

# 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

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

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Date: 31<sup>st</sup> August, 2016

To,  
The General Manager,  
Corporate Relationship Department,  
BSE Limited  
P. J. Towers, Dalal Street,  
Fort, Mumbai- 400001.

Reference: REF: 505502

Dear Sir,

**Subject: Notice of 34<sup>th</sup> Annual General Meeting**

Please find attached the notice of Thirty Fourth Annual General Meeting (AGM). This is for your information and record.

You are requested to kindly take the record of the same.

Thanking You,  
Yours Faithfully,

For PS IT Infrastructure & Services Ltd.



Mr. Kwarlal Ojha  
Director  
(DIN: 07459363)



- Encl: 1) Notice of 34<sup>th</sup> AGM  
2) Instruction of E-voting  
3) Proxy Form  
4) Attendance slip

# PS IT INFRASTRUCTURE & SERVICES LIMITED

(Formerly Known as : Parag Shilpa Investments Ltd.)

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

## NOTICE

**NOTICE** is hereby given that the 34<sup>th</sup> Annual General Meeting of the shareholders of the Company will be held on Friday, 23<sup>rd</sup> September, 2016 at 2.30 P.M. at the registered office of the Company at Office No.612, Shivai Plaza, Near Marol Industrial Co-Op Society, Marol, Andheri East, Mumbai-400059 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2016 and the Audited Profit and Loss Account of the Company for the period ended on that date together with Directors' Report and Auditors' Report thereon.
2. 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 re-election, be re-appointed as the director of the Company."

3. To consider and, if thought fit, to pass the following resolution, with or without modification, as **ORDINARY RESOLUTION**:

**RESOLVED THAT** pursuant to Section 139(1) of the Companies Act, 2013 read with Rule 3 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of law. If any, for the time being in force in India, M/s. B S Kedia & Co, Chartered Accountants, Kolkata (FRN: 317159E), be and are, hereby, appointed as the Statutory Auditor of the Company for the financial year ending 31<sup>st</sup> March, 2017 till the financial year ending 31<sup>st</sup> March, 2022, as per the terms, conditions and recommendations of the Audit Committee of the Company, for remuneration as may be decided by the Board of Directors and agreed upon between the appointee and the Board.

### SPECIAL BUSINESS:

4. 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 149,150 & 152 of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the rules made thereunder (including any Statutory modification(s) or re-enactment thereoffor the time being in force), Mr. Kashi Prasad Bajaj (DIN: 00559830), Non- Executive Director of the Company in respect of whom , the Company has received a notice in writing from a member proposing his candidature for office of Director along with



requisite deposit, be and is hereby appointed as Independent Director of the Company for a period of 5 consecutive year upto 22<sup>nd</sup> September, 2021 and that he shall not be liable to retire by rotation as stipulated u/s 149(13) of Companies Act, 2013.

5. 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 149,150 & 152 of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the rules made there under (including any Statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Pradeep Pushkarmal Gupta (DIN : 01964509)**, Non-Executive Director of the Company in respect of whom , the Company has received a notice in writing from a member proposing his candidature for office of Director along with requisite deposit, be and is hereby appointed as Independent Director of the Company for a period of 5 consecutive years up to 22<sup>nd</sup> September, 2021 and that shall he not be liable to retire by rotation as stipulated u/s 149(13) of Companies Act, 2013.

6. 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 & 152 and all other applicable provisions of Companies Act, 2013 and the rules made thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force) , **Mr. Kawarlal Ojha (DIN: 07459363)**, who was appointed as Additional Director of the company pursuant to the provisions of Section 161 of companies Act, 2013, to hold office upto the date of this Annual General meeting and, in respect of whom the Company has received the notice in writing from a member proposing his candidature for the office of the Director with requisite deposit, be and is hereby appointed as Director of Company liable to retire by rotation.”

7. Appointment of Mr. Kawarlal Ojha as Managing Director of the Company

**“ RESOLVED THAT** subject to the provisions of Section 196,197 and 203 and all other provisions of Companies Act, 2013 (“The Act”) (including any Statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies ( Appointment and Remuneration of Managerial Personnel) Rules, 2014( as amended from time to time) and the Articles of Associations of the Company and subject to such approvals, permissions and sanctions as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any Authorities, including the Central Government in granting such Approvals, Sanctions and permissions and pursuant to the recommendation of Nomination & Remuneration Committee of the Board , Mr. Kawarlal Ojha who was appointed as Additional Director with effect from 19<sup>th</sup> March, 2016, be and is hereby appointed as Managing Director of the Company and who shall also assume the office of Whole Time Key Managerial personnel, for a period



of three years with effect from 23<sup>rd</sup> September, 2016 to 22<sup>nd</sup> September, 2019 on terms and conditions, including the remuneration to be set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (herein after referred to the 'Board' which term shall be deemed to include the Nomination & Remuneration Committee of the Board), to alter and vary the terms and conditions of the said appointment and/or the remuneration as it may deem fit and as may be acceptable to Mr. Kawarlal Ojha, Subject to the conditions that it shall not exceed the limits specified under Schedule V of the Companies Act, 2013 or any Statutory modification(s) or re-enactment(s) thereof.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit in any financial year, during the currency of tenure of Mr. Kawarlal Ojha, as Managing Director of the Company, he shall be paid such remuneration, at the same substantial level as specified herein above. However, subject to limit specified in part II, Section 2 of Schedule V of Companies Act, 2013.

On Behalf of the Board of Directors

Sd/-

Mr. Johar Pal Singh

Director

(Din: 00113986)



Place: Mumbai

Date: 13/08/2016

**NOTES:**

1. A Member entitled to attend and vote on a poll is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting. The Register of Members and Share Transfer Books will remain closed from 13<sup>th</sup> September, 2016 to 15<sup>th</sup> September, 2016 (both days inclusive).
2. Members are requested to address all communication regarding transfer of shares, change of address etc. directly to the Share Transfer Agent of the Company, Sharex Dynamic India Private Limited Unit 1 Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai, Maharashtra – 400 072 and in case their shares are held in the dematerialized form, this information should be passed on to their respective Depository Participants without any delay.
3. The Equity Shares of the Company are listed on the Bombay Stock Exchange Ltd., Mumbai, Sir. P. J. Towers, Dalal Street, Mumbai. The listing fee up to March 2016 has been paid by the Company. The ISIN No. of the Company is: INE953M01033.



4. Members desirous of availing nomination facility may send their nomination in the prescribed form. Nomination forms can be obtained from the Registrars/ Company.
5. Members desirous of obtaining any information concerning the account and operations of the Company are requested to address their queries to the Chairmen, so as to reach the Registered Office of the Company at least Seven days before the date of the Meeting, to enable the Company to make available the required information at the Meeting, to the extent possible.
6. On dematerialization of shares, the nomination registered by the Company automatically stands cancelled. In the case of shares held in electronic (dematerialized) form, the Members are given an option of nomination at the time of opening a demat account. If no nomination is made at the time of opening the demat account, they should approach their respective Depository Participant.
7. As part of the Green Initiative in Corporate Governance, the Ministry of Corporate Affairs("MCA"), Government of India, through its Circular nos. 17/2011 and 18/2011, dated 21st April, 2011 and 29th April, 2011 respectively, has allowed companies to send official documents through electronic mode. In the spirit of the above circulars and as part of the Company's Green Initiative, we henceforth propose to send documents like Notice convening the general meetings, Financial Statements, Directors Report, etc. to the e-mail address provided by the members. We, therefore, appeal to the members to register their name in getting the documents in electronic mode by sending an e mail giving their Registered Folio No. and/or DP Id/Client Id to the dedicated e-mail address at [psitinfra@gmail.com](mailto:psitinfra@gmail.com)
8. Members/Proxies are requested to bring the Attendance Slip sent with this Notice duly filled-in for attending the meeting.
9. Members are requested to bring their copy of Annual report to the meeting.
10. In terms of circular no.MRD/DoP/Cir-05/2010 dated 20th May, 2009 issued by Securities and Exchange Board of India (SEBI) it is now mandatory for the transferee of the physical shares to furnish copy of PAN card to the Company or its RTA for registration of transfer of shares. Shareholders are requested to furnish copy of PAN card at the time of transferring their physical shares.
11. As part of the Companies (Management and Administration) Rules, 2014 Companies are allowed to send official documents through electronic mode. We, therefore, appeal to the members to register their name in getting the said documents in electronic mode and to record/ intimate changes therein by sending an email giving their Registered Folio No. and/or DP Id/Client Id to the dedicated e mail address at [psitinfra@gmail.com](mailto:psitinfra@gmail.com).
12. Statement to be annexed to the notice calling General Meeting forms part of the notice pursuant to section 102 of the Companies Act, 2013 read with Commencement Notification of Companies Act 2013 dated 12th September 2013.

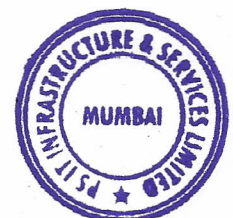


Details of Directors seeking appointment/ re-appointment are as follows:

|   |   |                        |                         |                         |
|---|---|------------------------|-------------------------|-------------------------|
| Name  | Mr. Johar Pal Singh   | Mr. Kashi Prasad Bajaj | Mr. Pradeep Kumar Gupta | Mr.KawarlalOjha         |
| Age   | 68years   | 61 years               | 46years                 | 43 years                |
| Qualification   | LLB   | BCOM                   | Chartered Accountant    | BCOM                    |
| Nature of Expertise   | Legal   | Finance                | Accounts & Finance      | Business Administration |
| Experience  | 41yrs   | 38yrs                  | 19yrs                   | 2 years                 |
| Number of Companies in which also holds Directorships                           | Unisys Software & Holding Industries Ltd And V B Industries Ltd | NIL                    | NIL                     | NIL                     |
| Number of Companies in committees of which also holds Membership / Chairmanship | Nil   | Nil                    | Nil                     | Nil                     |
| Shareholding in the Company   | Nil   | Nil                    | Nil                     | Nil                     |

### 13. E-VOTING:

- i. According to section 108 of Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 e-voting is mandatory for all listed Companies or Companies having Shareholders not less than one thousand.
- ii. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (I) Limited (CDSL):
- iii. A member may exercise his vote at any general meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.
- iv. During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on a fixed date, may cast their vote electronically.
- v. The e-Voting shall remain open from 20<sup>th</sup> September, 2016 (9.00 a.m.) till 22<sup>nd</sup> September, 2016 (5.00 p.m.).
- vi. \*E-Voting shall be completed one day prior to the date of Annual General Meeting which is scheduled to be held on 23<sup>rd</sup> September, 2016.



- vii. The Board of Directors at their meeting have appointed Mr. Harsh Vijay Gor, Partner of H V Gor & Co, Practicing Company Secretaries as the scrutinizer for e-Voting to unblock the votes in favour or against, if any, and to report forthwith to the Chairman. The scrutinizer will be responsible to conduct e-Voting in a fair and transparent manner.
- viii. Vote once casted by the member cannot be changed/ altered.

#### PROCESS OF E-VOTING

1. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
2. Click on "Shareholders" tab.
3. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
4. Now Enter your User ID
5. For CDSL: 16 digits beneficiary ID,
6. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
7. Members holding shares in Physical Form should enter Folio Number registered with the Company.
8. Next enter the Image Verification as displayed and Click on Login.
9. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
10. If you are a first time user follow the steps given below:

|                        |   |
|------------------------|---|
|                        | For Members holding shares in Demat Form and Physical Form  |
| PAN*                   | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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 last 8 digits of the demat account/folio number in the PAN field.</li> <li>• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.</li> </ul> |
| DOB#                   | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.   |
| Dividend Bank Details# | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• 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 (v).</li> </ul>  |

11. After entering these details appropriately, click on "SUBMIT" tab.



12. Members holding shares in physical form will then reach directly the Company 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.
13. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
14. Click on the EVSN for the relevant PS IT Infrastructure & Services Limited on which you choose to vote.
15. 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.
16. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
17. 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.
18. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
19. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
20. 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.
21. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.





**In case members receiving the physical copy:**

- Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
  - The voting period begins on 20<sup>th</sup> September, 2016 (9.00 a.m.) and ends on 22<sup>nd</sup> September, 2016 (5.00 p.m.) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
22. 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
23. The e-Voting period commences on 20<sup>th</sup> September, 2016 (9.00 a.m.) and ends on 22<sup>nd</sup> September, 2016 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of i.e. 15th September, 2016 may cast their vote electronically. The e-Voting module shall also be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder will not be allowed to change it subsequently.
24. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 15th September, 2016.
25. Since the Company is required to provide facility to the members to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 15th September, 2016 and not casting their vote electronically, may cast their vote at the Annual General Meeting.
26. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. The Results shall be declared on or after the Annual General Meeting of the Company.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.psitinfrastructureltd.com](http://www.psitinfrastructureltd.com) and on the website of CDSL within two(2) days of passing of the resolutions at the Annual General Meeting of the Company on 23<sup>rd</sup> September, 2016 and communicated to the BSE Limited.



CONTACT DETAILS:

- COMPANY : PS IT INFRASTRUCTURE & SERVICES LIMITED  
CIN: L72900MH1982PLC027146  
Office no 612, 6th Floor, Shivai Plaza, Near Marol  
Industrial Co-Op Society, Marol, Andheri (East)  
Mumbai, Maharashtra-400059.  
Tel: 022-28500115  
Fax: 022-28500115  
E-mail: [psitinfra@gmail.com](mailto:psitinfra@gmail.com)  
Websit: [www.psitinfrastructureltd.com](http://www.psitinfrastructureltd.com)
- REGISTRAR AND SHARE TRANSFER : Sharex Dynamic (India) Pvt. Ltd ,Unit 1,  
LuthraInd Premises, Safed Pool, Andheri Kurla Road,  
Andheri (East), Mumbai, Maharashtra- 400072  
Tel: 022-28515606/28515644  
Fax: 022-28512885  
E-mail: [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com)  
Website: [www.sharexindia.com](http://www.sharexindia.com)
- REMOTE E-VOTING AGENTS : Central Depository Services (India) Limited  
17th Floor, P J Towers, Dalal Street, Mumbai-400001  
Contact: toll free- 1800-200-5533  
E-mail: [complaints@cdslindia.com](mailto:complaints@cdslindia.com)
- SCRUTINIZER : Mr. Harsh Vijay Gor, Partner  
H V GOR AND COMPANY,  
PRACTICING COMPANY SECRETARIES  
37, Shree Manoshi Complex, Plot No.5 & 6, Sector 3,  
Opp. Ghansoli Railway Station, Ghansoli, Navi  
Mumbai- 400701, Maharashtra, India.  
Tel: 022-27547907  
E-mail: [pcshvgor@gmail.com](mailto:pcshvgor@gmail.com)



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.)*

**ITEM NO.4:**

As per the provisions of Section 149(4) of companies Act, 2013, the Board of Directors of every listed Company shall have at least one-third of the total number of directors as Independent Directors and an Independent Director can hold office for a term of upto 5 consecutive years. In the opinion of the Board **Mr. Kashi Prasad Bajaj (DIN: 00559830)**, who was appointed as Independent Director as per clause 49 of the Listing Agreement, fulfils the conditions for independence specified under Companies Act, 2013 for such appointment.

The Company has received notice in writing from a member of the company along with deposit of Rs.1,00,000 as per the provisions of Section 160 of Companies Act,2013, signifying his intention to propose the candidature of **Mr. Kashi Prasad Bajaj (DIN: 00559830)**,for the office of Independent Director of the Company.

The Copy of Notice as aforesaid and the copy of draft letter of appointment of aforesaid director as Independent director, setting out the terms and conditions of appointment would be available for inspection at the registered office of the Company on all working days, during the business hours till the date of the Annual general Meeting and said documents shall also be placed at the meeting.

The Board recommends the resolution as set out in Item no. 4 of the Notice to the members for their acceptance.

Save and except the above, none of the directors, promoters, key managerial Personnel or their relatives, in any way concerned or interested financially or otherwise in this resolution.

**ITEM NO. 5**

As per the provisions of Section 149(4) of companies Act, 2013, the Board of Directors of every listed Company shall have at least one-third of the total number of directors as Independent Directors and an Independent Director can hold office for a term of upto 5 consecutive years. In the opinion of the Board **Mr. Pradeep Pushkarmal Gupta (DIN: 01964509)**, who was appointed as Independent Director as per clause 49 of the Listing Agreement, fulfilling the conditions for independence specified under Companies Act, 2013 for such appointment.

The Company has received notice in writing from a member of the company along with deposit of Rs.1,00,000 as per the provisions of Section 160 of Companies Act,2013, signifying his intention to propose the candidature of **Mr. Pradeep Pushkarmal Gupta (DIN: 01964509)**,for the office of Independent Director of the Company.



The Copy of Notice as aforesaid and the copy of draft letter of appointment of aforesaid director as Independent director, setting out the terms and conditions of appointment would be available for inspection at the registered office of the Company on all working days, during the business hours till the date of the Annual general Meeting and said documents shall also be placed at the meeting.

The Board recommends the resolution as set out in Item no. 4 of the Notice to the members for their acceptance.

Save and except the above, none of the directors, promoters, key managerial Personnel or their relatives, in any way concerned or interested financially or otherwise in this resolution.

#### ITEM No.6&7

The Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Act, appointed Mr. Kawarlal Ojha as an Additional Director of the company with effect from 19<sup>th</sup> March, 2016. Further, in provisions of Section 161 of the Act, Mr. Kawarlal Ojha would hold the office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member of the Company, along with a deposit of RS. 100,000 signifying its intention to propose the candidature of Mr. Kawarlal Ojha for office of Director of the Company.

Further, the Board of Directors of your Company after considering qualifications, experience, over-all industry exposure & responsibilities to be undertaken by Mr. Kawarlal Ojha has thought fit to appoint Mr. Kawarlal Ojha as Managing Director of the Company and who shall also assume the office of Whole Time Key Managerial personnel, for a period of three years with effect from 23rd September, 2016 to 22nd September, 2019.

The terms and remuneration payable to Mr. Kawarlal Ojha , Managing Director is Rs. 1,20,000 per annum.

| PARTICULARS  | AMOUNT                       |
|--------------|------------------------------|
| Gross Salary | Rs. 1,20,000 Per Annum       |
| LTA          | -                            |
| Medical      | -                            |
| Bonus        | -                            |
| <b>Total</b> | <b>Rs.1,20,000 Per Annum</b> |

#### Other Perquisites

1. Gratuity payable in accordance with the rules of the Company or as per the Gratuity Act amended from time to time, and the value of such benefits shall not be included in the computation of the limits for the remuneration or perquisites.
2. Reimbursement of all entertainment and travelling and out of pocket expenses actually and properly incurred for the business purpose of the Company.



Other Terms

1. The Managing Director shall not be entitled to receive the Directors sitting fess for attending the meetings of the Board of Directors or any committee thereof as appointed by the Board or under any statute.
2. The Pecuniary relationship of the Managing Director is to the extent of the transactions being carried out with related parties in the ordinary course of business.

Pursuant to the provisions of Section 196, 197 and 203 of the Companies Act, 2013 ("the Act"), including Schedule V to the Act, the Remuneration payable to Mr. KawarlalOjha , Managing Director of the Company is placed before the members in the Thirty fourth Annual General Meeting of the Company for seeking approval.

Your Directors recommend the Resolution at Item Nos. 6 & 7 as Ordinary Resolution for approval of members.

Apart from Mr. Kawarlal Ojha, Managing Director, who would be interested in his appointment and remuneration, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, deemed to be concerned or interested in Resolution Nos. 6 & 7 of the Notice.

By Order of the Board of Directors

Sd/-

Mr. Johar Pal Singh  
Director  
(Din: 00113986)



Place: Mumbai  
Date: 13/08/2016

**PS IT INFRASTRUCTURE & SERVICES LIMITED**

(REGISTERED OFFICE: Office No.612, 6<sup>th</sup> Floor, Shivai Plaza, Near Marol Industrial Co-Op Society, Marol, Andheri East, Mumbai-400059, Maharashtra, India)

**ATTENDANCE SLIP**

(To be presented at the entrance)

**34<sup>TH</sup> ANNUAL GENERAL MEETING ON FRIDAY, SEPTEMBER 23, 2016**

**AT OFFICE NO.612, 6TH FLOOR, SHIVAI PLAZA, NEAR MAROL INDUSTRIAL CO-OP SOCIETY, MAROL, ANDHERI EAST, MUMBAI-400059**

Folio No. \_\_\_\_\_ DP ID No. \_\_\_\_\_ Client A/c No. \_\_\_\_\_

Name of the Shareholder(s) \_\_\_\_\_

Signature of Shareholder(s) \_\_\_\_\_

(only shareholders/proxies are allowed to attend the meeting)

-----X-----X-----

**PS IT INFRASTRUCTURE & SERVICES LIMITED**

(REGISTERED OFFICE: Office No.612, 6th Floor, Shivai Plaza, Near Marol Industrial Co-Op Society, Marol, Andheri East, Mumbai-400059, Maharashtra, India)

**PROXY FORM**

**Form MGT-11**

**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

I/We \_\_\_\_\_ of \_\_\_\_\_ being a member (s) of PS IT Infrastructure & Services Limited , hereby appoint \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ failing whom \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ as my/ our proxy to attend and vote for me /us and on my/our behalf at the Thirty Fourth Annual General Meeting of PS IT Infrastructure & Services Limited to be held on Friday, September 23, 2016 and/or at any adjournment thereof

Folio No. \_\_\_\_\_ DP ID No. \_\_\_\_\_ Client A/c No. \_\_\_\_\_

Affix Re.1  
Revenue  
Stamp

No. of shares held \_\_\_\_\_

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature across Revenue Stamp

***Note: This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the meeting***