



CS Harsh V. Gor  
B.Com.ACS

**H. V. GOR & CO.**  
**PRACTICING COMPANY SECRETARIES**

FORM No. MGT 13

**Report of Scrutinizer(s)**

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

To,  
Mr. Sajjan Kedia  
Chairman  
33<sup>rd</sup> Annual General Meeting of the Equity  
Shareholders of PS IT Infrastructure & Services Limited  
Held on 25<sup>th</sup> September, 2015 at Registered Office of the Company

Dear Sir,

I, Mr. Harsh Vijay Gor, proprietor of H V Gor & Company, appointed as Scrutinizer for the purpose of the poll & E-voting taken on the below mentioned resolution(s), at the 33<sup>rd</sup> Annual General Meeting of the Equity Shareholders of PS IT Infrastructure & Services Limited, held on 25<sup>th</sup> September, 2015 at Registered Office of the Company, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:

(a) To receive, consider and adopt the Audited Balance Sheet as at and the Audited Profit and Loss Account of the Company for the period ended 31st March, 2015 together with Directors' Report and Auditors' Report thereon

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	6803798	100



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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	0	0

(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

(b) To consider and if thought fit, to pass with or without modifications, the following, resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr. Johar Pal Singh (Din: 00113986), a Director liable to retire by rotation, who seek reelection, be re-appointed as the director of the Company.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	5876617	86.37

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	927181	13.63

(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



- (C) To ratify the appointment of M/s. Ranjeet Gothi & Associates, Chartered Accountants as the Statutory Auditor of the Company:

**"RESOLVED THAT** pursuant to provision of section 139 of the Companies Act 2013 (as amended or re enacted from time to time) read with rule no 3 of the Companies (Audit and Auditors) Rules 2014, the appointment of M/s Ranjeet Gothi & Associates, Chartered Accountants who was appointed as Statutory Auditor of the Company in the 32<sup>nd</sup> AGM held on 29<sup>th</sup> September, 2015 till the conclusion of fifth Annual General Meeting from the, be and is, hereby, ratified.

**RESOLVED FURTHER THAT** appointment of the Auditor shall be subject to the ratification at each annual general meeting held after forthcoming annual general meeting.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby severally authorized to file form ADT-1 with the Registrar of Companies with the prescribed time.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	680378	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	0	0

- (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



(d) To consider and if thought fit, to pass following resolution, with or without modification, as

**ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Section 149 of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Vandana Neerajkant Sahu (DIN: 07145984), who was appointed as an Additional Director of the Company by the Board of Directors in the meeting, be and is, hereby, appointed as Independent Director of the Company for the period of 5 years.

**"RESOLVED FURTHER THAT** pursuant to Sections 149, 152, 164, 165, 179 (3) & 184 of the Companies Act, 2013 read with Rules 8 & 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the consent for appointment as Director of the Company given in form DIR-2, along with declaration that she is not disqualified from being appointed as Director in DIR-8, meets the criteria for independence as prescribed in the Act, will abide by the code of conduct prescribed in Schedule IV to the act and that, post - appointment, her number of directorships shall be within the limits prescribed under the Act and disclosure of interest, as laid before the meeting and duly initialed by the Chairman for the purpose of identification, be and is, hereby, taken note of.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is, hereby, authorized to do or delegate the authority to do, all such acts, deeds, things and sign all such documents, drafts, e-forms, as may be deemed necessary to give effect to this resolution.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	6803798	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	0	0

(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



5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

**H. V. Gor & Co.,**

**Practising Company Secretary**

*Hansh Kishore*

**Proprietor**

**M. No. : 38377**

Date: 28<sup>th</sup> September, 2015



Place: Mumbai