and approved the following:

1. Subject to the approval of the members in the Extra Ordinary General Meeting and appropriate authorities, the Board has decided to increase the authorized share capital of Company from Rs. 6,00,00,000/- to Rs. 12,00,00,000/- and alter the Memorandum of Association of the Company.

Brief Amendments in Memorandum of Association of the Company as per Regulation 30 of SEBI (LODR) Regulations, 2015 read with Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015:

- V. The Authorized Share Capital of the Company shall be Rs. 12,00,00,000/- (Rupees Twelve Croreonly) divided into 11,00,00,00 (One Crore Ten Lakhs) Equity Shares of Rs. 10/- (Rupee Ten only) each amounting to Rs. 11,00,00,000 /- (Rs. Eleven CroreOnly)and 10,00,000 (Ten Lakhs) Preference shares of Rs. 10/- (Rupee Ten only) each amounting to

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Rs. 1,00,00,000/- (Rupees One Crore Only) which shall rank pari-passu with the existing shares of the Company.

2. Subject to the approval of the members in the Extra Ordinary General Meeting and appropriate authorities, the Board has decided to issue and allot 44,60,000 Equity Shares and 8,40,000 Compulsory Convertible Preference Shares ("CCPs") to Promoters and non-promoters (as detailed in Annexure 1), on a preferential basis in accordance with the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, as amended ("Act") read with Companies (Prospectus and Allotment of Securities) Rules, 2014, and Companies (Share Capital and Debentures) Rules, 2014 as amended ("Rules") and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2022 and as amended from time to time ("SEBI ICDR Regulations") subject to approval of the Shareholders at the ensuing Extra Ordinary General Meeting of the Company and other regulatory/governmental authorities, as may be required.

3. Extra Ordinary General Meeting:

The Board also Authorised Mr. Sandeep Surendrakumar Badjatia and/or Ms. Pooja Chauhan, Company Secretary of the Company to fix date, day time and venue for holding an Extra Ordinary General Meeting (EGM) of the Company to seek approval of the shareholders of the Company for the aforesaid preferential issue.

Additional details pursuant to Regulation 30 and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular bearing reference no. CIR/CFD/CMD/4/2015 dated 9, September, 2015 is enclosed as **Annexure 1**.

4. The Board has also decided to acquire 75% of shares of Impact Fans And Cooling Systems Limited

The Board Meeting concluded at 7.55 p.m.

The above intimation is given to you for your record, Kindly take the note of the same.



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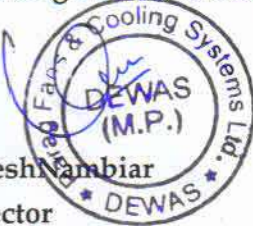
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Thanking You,

Yours faithfully,

For Parag Fans & Cooling Systems Limited


Umesh Nambiar
Director

DIN No. 02566355

Annexure- I

Details as required to be disclosed under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular bearing reference no. CIR/CFD/CMD/4/2015 dated 9, September, 2015

Sr. No.	Particulars	Details
1	Type of securities proposed to be issued (viz. equity shares, convertibles etc.):	Issue of Equity Shares and Compulsory Convertible Preference Shares (CCPSS) on Preferential Basis
2	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placements, preferential allotment etc.)	Preferential issue under Chapter V of the SEBI ICDR Regulations.
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Issue of 44,60,000 Equity Shares and 8,40,000 Compulsory Convertible Preference Shares ("CCPs") The Preferential Issue will be undertaken partly for cash and partly for consideration other than cash by way of swap of equity shares.

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4	Details furnished in case of preferential issue	
	Name of the Investor	Annexure -II
	In case of convertibles – intimation on conversion of securities or on lapse of the tenure of the instrument	The CCPSS shall be converted by the Proposed Allottees at any time within 18 months from the date of allotment as specified in Regulation 75 of the SEBI (ICDR) Regulations.
	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable

Sr. no.	Name of the Proposed Allottees	Category	Pre-Issue Holding	Pre-Issue Holding %	No. of equity shares to be allotted	No. of CCPSS to be allotted	Post issue holding after conversion	Post Issue Holding %
PROMOTER GROUP								
1	SandeepBardjatyia	Promoter	2847799	50.93	2760000	690000	6297799	57.82
2	Mrs.RukminiBadjatia	Promoter Group	0	0	450000	150000	600000	5.51
NON PROMOTER GROUP								
3	RashmiPagnis	Non Promoter	0	0	10000	0	10000	0.09
4	BinduNambiar	Non Promoter	0	0	10000	0	10000	0.09

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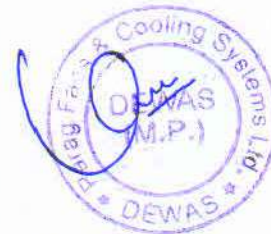
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5	Ms. Therese Patterson Grefer	Non Promoter	0	0	12,30,000	0	12,30,000	11.47
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Annexure -II

Sr. no.	Name of the Proposed Allottees	Category	Pre-Issue Holding	Pre-Issue Holding %	No. of equity shares to be allotted	No. of CCPSS to be allotted	Post issue holding after conversion	Post Issue Holding %
PROMOTER GROUP								
1	SandeepBajaj	Promoter	2847799	50.93	2760000	690000	6297799	57.82
2	Mrs.RukminiBadjatia	Promoter Group	0	0	450000	150000	600000	5.51
NON PROMOTER GROUP								
3	RashmiPagnis	Non Promoter	0	0	10000	0	10000	0.09
4	BinduNambiar	Non Promoter	0	0	10000	0	10000	0.09
5	Ms. Therese Patterson Grefer	Non Promoter	0	0	12,30,000	0	12,30,000	11.47



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