SANJAY KUMAR VYAS
COMPANY SECRETARY IN PRACTICE
Office Address: 20 Pannalal Basak Lane, Howrah – 711204
Email : sanjayvyas1802@gmail.com
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# Consolidated Scrutinizer's Report

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii)of the Companies (Management and Administration Rules, 2014, (as amended)]*

**To,**
**The Chairman**
**M/s PS IT INFRASTRUCTURE & SERVICES LIMITED**
CIN: L72900MH1982PLC027146
Office No-308, B2B Agarwal Centre,
Near Malad Industrial Estate, Kanchpada,
Mumbai: 400064

Dear Sir,

**37th Annual General Meeting (AGM) of the Equity Shareholders of PS IT Infrastructure & Services Limited held on Wednesday, September 25, 2019 at 02:00 P.M.**

I, Sanjay Kumar Vyas Practising Company Secretaries, had been appointed as the Scrutinizer for the purpose of scrutinizing the remote e-voting as well as e-voting conducted at the AGM venue, in a fair and transparent manner and ascertaining the results thereof, in respect of Resolutions transacted at the 37th AGM of the Members of the Company, held at Office No-308, B2B Agarwal Centre, Near Malad Industrial Estate, Kanchpada, Mumbai: 400064 on Wednesday, September 25, 2019 at 02:00 P.M.

Compliances of the provisions of the Companies Act, 2013 and the Rules framed there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting through electronic means (remote e-voting as well as e-voting at the AGM venue) by the Members of the Company on the Item Nos. 1 to2 contained in the Notice dated May 30, 2019 convening the 37th AGM of the Company, are responsibility of the Management of the Company. My responsibility as Scrutinizer is to ensure that voting process, both through remote e-voting and e-voting at the AGM venue, are conducted in a fair and transparent manner and to prepare a Consolidated Scrutinizer's Report, being this Report, of the total votes cast 'in favour' and 'against', on the Resolutions transacted at the 37th AGM, based on the reports generated from e-voting system provided by the National Securities Depository Limited (NSDL) for remote e-voting as well as e-voting at the AGM venue.

I submit my report as under:

1. The Company has appointed NSDL as the agency for providing remote e-voting services to the Members of the Company to cast their votes through a secured electronic voting system on the Resolutions to be transacted at the 37th AGM.

2. As required under Rule 20(4)(iii) of the Companies (Management and Administration) Rules, 2014 (as amended), the Company has clearly stated in the Notice convening the 37th AGM dated May 30, 2019, that (a) the Company shall facilitate its Members to transact the businesses at the said meeting by remote e-voting; (b) the facility of e-voting shall also be made available at the AGM venue; and (c) members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again.

SANJAY KUMAR VYAS
KOLKATA
COMPANY SECRETARIES

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3. The remote e-voting period commenced on Sunday, September 22, 2019 (9:00 am) and ends on Tuesday, September 24, 2019 (5:00 pm).

4. The Members holding shares as on the 'cut-off' date i.e., September 18, 2019 were entitled to vote, through remote e-voting as well as e-voting at the AGM venue on the proposed Resolutions for Item Nos. 1 to 2 as set out in the Notice dated May 30, 2019 convening the 37th AGM.

5. The requisite advertisement pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (as amended), was published in the daily Newspaper *viz.*, the 'Financial Express' (in English language) and in the 'Lakshsadeep' (in Marathi language) on August 31 , 2019.

6. The Company has also appointed NSDL to provide the facility of e-voting at the AGM venue, to the Members attending the meeting, but who have not cast their vote by remote e-voting system.

7. The votes cast were diligently scrutinized and authenticated based on the records maintained by the Company and M/s. Sharex Dynamic (India) Pvt. Ltd, with respect to number of shares held on 'cut-off' date i.e., September 18, 2019 and authorisation lodged for the purpose.

8. Based on the details containing list of Members who have cast their votes on remote e-voting platform as downloaded from the e-voting website of NSDL (www.evoting.nsdl.com) , and the votes cast by the Members through e-voting system provided by NSDL at the AGM venue, the consolidated results on the Resolution transacted at the 37th AGM held on September 25, 2019 are given in the **Annexure** which forms part of this Report.

9. All relevant documents, records and papers relating to e-voting process shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid 37th AGM and thereafter. I shall return these documents, records and other related papers to the Company Secretary of the Company.

Your's faithfully,

Sanjay Kumar Vyas

SANJAY KUMAR VYAS KOLKATA COMPANY SECRETARIES

**Sanjay Kumar Vyas**
Company Secretary in Practise
Membership No.: 55689
Certificate of Practice No. 21598
Kolkata, September 26, 2019.

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COMPANY SECRETARY IN PRACTICE
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## ANNEXURE

### 37th Annual General Meeting held on Wednesday, September 25, 2019
### Consolidated Results of Votes Cast Through Remote E-Voting and E-Voting At the AGM Venue

| Item No. of Notice of AGM | Subject matter of the Resolution (in Brief) | | REMOTE E-VOTING | | E-VOTING AT THE AGM VENUE | | TOTAL | | %age of total valid votes cast |
|---|---|---|---|---|---|---|---|---|---|
| | | | No. of members voted | No. of valid votes cast | No. of members voted | No. of valid votes cast | No. of members voted | No. of valid votes cast | |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 |
| 1. | Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2019 | In favour | 26 | 5354433 | - | - | 26 | 5354433 | 10.16 |
| | | Against | 1 | 1 | - | - | 1 | 1 | 0.00 |
| 2. | Appointment of M/s Mahato Prabir & Associates as a Statutory Auditor | In favour | 25 | 5354428 | - | - | 25 | 5354428 | 10.16 |
| | | Against | 2 | 6 | - | - | 2 | 6 | 0.00 |
| 3. | Appointment of Mrs. Aruna Purohit as an Independent Director for a term of 5 Years. | In favour | 25 | 5354428 | - | - | 25 | 5354428 | 10.16 |
| | | Against | 2 | 6 | - | - | 2 | 6 | 0.00 |

*Note: This is the Annexure referred to in Consolidated Scrutinizer's Report dated September 26 , 2019 and forms part of that Report .*

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Sanjay Kumar Vyas.

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Company Secretary in Practise
Membership No.: 55689
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Kolkata, September 26, 2019.