

PARAG FANS AND COOLING SYSTEMS LIMITED

Registered Office: Plot No. 1/2B & 1B/3A, Industrial Area No. 1, AB Road, Dewas - 455 001, Madhya Pradesh;
Tel: +91 7272- 425102/4, Fax No.: +91 07272-400273; E-mail: info@paragfans.com, Website: www.paragfans.com

Open Offer for Acquisition of 907,712 Equity Shares from Shareholders of **Parag Fans and Cooling Systems Limited** (herein after referred to as the "**Target Company**" or "**TC**" or "**PFCSL**") by Mr. Sandeep Badjatia and M/s Impact Projects and Consultants Private Limited (herein after referred to as "**Acquirers**").

This Post Offer Advertisement is being issued by Birla Capital and Financial Services Limited ("**BCFSL**" or **Manager to the Offer**), on behalf of Mr. Sandeep Badjatia and M/s Impact Projects and Consultants Private Limited, in connection with the offer made by them, in compliance with Regulation 18(12) of the SEBI (SAST) Regulations, 2011. The Detailed Public Statement ("**DPS**") with respect to the aforementioned offer was made on December 20, 2012 (Thursday) in The Financial Express (English-All Editions), Jansatta (Hindi-All Editions) and Choutha Sansar (Hindi-Indore Edition).

A Corrigendum to the above DPS was made on February 27, 2013 in all the above mentioned newspapers.

1. Name of the Target Company : Parag Fans And Cooling Systems Limited
2. Name of the Acquirer(s) and PAC : **Acquirer's Name:** Mr. Sandeep Badjatia and
M/s Impact Projects and Consultants Private Limited
PAC: NIL
3. Name of the Manager to the Offer : Birla Capital and Financial Services Limited
4. Name of the Registrar to the Offer : Ankit Consultancy Private Limited
5. Offer Details
 - a. **Date of Opening of the Offer** : Tuesday, March 12, 2013
 - b. **Date of Closure of the Offer** : Monday, March 25, 2013
6. Date of Payment of Consideration : Payment of consideration to all shareholders will be completed on or before Wednesday, April 10, 2013.
7. Details of Acquisition

Sr. No.	Particulars	Proposed in the Offer Document		Actuals	
7.1	Offer Price	₹ 2.00 per share payable in cash		₹ 2.00 per share payable in cash	
7.2	Aggregate number of shares tendered	907,712 shares		267,745 shares	
7.3	Aggregate number of shares accepted	907,712 shares		267,745 shares	
7.4	Size of the Offer (Number of shares multiplied by offer price per share)	₹ 1,815,424		₹ 535,490	
7.5	Shareholding of the Acquirers before Agreements/Public Announcement (No. & %)	864,870 shares (24.77%)		864,870 shares (24.77%)	
7.6	Shares Acquired by way of Agreements/SPA				
	• Number	781,155 shares		781,155 shares	
	• % of Fully Diluted Equity Share Capital	22.37%		22.37%	
7.7	Shares Acquired by way of Open Offer				
	• Number	907,712 shares		267,745 shares	
	• % of Fully Diluted Equity Share Capital	26%		7.67%	
7.8	Shares acquired after Detailed Public Statement				
	• Number	NIL		NIL	
	• Price of the shares acquired	NIL		NIL	
	• % of Fully Diluted Equity Share Capital	NIL		NIL	
7.9	Post offer share holding of Acquirers				
	• Number	2,553,737 shares		1,913,770 shares	
	• % of Fully Diluted Equity Share Capital	73.15%		54.82%	
7.10	Pre & Post offer shareholding of the Public	Pre-Open Offer	Post-Open Offer	Pre-Open Offer	Post-Open Offer
	• Number	2,828,790	937,463	2,828,790	1,577,430
	• % of Fully Diluted Equity Share Capital	81.03%	26.85%	81.03%	45.18%

8. The Acquirers accept full responsibility for the information contained in this Post Offer Advertisement and also for the obligations under SEBI (Substantial Acquisition of Shares and Takeovers), 2011.
9. A copy of this Post Offer Advertisement will be available on the websites of SEBI (www.sebi.gov.in) and the registered office of the Target Company.
10. The terms used in this Advertisement and not defined herein, shall have the same meaning assigned to them in the Letter of Offer dated February 25, 2013.

Issued by Manager to the Offer on behalf of the Acquirers:



BIRLA CAPITAL AND FINANCIAL SERVICES LIMITED

SEBI Registration No.: INM000011567

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Contact Person: Mr. Sushanth Alva