

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.psitinfrastuctureltd.com

Postal Ballot Notice

To,
The Shareholders,

***[Notice pursuant to Section 110 of the Companies Act, 2013, read with the Companies
(Management and Administration) Rules, 2014]***

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with rule 22 of Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable laws, if any, for the time being in force, for seeking the consent of the Members of PS IT Infrastructure & Services Limited ("the Company") and to pass a Special Resolution for consolidation of equity shares.

The proposed Resolution and Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, stating the material facts and the reasons there of, are appended. The Postal Ballot Form is enclosed for your consideration.

In accordance with Regulation 44(1) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Equity Listing Agreement entered by the Company with BSE Limited ("BSE"), and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any amendments thereto), the Company is pleased to provide electronic voting ("e-voting") facility as an alternative to its shareholders to enable them to cast their votes electronically instead of casting the vote using physical Postal Ballot Forms. Members desiring to opt for e-voting are requested to read the instructions given in the Notes of Explanatory Statement under the heading 'Voting through electronic means'.

Members, who opt to vote physically using Postal Ballot Forms or do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form.

The Board of Directors of the Company has appointed Mr. Harsh Vijay Gor (ACS No.38377 CP No.: 14269), Partner, H V Gor & Co, Practicing Company Secretaries, Navi Mumbai, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

In the event the draft resolution, as set out in this notice, is assented to by the requisite majority by means of Postal Ballot or E-voting (whichever method the Shareholder opts for), then the said draft resolution shall be deemed to have been passed as Special Business at an Extraordinary General Meeting. The date of the announcement of result of Postal Ballot/E-voting shall be considered as the date of passing of the said resolution.

Members are requested to read carefully and follow the instructions printed on the enclosed Postal Ballot Form and return such filled Form, duly completed and signed, in the attached Postage-prepaid self-addressed envelope so as to reach the Scrutinizer before or by **17.00 Hours (IST) on Thursday, 28th April, 2016**

Responses received by the Scrutinizer after the above date will be strictly treated as if no response has been received from the Member(s), in terms of the Postal Ballot Rules.

The Scrutinizer will submit his / her report to the Chairman or any Director or Company Secretary of the Company, after completion of the scrutiny of physical Postal Ballot Forms / e-voting, and shall make no later than two days of the conclusion of the voting, a consolidated scrutinizers report of the total vote caste in favour and against if any to the chairman or any person authorized by him in writing who shall countersign the same ,and the chairman or any person other authorized by him in writing shall declare the result of the postal ballot forthwith, which shall not be later than **30th April, 2016** to the stock exchange on which the Company is listed and shall thereafter be published in newspapers. The result of the Postal Ballot shall also be available at the Registered Office of the Company and hosted on the Company's website www.psitinfrastructureltd.com.,The resolution, if approved, will be taken as effectively passed on the date of declaration of results.

Members requiring any clarifications on e-voting may contact Central Depository Services (India) Limited on toll-free number 1800 200 5533 or by email at helpdesk.evoting@cdslindia.com

Item no. 1 - 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 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.”

“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.”

**By Order of the Board
For PS IT Infrastructure & Services Limited**

Place: Mumbai

Date: 15th February, 2016

**sd/-
Sajjan Kedia
Managing Director
(DIN: 00344092)**

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect of the Special Resolutions is annexed hereto.
2. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection by the Members at the Corporate Office of the Company between 10:00 a.m. to 12:00 p.m. on all working days of the Company from the date hereof up to 30th April, 2016
3. In terms of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business as set out in the Notice are sought to be passed by Postal Ballot & E- voting.
4. Mr. Harsh Vijay Gor, Practicing Company Secretary (ACS No. 38377, CP No.:14269), as the Scrutinizer for conducting the Postal Ballot / E-voting in accordance with the law in a fair and transparent manner.
5. The Company has engaged Central Depository Services (India) Limited (“CDSL”) to offer E-voting facility to all its members to enable them to cast their votes electronically. This notice is being sent to all the members, whose names appear in the Register of Members/Records of

Depositories as on the close of working hours on 19th February, 2016 i.e. "the cut-off date". Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date. E-voting is optional for members. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email addresses with the Company /Depositories and to other shareholders by Registered Post / Courier.

6. The Postal Ballot form together with the self-addressed business reply envelope is enclosed for the use of the members. Please read carefully the instructions printed on the enclosed Postal Ballot form before exercising your vote and return the same duly completed, signifying your assent/dissent, in the attached self-addressed business reply envelope, so as to reach the Scrutinizer on or before 17.00 hours on 28th April, 2016.
7. The shareholders are requested to exercise their voting rights by using the attached original Postal Ballot form only.
8. Member desiring to exercise their vote by using E-voting facility should carefully follow the instructions for E-voting printed in this notice. A member can log in any number of times till the votes are casted on all the resolutions or till the end of the Voting Period whichever is earlier.
9. Members have an option to request for physical copy of the Postal Ballot form from Company's Registrar and Transfer Agent viz. Sharex Dynamic India Pvt Ltd. Request can be sent through an e-mail by mentioning their Folio/ DP Id and Client Id No. However, the duly completed Ballot Forms should reach the scrutinizer not later than 17.00 hours on 28th April, 2016. Postal Ballot forms received after this date will be strictly treated as if the reply from the members has not been received.
10. The Scrutinizer will submit his report of the votes polled through Postal Ballot / E-voting, to the Chairman or any other person authorized in writing no later than two days from the date of conclusion of Postal Ballot, and the Chairman or any other person authorized by him will counter sign the same and shall announce the results of voting by Postal Ballot not later than 30th April, 2016, and the resolutions will be taken as passed effectively on the date of announcement of the results by Chairman or any other person authorized in this behalf, as the case may be. The Scrutinizer's decision on the validity of the votes cast through Postal Ballot/ E-voting shall be final. The Results of the Postal Ballot/ E-voting will be advertised in news paper, hosted on the Website of the Company www.psitinfrastructureltd.com and intimated to the Stock Exchanges on which the shares of the Company are listed.

11. Voting through electronic means:

The Company has entered into an arrangement with Central Depository (India) Limited (CDSL) for facilitating e-voting. The instructions for e-voting are as under:

- (i) The voting period begins on Wednesday 30th Day of March, 2016 at 9.00 hours and ends

on Thursday 28th of , April 2016 at 17:00 hours. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e.19th February, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) **Electronic Voting Sequence No (EVSN): 160311003**

(iii) Log on to the e-voting website www.evotingindia.com during the voting period.

(iv) Click on Shareholders Tab.

(v) Now, select **EVSN: 160311003** along with **"PS IT Infrastructure & Services Limited"** from the drop down menu and click on **"SUBMIT"**;

(vi) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID;

b. For NSDL: 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.

Next enter the Image Verification as displayed and Click on Login

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing password is to be used.

(vii) If you are a first time user, follow the steps given below and fill the appropriate boxes:

For Members holding shares in Demat Form and Physical Form:

PAN*	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (in capital) (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the
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	name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR DOB	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both 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 in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the EVSN 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. 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant 'PS IT Infrastructure & Services Limited' on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has 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.

(xviii) Note for Non-Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.

In case of members receiving the physical copy:

- I. Please follow all steps from sl.no (i) to sl.no (xviii) above to cast vote.
- II. 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.

EXPLANATORY STATEMENT

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice

Item No. 1

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 traded on BSE.

The Board of Directors of the Company ('the Board') at their meeting held on February 15, 2016, considered it desirable to consolidate the nominal value of the equity portion of the authorized issued, subscribed, and paid up share capital of the Company.

The shareholders may please note that presently the nominal value of the equity shares is Rs.1/- each. The consolidation entails of 1 (One) equity share of face value Rs. 10/- (Rupees Ten Only) for every 10(Ten) equity shares of Rs. 1/- (Rupees One Only) per share. Accordingly, each shareholder holding 10(Ten) equity shares of the Company of face value Rs. 1/- per share will receive 1 (One) equity share of the Company of face value Rs. 10/- (Rupees Ten only) per share. The date on which this consolidation would become effective (i.e. record date), will be decided by the Board after obtaining the shareholders' approval, which will be notified through the Stock Exchanges

Pursuant to the proposed consolidation of the share capital of the Company and the consequent increase in the face value of the equity shares from Rs. 1/- each to Rs. 10/- each (so that 55,52,00,000 equity shares with a face value of Rs. 1/- each are consolidated into 5,55,20,000 equity shares with a face value of Rs. 10/- each), the Memorandum and Articles of Association of the Company is required to be amended to reflect the consolidated share capital. Consequently, Clause V of the Memorandum of Association and Article 3 in the Articles of Association of the Company is proposed to be amended to reflect the consolidated capital of the Company.

None of Directors are deemed to be interested in this resolution. The Board recommends the special resolution set out in the notice for approval by the members

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.

By Order of the Board of Directors

Place: Mumbai
Date: 15th February, 2015

sd/-
Sajjan Kedia
Managing Director
(DIN: 00344092)

Form No. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies
(Management and Administration) Rules, 2014]

PS IT INFRASTRUCTURE & SERVICES LIMITED

Regd. Office: Office No. 612, Shivai Plaza, Near Marol Industrial Co-op Society, Marol, Andheri
(East), Mumbai-400 059

CIN-L72900MH1982PLC027146

BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Name and Registered Address of the sole / First named Member	:	
Name (s) of the Joint Holder (s) (if any)	:	
Registered Folio No./ DP ID No. and Client ID No.	:	
Number of share(s) held	:	
EVSN (e-voting EVSN Number)	:	
User ID & Password	:	If you are registered with CDSL on e-voting system, please use your existing used ID and password. If you are a first time user follow the steps given in Note No. 11(vii) to the Postal Ballot Notice.

- I / We hereby exercise my / our vote(s) in respect of the Resolution set out in the Postal Ballot Notice and hereby sending my / our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Resolution	Type of Resolution	No. of Shares	For	Against
1.	Consolidation of Equity Shares of the Company, Alteration of Memorandum of Company and Articles of Association of Company	Special			

Place:

Date:

(Signature of Member)

Note: Please read the instructions carefully before exercising your vote

Instructions

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form in all respect (no other form or photo copy thereof is permitted) and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. The members residing outside India should stamp the envelope appropriately. The envelope containing Postal Ballot Form, if sent by courier or by Registered Post at the expense of the member will also be accepted. The Postal Ballot Form may also be deposited personally at the address provided on the attached envelope.
2. The self-addressed pre-paid envelope bears the postal address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The voting period commences on 30th day of March 2016 at 9.00 hours and ends on 28th day of April, 2016 at 17:00 hours. The Postal Ballot Form duly completed and signed (as per specimen signature registered with the Company) should be sent to the Scrutinizer appointed by the Company at the corporate office of the Company on or before the close of the working hours i.e. by 28th day of April 2016. The Scrutinizer shall scrutinize and validate the postal ballots and votes cast by e-voting and shall submit report to the Board of Directors in 48 hours from the closure of the voting and the results shall be announced on 30th April, 2016.
4. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the Shareholder(s) has not been received and the same will not be considered.
5. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his/her absence, by the next named shareholder.
6. In case of shares held by Companies, Trusts, Societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authority together with attested specimen signature(s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form.
7. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders on the date of dispatch of the Notice.
8. Members are requested not to send any paper (other than the resolution/authority letter/copy of nomination/power of attorney as mentioned in instruction No.6 above) along with the Postal Ballot Form in the enclosed business reply self-addressed postage pre-paid envelope as all such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

9. A tick (✓) mark should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be, before mailing the Postal Ballot Form. Postal Ballot Form bearing tick (✓) mark in both the columns will render the same invalid.
10. A member, including the member who has opted to receive the document electronically may seek duplicate Postal Ballot Form from the corporate office of the Company. However, the duly filled in and signed duplicate Postal Ballot Form should reach the scrutinizer not later than the time and date specified at instruction No. 3.
11. The Vote in this Postal Ballot cannot be exercised through Proxy.
12. There will be only one Postal Ballot Form for each folio/Client ID irrespective of number of joint Member(s).
13. Incomplete, unsigned, improperly or incorrectly tick marked Ballot Form will be rejected.
14. **The Scrutinizer's decision on the validity of a Postal Ballot shall be final.**
15. A Member can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case you are opting for e-voting do not vote by Physical Ballot and vice versa. However, in case member(s) cast his/ their vote both in Physical Ballot and e-voting, then the voting done through physical ballot shall prevail and voting done by e-voting will be treated as invalid.

BOOK POST

To,

If undelivered please return to:
Registered Office Address
PS IT Infrastructure & Services Limited
Office No. 612, Shivai Plaza,
Near Marol Industrial Co-op Society,
Marol, Andheri(East), Mumbai-400 059