

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.psitinfrastuctureltd.com

Date: 27^h September, 2015

To
The Corporate Relationship Manager
Bombay Stock Exchange Ltd
Mumbai

**SUBJECT: SCRUTINIZER'S REPORT AND REGULATION 44 OF SEBI (LODR)
REGULATIONS, 2015**

Dear Sir

The 34th Annual General Meeting of the Company was held on 23rd September, 2016 at 2.30 pm. In relation to the mentioned, we hereby forward you the following:

1. Scrutinizer's Report on Poll & E-voting
2. Report under Regulation 44 Of SEBI (LODR) Regulations, 2015

Kindly take a note and do the needful.

For PS IT INFRASTRUCTURE & SERVICES LIMITED


MR. KAWARLAL OJHA
DIRECTOR
DIN: 07459363





H V Gor & Co

Practicing Company Secretaries

FORM No. MGT-13

Report of Scrutinizer

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

To,
Mr. Kowarlal Kanhaiyalal Ojha
Chairman
34th Annual General Meeting
PS IT Infrastructure & Services Limited
Held on 23rd September, 2016 at Registered Office of the Company

Dear Sir,

I, Mr. Harsh Vijay Gor, Partner of H V Gor & Co, Practicing Company Secretaries appointed as Scrutinizer for the purpose of the poll & E-voting taken on the below mentioned resolution(s), at the 34th Annual General Meeting of the Equity Shareholders of PS IT Infrastructure & Services Limited, held on 23rd September, 2016 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. There were instances of multiple votes being cast which were then rendered invalid.
4. The result of the Poll is as under:

Harsh Keshwan

H V GOR AND CO, PRACTICING COMPANY SECRETARIES

OFFICE - 1 : 37, Shree Manoshi Complex, Plot No. 5 & 6, Sector 3, Opp. Ghansoli Railway Station, Ghasoli,
Navi Mumbai - 400701. Maharashtra (India) ● Tel. No. : 022-27547907 ● E-mail : pcshvgor@gmail.com
OFFICE - 2 : B3-001, Shankheshwar Nagar, Near Shani Mandir, Manpada Rd., Dombivli (E) 421 201
+91-8108750605 (w), +91-8450967900 ● E-mail : pcshvgor@gmail.com

(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, 2016 together with Directors' Report and Auditors' Report thereon

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

Particulars of Business	Number of members present and voting (in person or by proxy)/evoting	Number of votes cast by them	% of total number of valid votes cast
Evoting	1	1	0.0
Poll	16	6735	98.36
Total	17	6736	98.36


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

Particulars of Business	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Evoting	1	111	1.64
Poll	0	0	0
Total	1	111	1.64

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	1

Hansh Kishore



(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:

Particulars of Business	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Evoting	1	1	0.0
Poll	16	6735	98.36
Total	17	6736	98.36

(ii)

oted **against** the resolution:

Particulars of Business	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Evoting	1	111	75.51
Poll	0	0	0
Total	1	111	75.51

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	1

Hansh kushman



- (C) To appointment of M/s. B S Kedia & Co, Chartered Accountants as the Statutory Auditor of the Company:

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 31st March, 2017 till the financial year ending 31st 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.

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:

Particulars of Business	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Evoting	2	111	1.64
Poll	16	6736	98.36
Total	18	6847	100

Hansh Kishore


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

Particulars of Business	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Evoting	0	0	0
Poll	0	0	0
Total	0	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
1	1

(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 149,150 & 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 thereof for 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 22nd September, 2021 and that he shall not be liable to retire by rotation as stipulated u/s 149(13) of Companies Act, 2013.

"**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.

Hansh kishan



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

Particulars of Business	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Evoting	1	1	0.0
Poll	16	6735	98.36
Total	17	6736	98.36


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

Particulars of Business	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Evoting	1	111	1.64
Poll	0	0	0
Total	1	111	1.64

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	1

Hansh Kishan



(e) 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 upto 22nd September, 2021 and that shall he not be liable to retire by rotation as stipulated u/s 149(13) of Companies Act, 2013.

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

Particulars of Business	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Evoting	1	1	0.0
Poll	16	6735	98.36
Total	17	6736	98.36

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

Particulars of Business	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Evoting	1	111	1.64
Poll	0	0	0
Total	1	111	1.64

Haresh Kishore



(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	1


(f) 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 up to 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.”

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

Particulars of Business	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Evoting	1	1	0.0
Poll	16	6735	98.36
Total	17	6736	98.36

Hansh Kishan



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

Particulars of Business	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Evoting	1	111	1.64
Poll	0	0	0
Total	1	111	1.64

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	1

(g) To consider and if thought fit, to pass following resolution, with or without modification, as **ORDINARY RESOLUTION:**

“ **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 19th 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 23rd September, 2016 to 22nd 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

Hansh Kishwan



referred to the 'Board' which term shall 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.

(i) Voted in favour of the resolution:

Particulars of Business	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Evoting	2	111	1.64
Poll	16	6736	98.36
Total	18	6847	100

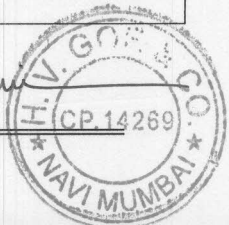
(ii) Voted **against** the resolution:

Particulars of Business	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Evoting	0	0	0
Poll	0	0	0
Total	0	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
1	1

Hansh Kishwan



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.

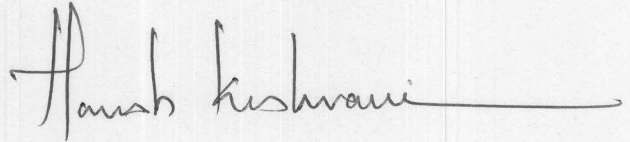
Thanking you,
Yours faithfully,



²⁶
Date: 26th September, 2015
Place: Mumbai



**For H V GOR AND CO
PRACTICING COMPANY SECRETARIES**



Mr. Harsh Vijay Gor
Partner
ACS No. 38377
COP No. 14269

PS IT Infrastructure & Services Limited

[CIN: L72900MH1982PLC027146]

ANNUAL GENERAL MEETING REPORT

[Regulation 44 of SEBI (LODR) Regulations, 2015]

Date of AGM: 23rd September, 2016

Total number of shareholders on record date: 1798

No. of Shareholders present in the meeting either in the person or through proxy: 17

No. of shareholders attended the meeting though video conferencing: 0

Promoters and promoter group: 0

Public:

Detail of Agenda

(Poll and E-voting)							
Resolution 1- Adoption of Financial Statement for the year ended on March 31, 2016. – Ordinary Resolution							
Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoter group	0	0	0	0	0	0	0
Public-Institutional holders	411	411	100	300	111	72.99	27.01
Public – others	6436	6436	100	6436	0	100	0
Total	6847	6847	100	6736	111	98.37	1.63

(Poll and E-voting)							
Resolution 2- Reappointment of Mr. Johar Pal Singh as Director - Ordinary Resolution							
Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoter group	0	0	0	0	0	0	0
Public-Institutional holders	411	411	100	300	111	72.99	27.01
Public - others	6436	6436	100	6436	0	100	0
Total	6847	6847	100	6736	111	98.37	1.63

(Poll and E-voting)							
Resolution 3- Appointment of M/s. B S Kedia & Co, Chartered Accountants, as Statutory Auditor of the Company and fix their Remuneration - Ordinary Resolution							
Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoter group	0	0	0	0		0	0
Public-Institutional holders	411	411	100	411	0	100	0
Public - others	6436	6436	100	6436	0	100	0
Total	6847	6847	100	6847	0	100	0

(Poll and E-voting)							
Resolution 4- Appointment of Mr. Kashi Prasad Bajaj as Independent Director of the Company . - Ordinary Resolution							
Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoter group	0	0	0	0	0	0	0
Public-Institutional holders	411	411	100	300	111	72.99	27.01
Public - others	6436	6436	100	6436	0	100	0
Total	6847	6847	100	6736	111	98.37	1.63

(Poll and E-voting)							
Resolution 5- Appointment of Mr. Pradeep Pushkarmal Gupta as Independent Director of the Company. - Ordinary Resolution							
Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoter group	0	0	0	0	0	0	0
Public-Institutional holders	411	411	100	300	111	72.99	27.01
Public - others	6436	6436	100	6436	0	100	0
Total	6847	6847	100	6736	111	98.37	1.63

(Poll and E-voting)							
Resolution 6- Appointment of Mr. Kawarlal Ojha as Director of the Company – Ordinary Resolution							
Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoter group	0	0	0	0	0	0	0
Public-Institutional holders	411	411	100	300	111	72.99	27.01
Public – others	6436	6436	100	6436	0	100	0
Total	6847	6847	100	6736	111	98.37	1.63

(Poll and E-voting)							
Resolution 7- Appointment of Mr. Kawarlal Ojha as Managing Director of the Company – Ordinary Resolution							
Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoter group	0	0	0	0		0	0
Public-Institutional holders	411	411	100	411	0	100	0
Public – others	6436	6436	100	6436	0	100	0
Total	6847	6847	100	6847	0	100	0

For PS IT INFRASTRUCTURE & SERVICES LIMITED


 Kawarlal Ojha
 Director
 (DIN: 07459363)

