



**PARAG
FANS & COOLING
SYSTEMS LTD.**

CIN : U51102MP1991PLC006760

Date: March 3rd, 2023

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

Sub: Notice of Extra Ordinary General Meeting of Parag Fans And Cooling Systems Limited.

Dear Sir / Madam,

This is to inform you that the Extra Ordinary General Meeting of the members of Parag Fans And Cooling Systems Limited will be held on Monday, March 27, 2023 at 10.00 a.m. at registered office of the company to transact the businesses as set out in the Notice of the Extra Ordinary General Meeting.

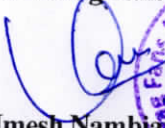
Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, any amendment made thereon the Company is offering e-voting facility to its members in respect of the businesses to be transacted at Extra Ordinary General Meeting. The cut-off date (i.e. the record date) for the purpose of e-voting is Monday, March 20, 2023.

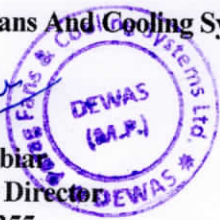
Notice of Extra Ordinary General Meeting is also available on the website of the Company i.e. www.paragfans.com

Please take the same on your record and acknowledge the receipt of the same.

Thanking You,
Yours Faithfully,

For Parag Fans And Cooling Systems limited


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: 91-7272-425100 to 117 Fax: 91-7272-, 400273,
E-mail: info@paragfans.com
Website: www.paragfans.com

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting of the members of **PARAG FANS AND COOLING SYSTEMS LIMITED** will be held on Monday, March 27, 2023 at 10.00 A.M. at the registered office of the Company situated at 1/2 & 1B/3A Industrial Area No. 1 A. B.Road, Dewas, MP- 455001 IN to transact the following business:

SPECIAL BUSINESS:-

APPROVAL FOR ISSUE OF 6,00,000 EQUITY SHARES ON PREFERENTIAL BASIS

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

“RESOLVED THAT in accordance with the provisions of Section 42, and 62 all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018(**the “SEBI (ICDR) Regulations, 2018”**), as amended thereto, the regulations/guidelines, if any, issued by the Government of India, and any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and the SEBI (Listing Obligations and Disclosures Requirements) Amendment Regulations, 2018 and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, Securities and Exchange Board of India, Stock Exchanges and any other relevant statutory, governmental authorities or departments, institutions or bodies (**“Concerned Authorities”**) in this regard and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of the Concerned Authorities while granting such approvals, and permissions as may be necessary or which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **“the Board”** which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the Board be and is hereby authorized to create, offer, issue and allot, upto 6,00,000 (Six Lacs) Equity Shares of Face value Rs. 10/- (Rupees Ten only) each/- at a price of Rs. 10 each aggregating to Rs. 60,00,000 to the Promoters/ Promoter Group and to Non-Promoter by way of Preferential Allotment basis in compliance with Chapter V of SEBI (ICDR) Regulations, 2018 in lieu of utilizing / conversion of unsecured loan of Proposed Allottees and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, in the manners as mentioned below:

Sr. No.	Name of the Proposed Allottees	No. of Equity Shares proposed to be allotted	Category	Name of the Ultimate Beneficiaries/ Owners
1.	Sandeep Badjatia	5,00,000	Promoter	Sandeep Badjatya,
2.	Deepak Pagnis	50,000	Non-Promoter	Deepak Pagnis
3.	Umesh Nambiar	50,000	Non-Promoter	Umesh Nambiar
Total		6,00,000		

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Issue of the Equity Shares is February 24, 2023 (February 25, 2023 being non-working day) the date 30 days prior to the date of the Extra-Ordinary General Meeting (“Relevant Date”) on which this special resolution is proposed to be passed.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the clauses of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT The Equity Shares shall be allotted in dematerialized form with in a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

RESOLVED FURTHER THAT pursuant to the provisions of the Act & Rules, the name of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and that the private placement offer cum application letter in Form No. PAS-4 be issued to the Subscribers inviting the Subscriber to subscribe to the Equity Shares, and the terms and conditions stated therein and the consent of the Company is hereby accorded to the issuance of the same.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of Equity Shares of the Company, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in

its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Equity Shares of the Company as it may in its absolute discretion deem fit and proper.

RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorized to issue the letter of offer cum composite application forms to the allottees and to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the company to give effect to this resolution.”

For Parag Fans and Cooling Systems Limited

Sd/-

Umesh Nambiar

Director

(DIN: 02566355)

Place: Dewas

Date: February 28, 2023

Registered Office:

1/2 & 1b/3a Industrial Area No. 1

A B Road, Dewas, MP- 455001

CIN: U51102MP1991PLC006760

Tel: 7272 – 425102 / 425104

E-mail: info@paragfans.com

Website: www.paragfans.com

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER.
2. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the meeting.
3. A person can act as proxy on behalf of Members not exceeding fifty in number and holding in aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. In case of a Member holding more than ten per cent of the total share capital of the Company carrying voting rights, such a Member may appoint a single person as proxy, who however shall not act as proxy for any other person or shareholder.
4. Members / Proxies should bring the Attendance Slip duly filled in and signed for attending the meeting. Corporate Members intending to send their authorized representatives are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the ensuing Extra-Ordinary General Meeting so as to reach the Company on or before March 25, 2023.
5. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Shareholders seeking any information with regard to accounts are requested to write to the Company at least seven days in advance so as to enable the Company to keep the information ready.
8. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays during business hours of the Company up to the date of the Meeting.
9. Members are requested to send all communications concerning shares, change of address etc. to the Company's Registrar, Ankit Consultancy Pvt. Limited quoting their folio and reference no. Members are also requested to send their email address to the Company's Registrar.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their

Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company.

11. Non- Resident Indian Members are requested to inform Registrars and Transfer Agents, immediately of:
 1. Change in their residential status on return to India for permanent settlement.
 2. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
12. Shareholders who are still holding physical share certificate(s) are advised to Dematerialize their shareholding to avail the benefits of Dematerialization.
13. Electronic copy of the Notice of EGM is being sent to all the members whose email IDs are registered with the Company for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice is being sent in the permitted mode.
14. Members may also note that the Notice of the Extra-Ordinary General Meeting will also be available on the Company's website www.paragfans.com for their download. The physical copies of the aforesaid Notice will also be available at the Company's Registered Office in Dewas for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post. For any communication, the shareholders may also send requests to the Company's investor email id: _info@paragfans.com
15. Voting through electronic means.

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Extra-Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depositories Services (India) Limited (CDSL).

The Company has signed an agreement with Central Depositories Services (India) Limited (CDSL) for facilitating e-voting to enable the shareholders to cast their vote electronically.

The e-voting facility will be available during the following period:

Commencement of e-voting	From 9.00 a.m. (IST) on Friday, March 24, 2023
End of e-voting	Up to 5.00 p.m. (IST) on Sunday, March 26, 2023

The cut-off date (i.e. the record date) for the purpose of e-voting is March 20, 2023

Instructions and other information relating to e-voting are as under:

- 1) Log on to the e-voting website www.evotingindia.com
- 2) Click on “Shareholders” tab.
- 3) Select “PARAG FANS & COOLING SYSTEMS LIMITED” from the drop down menu and click on “SUBMIT”
- 4) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For CDSL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 5) Next enter the Image Verification as displayed and Click on Login.
- 6) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. In case you have forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 7) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Members who have not updated their PAN with the Company / Depository Participant are requested to use sequence number which is printed on Attendance Slip indicated in the PAN Field / mentioned in email to those shareholders to whom email is to be send.
DOB/ DIVIDEND BANK DETAILS	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned

- 8) After entering these details appropriately, click on "SUBMIT" tab.
- 9) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.
- 10) Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 11) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 12) Click on the EVSN for Parag Fans And Cooling Systems Limited on which you choose to vote.
- 13) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 14) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 15) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- 16) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 17) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- 18) For Corporate / Institutional shareholders:
 - Corporate / Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create a Compliance user using the admin login and password. The Compliance user would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and

on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

16. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
17. The e-voting period commences on March 24, 2023 (9:00 am) and ends on March 26, 2023 (5:00pm). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of March 20, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. If Shareholders of the Company has not casted their vote electronically, may cast their vote at the EGM.
18. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of March 20, 2023.
19. If a Member casts votes by e-voting and at the EGM also, then vote cast through e-voting shall prevail and vote cast at the EGM shall be treated as invalid. The members who have cast their vote by e-voting or at the EGM also form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
20. The facility for voting through ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting/ ballot shall be able to exercise their voting right at the meeting.
21. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@cdsl.co.in. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evotingindia.com
22. M/s. Neelesh Gupta & Associates, Company Secretaries have been appointed as the scrutinizer to scrutinize the e-voting and poll process in affair and transparent manner.
23. The Chairman shall, at the Extra-Ordinary General Meeting, at the end of discussion on the resolutions setout in the Notice of Extra-Ordinary General Meeting, allow voting for the Members who are present at the EGM but have not cast their votes by availing the e-voting facility.

24. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the cast votes at the meeting through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizers' Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same .
25. The results shall be declared on or after the EGM of the Company. The results declared along with the Scrutinizers' Report shall be placed on the Company's website www.paragfans.com and on the website of CDSL within two days of the passing of resolutions at the EGM of the Company and communicated to the Metropolis Stock Exchange of India Ltd. within the prescribed period.
26. Investor Grievance Redressal:-The Company has designated an exclusive e-mail id info@paragfans.com to enable investors to register their complaints, if any.

For Parag Fans and Cooling Systems Limited

**Sd/-
Umesh Nambiar
Director
(DIN: 02566355)**

Place: Dewas

Date: February 28, 2023

Registered Office:

1/2 & 1b/3a Industrial Area No. 1

A B Road, Dewas MP- 455001

CIN: U51102MP1991PLC006760

Tel: 7272 – 425102 / 425104

E-mail: info@paragfans.com

Website: www.paragfans.com

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

The Board of Directors of the Company, at its meeting held on February 28, 2023, has approved a proposal to convert its debt into share capital by issuing Equity shares on the basis of preferential issue for consideration in lieu of utilizing/ conversion of unsecured loan of the proposed allottees into Equity Share Capital. Accordingly, the Company has proposed to issue and allot:

- i. 6,00,000 equity shares at a price of Rs. 10/- per Equity Share at par to Promoters/ Promoter Group and Non-Promoter (Directors and their relatives) (Proposed allottees) in lieu of conversion of unsecured loan into share capital amounting Rs.60,00,000/-;

The proposed preferential issue for conversion/ utilization of unsecured loan of the proposed allottees, be subject to conditions including receipt of shareholder's approval, compliance with the provisions of Chapter V of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR Regulations), as amended from time to time, Listing Regulations, Memorandum and Articles of your Company and other applicable rules, Regulations of SEBI and other appropriate authorities.

The Proposed resolution under this item No. 1 for seeks to obtain Members' approval to issue and allot the said equity shares and preference shares as mentioned in the said resolution. Pursuant to the provisions of section 42, and 62 of the Companies Act, 2013, a Special Resolution is required to be passed by the Members of the Company.

Your Board of Directors recommends the Special Resolution for your approval as set out under item No. 1 of the Notice of Extra-Ordinary General Meeting.

None of other Directors, Key Managerial Personnel and their relatives is interested or concerned in the proposed Resolution as set out under Item No. 1 except Mr. Sandep Badjatia, Surendra Kumar Badjatia, Rukmini Badjatia, Deepak Pagnis and Umesh Nambiar to the extent of their shareholding.

The necessary information pertaining to the proposed preferential allotment in terms of Regulation 163 (1) of SEBI (ICDR) Regulations, 2018, as amended thereto, are set out as below:

1. Object/s of the issue:

The proposed preferential allotment of Equity Shares is made to utilizing / converting the debt of the Company of amounting to Rs. 60,00,000 (Sixty Lacs) in to equity share Capital to strengthen net-worth and debt equity ratio of the Company.

2. Maximum number of specified securities to be issued:

Preferential Issue of 6,00,000 (Six Lakhs) Equity Shares of Rs. 10 each aggregating to Rs. 60,00,000 (Sixty Lakhs Only)

3. Relevant date:

The Relevant date as per the ICDR Regulations for the determination of the price per Equity Share pursuant to the preferential allotment is February 24, 2023 (“Relevant Date”) (February 25, 2023 being non-working day)(i.e. 30 days prior to the date of proposed Extraordinary General Meeting which is March 27, 2023), to approve the proposed preferential issue.

4. Basis on which the price has been arrived at and justification for the price (including premium, if any)

Report of independent registered valuer:

The price of Rs. 10/- (Rupees Ten only) of the Equity shares to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated February 24, 2023, issued by Mr. Girish Kambadaraya independent registered valuer (IBBI Regd .No. IBBI/RV/04/2019/11649, having registered office at 207, Bindu Galaxy, No.-2, 1st Main, Chord Road, Industrial Town, Rajaji Nagar, Bengaluru- 560044, in accordance with Regulation 166A of the ICDR Regulations (“Valuation Report”). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company’s website i.e. www.paragfans.com.

5. Intention of Promoters/ Directors/ Key Management Persons to subscribe to the offer:

The Promoters/Directors/ Key Management of the Company have conveyed to the Company in writing of their respective intention that Promoters, Directors, Key Management Persons are intend to subscribe to the offer being proposed under special resolution of the Notice for shareholders’ approval at this meeting.

6. Shareholding Pattern before and after the Issue:

The shareholding pattern before and after the allotment of Equity Shares is as under:

Sr. No	Category	Pre Issue		Post Issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A.	Promoters’ holding:				
1.	Indian:				
	Individual	23,47,799	47.04	28,47,799	51.86
	Body Corporate	10,65,971	21.36	10,65,971	19.41
	Sub Total				
2.	Foreign Promoters:	Nil	Nil	Nil	Nil
	Sub Total (A)	34,13,770	68.40	39,13,770	70.00
B.	Non-Promoters’ holding:				

1.	Institutional Investors	1,09,300	3.13	1,09,300	2.81
2.	Non-Institution	Nil	Nil	Nil	Nil
	Private Corporate Bodies	2,95,000	8.45	2,95,000	7.58
	Directors and Relatives	Nil	Nil	100000	1.79
	Indian Public	Nil	Nil	Nil	Nil
	Others (Including NRIs)	8,39,250	24.04	8,39,250	21.57
	Sub Total (B)	1577430	31.60	1677430	30.00
	Grand Total (A+B)	49,91,200	100	55,91,200	100

Notes:

#The post issue share- holding percentage is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis.

The pre-issue shareholding pattern is as on February 24, 2023.

7. Proposed time within which the allotment shall be completed:

The Board proposes to allot Equity Shares within a period of 15 days from the date of passing of the resolution by the shareholders in the Extra-Ordinary General Meeting, provided that when the allotment on preferential basis is pending on account of pendency of any approval or permission for such allotment by any regulatory authority or the Central Government, the period of fifteen days shall be counted from the date of such approval or permission.

8. List of Allottees:

Sr. No.	Name of the Proposed Allottees	No. of Equity Shares proposed to be allotted	Category	Name of the Ultimate Beneficiaries/ Owners
1.	Mr. Sandeep Badjatia	5,00,000	Promoter	Sandeep Badjatya
2.	Mr. Deepak Pagnis	50,000	Non-Promoter	Deepak Pagnis
3.	Mr. Umesh Nambiar	50,000	Non-Promoter	Umesh Nambiar
	Total	6,00,000		

9. Consequential Changes in the Voting Rights :

Voting rights will change according to the change in the shareholding pattern mentioned above.

10. Identity of the proposed allottee and the percentage of post preferential issue capital that may be held by them:

Identity of the Proposed Allottees	Pre Preferential Shareholding		No. of Equity Shares to be issued	Post Preferential Shareholding
	No. of Shares	%age		
Mr. Sandeep Badjatia (Promoter)	23,47,799	47.03	500,000	28,47,799
Mr. Deepak Pagnis (Non-Promoter)	----	--	50,000	50000
Mr. Umesh Nambiar (Non- Promoter)	---	---	50,000	50000
	23,47,799	47.03	6,00,000	29,47,799

11. SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges.

12. Practicing Company Secretary Certificate:

A certificate from Neelesh Gupta & Associates, Practicing Company Secretary, certifying that the preferential issue of Equity Shares is being made in accordance with requirements of ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website i.e www.paragfans.com.

13. Undertakings:

- Neither the Company, nor any of its Directors and / or Promoters have been declared as willful defaulter as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- Neither the Company nor any of its Directors and / or Promoters are a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories
- The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed.
- The Proposed Allottee has confirmed that it has not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.

- The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- The Issuer Company undertakes that they shall re-compute the price of the Equity shares in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.
- The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

1. Lock in Period:

The aforesaid allotment of Equity Shares shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended.

2. Change in Management:

The proposed preferential allotment of Equity Shares shall not result in any change in the management and control of the Company. Voting right shall change according to the change in shareholding pattern mentioned above.

3. Pricing of the issue:

The issue of Equity Shares on preferential basis shall be at a price of Rs. 10/- each. The price is determined in compliance with SEBI (ICDR) Regulations, 2018 for Preferential Issue.

4. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price: None

5. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

1. Auditor's Certificate:

A copy of the certificate of the Auditors of the Company certifying the adherence in SEBI's Regulations for Preferential Issues, being Chapter V to the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 by the proposed issue shall be laid before the shareholders at their proposed Extra-Ordinary General Meeting.

For Parag Fans and Cooling Systems Limited

Sd/-

Umesh Nambiar

Director (DIN: 02566355)

Registered Office:

1/2 & 1b/3a Industrial Area No. 1 A B Road

Dewas MP 455001 IN

CIN: U51102MP1991PLC006760

Tel: 7272 – 425102 / 425104

E-mail: info@paragfans.com

Website: www.paragfans.com

Date: February 28, 2023

ATTENDANCE SLIP

Extraordinary General Meeting, Monday, the March 27, 2023 at 10:00 A.M. at 1/2 & 1B/3A
Industrial Area No. 1 A B Road Dewas MP 455001 IN

Name In (BLOCK LETTERS)	
Address	
Registered Folio/DP ID & Client ID	
Shareholder/Proxy/Authorised Representative	
Mobile No. & E-mail ID	

I/We hereby record my/our presence at the Extraordinary General Meeting of the company being held at its registered office at 1/2 & 1B/3A Industrial Area No. 1 A B Road Dewas, MP 455001 IN on Monday, the March 27, 2023 at 10:00 A.M.

FORM NO. MGT-11

Proxy Form

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

CIN:

Name of the Company:

Registered office:

Name of 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

3. Name:

Address:

E-mail ID:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the company, to be held on the Mondayf March 27, 2023 At 10:00 a.m. at Dewas and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Option (√)	
Special Business:			
1.	Approval for issue of 6,00,000 Equity shares on preferential basis.		

Signed this.....day of.....20.....

Signature of Shareholder

Signature of Proxy holder(s)

Note: this form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.

Route Map to the venue of EGM

