

08th April, 2024

To,  
Corporate Relationship Department,  
The BSE Limited,  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400001

Dear Sir/Madam

Ref: Scrip Code – 517119

Sub: Clarification-Proceedings of the 42nd Annual General Meeting of Shareholders held on September 13, 2023.

This has reference to the intimation dated April 6, 2023 with respect to the Proceedings of the 42nd Annual General Meeting of Shareholders held on September 13, 2023. There has been an inadvertent delay in submission of proceedings of Annual General Meeting (AGM) held on September 13, 2023. We are resubmitting the proceedings along with this clarification regarding delay in submission. We confirm that no unpublished material information was part of the proceedings of the AGM.

Request you to kindly consider the same.

Thanking you,

Yours sincerely,  
For PCS TECHNOLOGY LIMITED

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Kumari Neha  
Company Secretary & Compliance Officer

**BRIEF PROCEEDINGS OF THE 42ND ANNUAL GENERAL MEETING OF THE COMPANY**

The 42nd Annual General Meeting (AGM) of the Company was held on Wednesday, 13th September, 2023, through Video Conference (VC) /Other Audio Visual Means (OAVM) in accordance with the applicable provisions of Companies Act, 2013 read with the Rules issued thereunder and the Securities and Exchange Board of India [SEBI] (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued by the Ministry of Corporate Affairs and SEBI from time to time in this regard.

<b>DIRECTORS/KMP IN ATTENDANCE</b>
Mr. Gajendra Kumar Patni, joined over VC from Mumbai Chairman- Non- Executive Non- Independent Director, Member of Stakeholder Relationship Committee and Member of CSR Committee
Mr. Ashok Kumar Patni, joined over VC from Mumbai Vice- Chairman- Non- Executive Non- Independent Director, Member of Stakeholder Relationship Committee, a Member of Nomination & Remuneration Committee and Member of CSR Committee
Mr. Satish Ajmera, joined over VC from Jaipur Non- Executive Independent Director, Chairman of Audit committee and Stakeholder Relationship Committee and a Member of Nomination & Remuneration Committee
Mr. Kamal Kumar Barjatya, joined over VC from Mumbai Non- Executive Independent Director, Chairman of Nomination and Remuneration committee and Member of the Audit and Stakeholders Relationship committee
Mrs. Mona Bhide, joined over VC from Mumbai Non- Executive Women Director, Member of CSR Committee
Mr. Bhaskar Patel, joined over VC from Mumbai Chief Executive Officer (CEO)
Mr. Mir Prakash Jain, joined over VC from Mumbai Chief Financial Officer (CFO)

<b>OTHER REPRESENTATIVES</b>
Mr. Divyesh Mehta- joined over VC from Mumbai Statutory Auditors, M/s. Vinod K Mehta & Co., Chartered Accountants
Mr. Kushal Doshi- joined over VC from Mumbai Secretarial Auditors, M/s. Kaushal Doshi & Associates,
Mrs. Ami Sheth- joined over VC from Mumbai Scrutinizer, M/s. A.M Sheth & Associates

<b>QUORUM OF THE MEETING</b>
A total of 32 members representing 13383177 shares attended the meeting.

The meeting commenced at 12.30 p.m. and concluded at 01:05 p.m (including time allowed for E-Voting at AGM)

Mr. Gajendra Kumar Patni, Chairman of the Company, chaired the proceedings of the meeting. He informed that the AGM is being held through video conferencing in accordance with the circulars issued by the Ministry of Corporate Affairs and SEBI.

He welcomed all the Directors and Shareholders of the Company to the AGM. He delegated the authority to Mr. Bhaskar Patel, CEO of the Company to conduct the proceedings of the AGM on his behalf.

All the other Directors & KMP present in the Meeting introduced themselves and stated the location from where they were participating through video-conferencing. The CFO, CS, Statutory Auditors and Scrutinizer who were also present during the meeting through video-conferencing were announced by Mr. Patel.

Mr. Bhaskar Patel, CEO of the Company announced that the requisite quorum being present through Video Conference, he called the meeting to be in order.

Mr. Patel then informed the members as under:

- a. This meeting was conducted through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") facility without the physical presence of the Members at a common venue as permitted under relevant circulars issued by MCA and SEBI.
- b. In terms of the provisions of Section 108 of the Companies Act, 2013, Rules issued thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR'), the Company had provided e-voting facility to the members to exercise their right to vote on the resolutions proposed to be passed at the AGM through electronic voting system prior to the AGM (remote e-voting). The remote e-voting period which had commenced on Sunday, 10<sup>th</sup> September, 2023 at 10.00 a.m. ended on Tuesday, 12<sup>th</sup> September, 2023 at 5.00 p.m. Members who had not exercised their vote earlier, could also vote during the AGM (electronic voting).
- c. The Chairman will announce commencement of electronic voting at this AGM. Members can avail the facility of electronic voting which will remain open for additional 15 minutes after the closure of the AGM.
- d. The Company had taken all feasible steps to ensure that the shareholders were provided an opportunity to participate in this AGM and vote.
- e. The detailed instructions for speakers and participants have been provided in the notice of AGM. To facilitate smooth proceedings of AGM, Members audio and video are muted. We will unmute respective Members at their time of speaking. Members are requested to have proper internet connectivity & ear phones for effective participation.
- f. The facility for appointment of proxy was not available at this meeting as per the MCA circular. The Company has received Resolutions under section 113 of the Companies Act, 2013 authorizing their Representatives to attend and vote at the meeting.

The Notice convening the AGM and the Directors' Report for the financial year ended 31<sup>st</sup> March, 2023, were taken as read as the same were already circulated to the members.

The Statutory and Secretarial Auditors' Report were taken as read.

The CEO on behalf of the Chairman announced the commencement of electronic voting during the AGM as provided by CDSL.

Then the four resolutions as set out in the Notice of the 42<sup>nd</sup> AGM were placed before the meeting for the Members approval.

The members were then requested to raise their queries on the Agenda Items as set out in the Notice convening the 42<sup>nd</sup> AGM of the Company. Total 3 speaker shareholders spoke/raised queries/made comments on the financial performance and other relevant matters. Necessary clarifications/responses were provided to the members by the CEO of the Company.

The Board of Directors of the Company had appointed Ms. Ami M. Sheth, Practicing Company Secretaries as the Scrutinizer for scrutiny of the votes cast through the remote e-voting platform and also for electronic voting during the AGM and she would submit her Consolidated Report on remote e-voting and electronic voting during this meeting within the stipulated time. Further, Mr. Patel, was authorized to publish the results of voting along with Scrutinizer's Report on the website of the Company and CDSL and also intimate to BSE.

The CEO on behalf of the Chairman thanked all the members for their participation at the AGM and for their attention and observations.

As informed by the CEO, voting on the CDSL platform continued for another 15 minutes after closure of the meeting to enable the members to cast their votes.

On completion of the Annual General Meeting, the e-voting process concluded at 01:05 p.m.

The details of the voting results (remote e-voting and e-voting at the AGM) on all the resolutions as set out in the Notice of AGM along with the Scrutinizer's Report is enclosed. Resolutions no. 1 to 3 as set forth in the 42nd AGM notice have been passed with requisite majority but Resolution No. 4- Ordinary Resolution for Approving the Related Party Transactions has not been passed by the shareholders.

Resolution no. 1 to 3 as mentioned below:

- 1 Ordinary Resolution for Adoption of Audited Financial Statements of the Company together with the reports of Board of Directors and Auditors' thereon and the Audited Consolidated Financial Statements of the Company with Auditor's Report for the year ended 31st March, 2023.
- 2 Ordinary Resolution for re-appointment of Mr. Ashok Kumar Patni (Din: 00014194) as a Director, who retires by rotation.
3. Special Resolution for Shifting of Registered Office.

Resolution no. 4 – has not been passed by the Shareholder

4. Approve Related Party Transactions.

You are requested to please take this on record.