

**PS IT INFRASTRUCTURE & SERVICES LIMITED**  
**(Formerly known as Parag-Shilpa Investment Ltd)**

**NOTICE**  
**OF**  
**EXTRA-ORDINARY GENERAL MEETING**  
**ON**  
**19<sup>TH</sup> APRIL, 2014**

## PS IT INFRASTRUCTURE & SERVICES LIMITED

(Formerly known as Parag-Shilpa Investment Ltd)

FLAT NO.02, GROUND FLOOR, LAND MARK CHS, DAWOOD, BAUG CROSS LANE NO.01,  
OFF.J.P. ROAD, ANDHERI (W), MUMBAI-400058

### NOTICE

NOTICE is hereby given that the EXTRA ORDINARY GENERAL MEETING of the shareholders of the PS IT Infrastructure & Services Limited will be held on 19<sup>th</sup> April, 2014 at 10.00 AM . at the Registered Office of the Company at FLAT NO.02, GROUND FLOOR, LAND MARK CHS, DAWOOD, BAUG CROSS LANE NO.01, OFF.J.P. ROAD, ANDHERI (W), MUMBAI-400058 to transact the following business:

#### SPECIAL BUSINESS:

##### 1. Split of Equity Shares:

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 94 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the provisions of the Memorandum of Association and Articles of Association of the Company as may be necessary and subject to such other consents, approvals, permissions and sanctions as may be considered necessary by the Board of directors or as may be prescribed or made, while granting such consents and approvals and which may be agreed to by the Board:

Each of the 555,200,00 equity share of the company of face value Rs. 10/- (Rupees Ten Only) each in the Authorised capital of the Company be sub-divided into 555,200,000 equity shares of face value Rs. 1/- (Rupees One Only) each effective from the Record Date, to be decided by the Board of Directors; and the existing Clause V of the Memorandum of Association of the Company be substituted by the following new Clause V:

"V. The Authorised Share Capital of the Company is Rs. 555,200,000/- (Rupees Fifty five crore fifty two lacs Only) divided into 555,200,000 (Fifty five crore fifty two lacs) Equity shares of Rs. 1 (Rupees One only) each."

**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 authorised to call back the existing share certificates from the shareholders and to issue new share certificates representing the sub-divided equity shares with new distinctive numbers, consequent to the sub-division of shares as aforesaid and /or credit the shareholders' accounts maintained with the Depositories, subject to the rules as laid down in the Companies (Issue of Share Certificates) Rules, 1960, and the Articles of Association of the Company and to inform the Depositories and the Registrar and Transfer Agents of the

## 2. Appointment of Auditors

As the present Statutory Auditors of the Company have expressed their inability to continue as the Auditors, the Board of Directors propose to appoint M/s Ranjeet & Associates , Chartered Accountants, Mumbai as new Statutory Auditors of the company to hold office till the conclusion of the next AGM and to fix their remuneration, in place of M/s Rahul R Jain & Associates, Chartered Accountants, Mumbai.

Your Directors propose the resolution to be passed as Ordinary Resolution by the shareholders.

Non of the Directors are deemed to be interested in this resolution.

Sr. No.	Name of the Director / Key Managerial Personnel / relatives	Address	Nature of Interest	No. of Shares	% of shareholding
NIL					

Non of the other Directors of the Company are in any way interested in the said resolution.

Place: Mumbai  
Date :20<sup>th</sup> March, 2014

By Order of the Board Of Director  
Sd/-  
Director

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**PROXY FORM**

Reg.FolioNO \_\_\_\_\_ No.of shares: \_\_\_\_\_  
D.P.I.D\* \_\_\_\_\_ Client ID\* \_\_\_\_\_

I/we \_\_\_\_\_ of \_\_\_\_\_  
being a share holder / shareholders of PS IT INFRASTRUCTURE & SERVICES  
LIMITED. Hereby appoint \_\_\_\_\_ or failing him/her  
\_\_\_\_\_ as my/ our proxy to attend and vote for me / us  
and on my/ our behalf at the Extra Ordinary General meeting of the  
Company to be held on 19<sup>th</sup> April, 2014 at 10.00 A.M. and at any  
adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2014

Affix Re.  
1/- Revenue  
Stamp

Signature of the shareholder \_\_\_\_\_ [Signature of Proxy]

Note: The Proxy form duly completed and signed must be deposited at the  
Registered office of the company not less than 48 hours before the time  
for holding the Meeting

\*Applicable for shares held in electronic form.

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**ATTENDANCE SLIP**

**Extra Ordinary General Meeting**

Reg.Folio NO. \_\_\_\_\_ No. of shares held \_\_\_\_\_

Name of the Attending Member \_\_\_\_\_

D.P.I.D\* \_\_\_\_\_ Client I.D.\* \_\_\_\_\_

I/We hereby record my/our presence at the Extra Ordinary General Meeting of  
the company being held on 19<sup>th</sup> April, 2014 at FLAT NO.02, GROUND FLOOR,  
LANDMARK CHS, DAWOOD, BAUG CROSS LANE NO.01, OFF.J.P. ROAD,  
ANDHERI (W), MUMBAI-400058. At 10.00 A.M

Signature \_\_\_\_\_ of \_\_\_\_\_ the \_\_\_\_\_ shareholder(s),/ \_\_\_\_\_ Proxy/  
Representative \_\_\_\_\_

Note:

- 1) Member / proxy holder wishing to attend the meeting must bring the  
attendance slip to the meeting and hand over the same duly signed at the  
Venue.

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."

## **2. Appointment of Auditors**

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

"**RESOLVED THAT** as the existing Statutory Auditors M/s Rahul R Jain & Associates have expressed their inability to continue as the Statutory Auditors of the Company, M/s Ranjeet & Associates, Chartered Accountants, to be appointed as new Statutory Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration as may be decided between the Auditors and the Board of Directors of the Company."

Place : Mumbai  
Date : 20<sup>th</sup> March, 2014

By Order of the Board Of Director  
Sd/-  
Director

**STATEMENT ANNEXED TO THE NOTICE**  
**(Pursuant to section 102 of the Companies Act, 2013 read with Commencement**  
**Notification Of Companies Act 2013 dated 12th September 2013.)**

**1. Sub Division of Equity Shares of the company.**

The shareholders to note that the Equity Shares of your Company are listed on the Bombay Stock Exchange Limited (BSE). The equity shares of the company are actively traded on BSE.

The market price of the shares of the Company has witnessed significant spurt over the last 12 months. In order to improve the liquidity of the Company's shares in the stock market and to make it affordable to the small investors, the Board of Directors of the Company ('the Board') at their meeting held on 20<sup>th</sup> March, 2014 considered it desirable to sub-divide the nominal value of the equity portion of the authorised share capital of the Company.

The shareholders may please note that presently the nominal value of the equity shares is Rs.10/- each and consequent to the sub-division it is being divided into 10 (Ten) equity shares of Rs. 1/- each such that each shareholder holding 1 (one) equity share of the Company of face value Rs. 10/- per share will receive 10 (Ten) equity shares of the Company of face value Rs. 1/- per share. The date on which this sub-division would become effective (record date), will be decided by the Board after obtaining the shareholders' approval, which will be notified through the Stock Exchanges.

Shareholders attention is also invited to the fact that in view of the foregoing, the existing Capital Clause V in the Memorandum of Association of the Company relating to equity shares also need relevant amendment to give effect to the sub-division Articles of Association of the Company doesn't require alteration.

The Board of Directors recommends passing the resolution as Special Resolution.

Non of the Directors are deemed to be interested in this resolution.

Sr. No.	Name of the Director / Key Managerial Personnel / relatives	Address	Nature of Interest	No. of Shares	% of shareholding
NIL					

Non of the other Directors of the Company are in any way interested in the said resolution.

A copy of the Memorandum of Association together with a copy of the Articles of Association reflecting the proposed amendments is available for inspection by the members of the company at its Registered Office between 11.00 AM and 1.00 PM on any working day (except Sunday & Bank Holidays) of the company.

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**BOOK POST**

If undelivered please return to:

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