

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.

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CERTIFIED TRUE COPY OF SPECIAL RESOLUTION PASSED BY WAY OF POSTAL BALLOT FOR PS IT INFRASTRUCTURE AND SERVICES LIMITED AS ANNOUNCED ON 30TH APRIL, 2016.

CONSOLIDATION OF EQUITY SHARES OF THE COMPANY, ALTERATION OF MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY:

"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."

For PS IT INFRASTRUCTURE & SERVICES LIMITED



MR. SAJJAN KEDIA

MANAGING DIRECTOR

DIN: 00344092

