

PS IT INFRASTRUCTURE & SERVICES LIMITED

(Formerly Known as : Parag Shilpa Investments Ltd)

612, 6th Floor, Shivai Plaza, Near Marol Industrial Co-op. Soc. Ltd.,
Marol, Andheri (East), Mumbai - 400 059. Tel: (+91) 22 28500115 / 41202400.

CIN - L72900MH1982PLC027146 Email: psitinfra@gmail.com, Website : www.psitinfrastructureltd.com

Postal Ballot Report as per *Reg 44* of PS IT INFRASTRUCTURE & SERVICES LIMITED

Date of Conclusion of Postal Ballot: 28th April, 2016

Total number of shareholders on record date: 1849

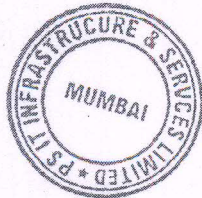

No of Shareholders for which ballot papers in physical form received: 0

No of Shareholders voted electronically: 2

Detail of Agenda

(Postal Ballot and E-voting)							
Resolution 1 – Consolidation of 555,200,000 Equity Shares of Rs. 1/- each to 55,520,000 Equity Shares of Rs. 10/- each and Alteration of Memorandum and Articles of Association of the Company thereof – Special Resolution							
Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoter group	0	0	0	0	0	0	0
Public-Institutional holders	1057	1057	100	1057	0	100	0
Public – others	10	10	100	0	10	0	100
Total	1067	1067	100	1057	10	99.06	0.94

For PS IT Infrastructure & Services Ltd



Mr. Sajjan Kedia
Managing Director



H V Gor & Co
Practicing Company Secretaries

CS Harsh V Gor
B.Com.ACS

FORM NO. MGT-13

Report of Scrutinizer

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]*

To,
The Board of Directors
PS IT Infrastructure & Services Limited
Mumbai

Dear Sirs,

I, Mr. Harsh Vijay Gor, Partner of H V GOR AND CO, Practicing Company Secretaries, appointed as Scrutinizer for the purpose of the Postal Ballot and e-voting taken on the below mentioned resolution and hereby state that:

1. No ballot paper has been received by the Company with respect to Postal Ballot;
2. The e-voting report on the below mentioned resolution was finalized and assessed by us on the closure of e-voting period i.e. after 5.00 p.m. on Thursday, 28th April, 2016;
3. I did not find any of the votes casted electronically, invalid
4. The result of the Postal Ballot is as under:

Consolidation of Equity Shares of the Company, Alteration of Memorandum of Company and Articles of Association of Company:

To consider and if thought fit, to pass with or without modifications, the following, resolution as a Special Resolution:

"RESOLVED THAT subject to the provisions of section 61 Companies Act, 2013 read with section 13 and 14 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Equity Share Capital of the Company be altered by consolidating the face value of Equity Shares from Rs. 1/- (Rupees One Only) per share to Rs. 10/- (Rupees Ten Only) per share such that the authorized capital of the Company shall alter from Rs. 55,52,00,000/- (Rupees Fifty Five Crores Fifty Two Lacs Only) consisting of 55,52,00,000 (Fifty

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Five Crores Fifty Two Lacs) Equity Shares of face value Rs. 1/- (Rupees One only) each to Rs. 55,52,00,000/- (Rupees Fifty Five Crores Fifty Two Lacs Only) consisting of 5,55,20,000 (Five Crores Fifty Five Lacs Twenty Thousand) Equity Shares of face value Rs. 10/- (Rupees Ten Only) each fully paid up.”

“**RESOLVED FURTHER THAT** no member shall be entitled to a fraction of a share and all fractional entitlements resulting from the consolidation shall be aggregated into whole shares and the number of whole shares so arising shall be held by trustee appointed by the Board of Directors (hereinafter referred as the Board which term shall be deemed to include any Committee thereof) of the Company (trustee) who shall dispose of the said whole shares and the shares and the proceeds of sale of such whole shares shall be distributed proportionately among the members who would otherwise be entitled to fractional entitlement.”

“ **RESOLVED FURTHER THAT** consequent to the resolution passed above and pursuant to the provisions of the Section 13 of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company be altered by substituting the following new clause V:

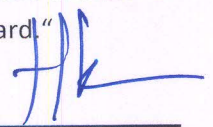
“V. The present Authorized Share Capital of the Company is Rs. 55,52,00,000/- (Rupees Fifty Five Crores Fifty Two Lacs Only) consisting of 5,55,20,000 (Five Crores Fifty Five Lacs Twenty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only). The Company has power to divide the share capital, from the time being, into several classes and to increase or reduce its capital from time to time and to vary, modify or abrogate any rights, privileges or conditions attached to any class of shares in accordance with the provisions of the Companies Act and regulations of the Company.”

“**RESOLVED FURTHER THAT** consequent to the resolution passed for consolidation of shares and pursuant to section 14 of the Companies Act 2013, the existing Clause 3 (Capital Clause) of Articles of Association be and is hereby altered by substituting the following new clause 3

“3. The Authorized Share Capital of the Company shall be as per Clause V of the Memorandum of Association of the Company as altered from time to time.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (“the Board”, which expression shall also include a Committee thereof) be and they are hereby authorized to call back the existing share certificates from the shareholders and to issue new share certificates representing the Consolidated equity shares with new distinctive numbers, consequent to the Consolidation of shares as aforesaid and /or credit the shareholders’ accounts maintained with the Depositories, subject to the rules as laid down in the Companies (Share Capital and Debentures) Rules, 2014, and the Articles of Association of the Company and to inform the Depositories and the Registrar and Transfer Agents of the Company and execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board, to any Committee thereof or to any Director(s) or Company Secretary, to give effect to the aforesaid resolution.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to delegate any or all the powers conferred upon it by this resolution, to any committee formed thereof for the powers conferred upon it by this resolution, to any individual so authorized by the Board.”



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“RESOLVED FURTHER THAT the shares referred to above shall in all respect rank pari-passu with the existing fully paid up equity shares of the company, provided that they shall confer on the holders of the right to dividend, if any, for the financial year in which they are allotted pari-passu from the date of allotment of new shares.”

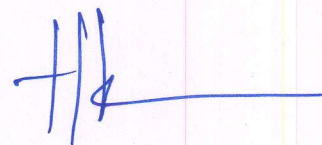
“RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, appropriate and proper or expedient for giving effect to the above Resolution and act as they may deem fit and proper in its absolute discretion to be most beneficial to the company and to approach SEBI / Stock Exchanges and / or any other competent authority for giving effect to the above Resolution.”

(i) Voted **in favour** of the resolution:

Number of members Voting through Ballot Paper or electronically	Number of votes cast by them	% of total number of valid votes cast
1	1057	99.06

(ii) Voted **against** the resolution:

Number of members Voting through Ballot Paper or electronically	Number of votes cast by them	% of total number of valid votes cast
1	10	0.94



(iii) **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

For H V GOR AND CO

PRACTICING COMPANY SECRETARIES

Harsh Keshwani

MR. HARSH VIJAY GOR

PARTNER

ACS NO. 38377

COP NO. 14269

DATE: 28TH APRIL, 2016

PLACE: NAVI MUMBAI

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