

18<sup>th</sup> September, 2015

The Secretary,  
**The Stock Exchange, Mumbai**  
Phiroze Jeejeebhoy Tower,  
Dalal Street,  
Mumbai

Ref: Security Code no. 517119

Sub : Gist of the proceedings of the Annual General Meeting of PCS Technology Limited held on 16<sup>th</sup> September, 2015.

The 34<sup>th</sup> Annual General Meeting of the Members of the Company was held on Wednesday, 16<sup>th</sup> September, 2015 at 11:30 a.m. at Hotel Aaradhana Garden situated at Gat No. 123, Alandi Markaal Road, Tal. Khed, Alandi, Dist. Pune 412 106.

Mr. H. C. Tandon, Managing Director & CEO chaired the proceedings of the Meeting.

Total 38 members (including Proxies) attended the Meeting as per the records of the attendance.

The Chairman informed the Members that pursuant to the provisions of the Section 108 of the Companies Act, 2013, read with the amended Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the e-voting facility to the Members of the Company in respect of the businesses to be transacted at the Annual General Meeting. The remote e-voting commenced at 10:00 a.m on 12<sup>th</sup> September, 2015 and ended on 5:00 p.m. on 15<sup>th</sup> September, 2015. Mr. B. Desai & Associates, Practicing Company secretary was appointed as scrutinizer by the Board for Scrutinizing the e-voting Process. The Company has also provided its members a facility to exercise their right to vote on the AGM agenda items by poll, accordingly poll was also conducted at the venue of AGM held on 16<sup>th</sup> September, 2015. Mr. B. Desai & Associates, Practicing Company secretary was also appointed as scrutinizer at the said AGM for Scrutinizing the Poll Process.

Thereafter, the Chairman invited members for discussion on following 8 (Eight) resolutions contained in the Notice of the 34<sup>th</sup> Annual General Meeting. Since there were no queries the Chairman proceeded with the help of Scrutinizer to commence poll process.

1. Adoption of the Standalone and Consolidated Audited Balance Sheet as at 31st March, 2015 and the Profit & Loss Account of the Company for the year ended on that date and the Reports of the Directors' and Auditors' thereon (Ordinary Resolution).

~~Mr. Ganesh Kumar Patil (DIN- 00014163), Director of the Company who retired by rotation was re-appointed as director of the Company (Ordinary Resolution).~~

~~Resolution on the appointment of Auditors of the Company and to fix his remuneration~~



**PCS Technology Limited**

107/110, Kameja Chambers, Nariman Point, Mumbai - 400 021  
Tel : 6101 7500 Fax : 91-22-2285 1489 www.pcstech.com

Registered Office : Gat No 478, Alandi Markaal Road, Alandi, Dist. Pune - 412 106 CIN No L74200MH1981PLC024279

4. Appointment of Mrs. Vandana Gupta as Director of the Company (ordinary resolution).
5. Appointment of Mrs. Vandana Gupta as an Independent Director of the Company (ordinary resolution).
6. Appointment of Mr. Yash Bhardwaj as Director of the Company (ordinary resolution).
7. Appointment of Mr. Yash Bhardwaj as an Executive Director of the Company (special resolution).
8. Approval of Related Party Transactions (ordinary resolution).

The Scrutinizer has submitted his Report dated 18<sup>th</sup> September, 2015 on the Result of the remote e-voting concluded on 15<sup>th</sup> September, 2015 and also poll taken on 16<sup>th</sup> September, 2015. According to the report, all the above Resolutions had received the requisite majority.

We attach herewith the Scrutinizer Report received from Mr. B. Desai & Associates, Practicing Company secretary on the remote e-Voting and poll taken on the above Resolutions.

We request you to kindly take the result of remote e-voting and poll on above resolutions on your record.

For PCS Technology Limited



**Bhaskar Patel**  
**Company Secretary**



Encl : Scrutinizer's Report

CC: 1) **Pune Stock Exchange Limited (Security code no. 11179)**

Shivleela Chambers,  
752, Sadashiv peth,  
R. B. Kumthekar Marg,  
Pune 411030

2) **Central Depository Services Limited.**

Phiroze Jeejeebhoy Towers,  
17<sup>th</sup> Floor,  
Dalal Street,  
Mumbai 400001.



## B. DESAI & ASSOCIATES

B.COM. LLB. ACS

PRACTISING COMPANY SECRETARY

### Scrutinizer's Report

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014]

To  
The Chairman

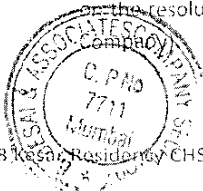
34<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of PCS Technology Limited held on Wednesday, September 16, 2015 at 11.30 AM at Meeting Hall of Hotel Aaradhana Garden situated at Gat No. 123, Alandi Markaal Road, Tal. Khed, Alandi, District Pune- 412 106

Dear Sir,

1. I, Bhavesh Desai, proprietor of B. Desai & Associates, a Practising Company Secretary in whole time practice, have been appointed by the Board of Directors of the Company as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of section 108 of the Companies Act, 2013 read with amended Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions set out in the notice to the 34<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Wednesday, September 16, 2015 at 11.30 AM at Meeting Hall of Hotel Aaradhana Garden situated at Gat No. 123, Alandi Markaal Road, Tal. Khed, Alandi, District Pune- 412 106.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions set out in the Notice to the 34<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depositories Services Limited (CDSL), the authorized agency to provide e-voting facilities.
3. Further to the above, I submit my report as under:-
  - (i) The e-voting period remained open from Saturday, September 12, 2015 at 10.00 AM and ends on Tuesday, September 15, 2015, at 5.00 PM.
  - (ii) The Company has also provided facility for voting by Ballot or Polling Paper to the members attending the meeting, who have not already cast their vote by remote e-voting.
  - (iii) The members of the Company as on the "Cut off" date i.e. September 09, 2015 were entitled to vote on the resolutions (Items No. 1 to 8 as set out in the Notice of the 34th AGM of the members of the

116/118 Kesari, Residency CHS Ltd., 1<sup>st</sup> floor, Above Bhagwati Restaurant, Near Charkop Market, Kandivali (West),  
Mumbai 400067

Email id: [bndesai4u@gmail.com](mailto:bndesai4u@gmail.com)





# B. DESAI & ASSOCIATES

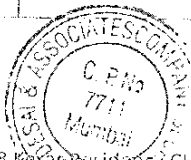
B.COM. LLB. ACS  
PRACTISING COMPANY SECRETARY

The votes cast were noted and confirmed on September 16, 2015 in the presence of two witnesses, Ms. Puja Shah and Ms. Jaya Ranga who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

| Witness    | Signature |
|------------|-----------|
| PUJA SHAH  |           |
| JAYA RANGA |           |

(iv) Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depositories Services Limited (CDSL) i.e. <https://www.evotingindia.com/> and based on such report generated and along with that of Poll/Ballot Papers, the result of the e-voting process and ballot process are as under:-

| Sl. No. of the Votes | Type of Resolution<br>Subject Matter  | Particulars<br>of Business | Votes in favour of the resolution |                               | Votes against the resolution |                        | Total Votes Casted |
|----------------------|---|----------------------------|-----------------------------------|-------------------------------|------------------------------|------------------------|--------------------|
|                      |   |                            | No. of Shares                     | % of Total No. of Valid Votes | No. of Shares                | % of Total Valid Votes |                    |
| 1.                   | Ordinary Resolution:<br>To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at 31st March, 2015 and the Profit and Loss Account of the Company for the year ended on that date and the Reports of the Directors and Auditors thereon. | E-Voting                   | 13254297                          | 99.997%                       | 50                           | 0.00%                  | 13254347           |
|                      |   | Ballot                     | 467                               | 0.003%                        | -                            | -                      | 467                |
|                      |   | <b>Total</b>               | <b>13254764</b>                   | <b>100%</b>                   | <b>50</b>                    | <b>0.00%</b>           | <b>13254814</b>    |



116/118 Kasa, Residency CHS Ltd., 1<sup>st</sup> floor, Above Bhagwati Restaurant, Near Charkop Market, Kandivali (West),  
Mumbai 400067  
Email id: [bndesai4u@gmail.com](mailto:bndesai4u@gmail.com)



## B. DESAI & ASSOCIATES

B.COM. LLB. ACS

PRACTISING COMPANY SECRETARY

|    |   |              |                 |             |           |              |                 |
|----|---|--------------|-----------------|-------------|-----------|--------------|-----------------|
| 2. | <u>Ordinary Resolution:</u><br>To appoint a Director in place of Mr. Gajendra Kumar Patni (DIN - 00014163) who retires by rotation and being eligible, offers himself for re-appointment. | E-Voting     | 12674612        | 99.997%     | 50        | 0.00%        | 12674662        |
|    |   | Poll         | 467             | 0.003%      | -         | -            | 467             |
|    |   | <b>Total</b> | <b>12675079</b> | <b>100%</b> | <b>50</b> | <b>0.00%</b> | <b>12675129</b> |
| 3. | <u>Ordinary Resolution:</u><br>To ratify the appointment of Auditors of the Company and to fix remuneration and to pass the following resolution as an ordinary resolution thereof.       | E-Voting     | 13254297        | 99.997%     | 50        | 0.00%        | 13254347        |
|    |   | Poll         | 467             | 0.003%      | -         | -            | 467             |
|    |   | <b>Total</b> | <b>13254764</b> | <b>100%</b> | <b>50</b> | <b>0.00%</b> | <b>13254814</b> |
| 4. | <u>Ordinary Resolution:</u><br>SPECIAL BUSINESS: Appointment of Mrs. Vandana Gupta as Director of the Company   | E-Voting     | 13254297        | 99.997%     | 50        | 0.00%        | 13254347        |
|    |   | Poll         | 467             | 0.003%      | -         | -            | 467             |
|    |   | <b>Total</b> | <b>13254764</b> | <b>100%</b> | <b>50</b> | <b>0.00%</b> | <b>13254814</b> |
| 5. | <u>Ordinary Resolution:</u><br>SPECIAL BUSINESS: Appointment of Mrs. Vandana Gupta as an Independent Director of the  | E-Voting     | 13254297        | 99.997%     | 50        | 0.00%        | 13254347        |
|    |   | Poll         | 467             | 0.003%      | -         | -            | 467             |
|    |   | <b>Total</b> | <b>13254764</b> | <b>100%</b> | <b>50</b> | <b>0.00%</b> | <b>13254814</b> |



116/118 Kesar Residency CHS Ltd., 1<sup>st</sup> floor, Above Bhagwati Restaurant, Near Charkop Market, Kandivali (West),  
Mumbai 400067

Email id: [bndesai4u@gmail.com](mailto:bndesai4u@gmail.com)



## B. DESAI & ASSOCIATES

B.COM. LLB. ACS

PRACTISING COMPANY SECRETARY

|    |  |              |                 |               |           |              |                 |
|----|--|--------------|-----------------|---------------|-----------|--------------|-----------------|
| 6. | Ordinary Resolution:<br>SPECIAL BUSINESS:<br>Appointment of Mr. Yash Bhardwaj as Director of the Company             | E-Voting     | 13254297        | 99.997%       | 50        | 0.00%        | 13254347        |
|    |  | Poll         | 467             | 0.003%        | -         | -            | 467             |
|    |  | <b>Total</b> | <b>13254764</b> | <b>100%</b>   | <b>50</b> | <b>0.00%</b> | <b>13254814</b> |
| 7. | Special Resolution:<br>SPECIAL BUSINESS:<br>Appointment of Mr. Yash Bhardwaj as an Executive Director of the Company | E-Voting     | 13254297        | 99.997%       | 50        | 0.00%        | 13254347        |
|    |  | Poll         | 467             | 0.003%        | -         | -            | 467             |
|    |  | <b>Total</b> | <b>13254764</b> | <b>100%</b>   | <b>50</b> | <b>0.00%</b> | <b>13254814</b> |
| 8. | Ordinary resolution:<br>SPECIAL BUSINESS:<br>Related Party Transactions  | E-Voting     | 2891            | 97.14%        | 50        | 1.68%        | 2941            |
|    |  | Poll         | 35              | 1.18%         | -         | -            | 35              |
|    |  | <b>Total</b> | <b>2926</b>     | <b>98.32%</b> | <b>50</b> | <b>1.68%</b> | <b>2976</b>     |

(v) There are no invalid votes casted against aforesaid resolutions item Sr. No. 1 to 8.

Thanking you

Yours faithfully,  
For B. Desai and Associates  
Practising Company Secretary

Bhaves Desai  
C.P.No.7711



Date : September 16, 2015  
Place : Mumbai

116/118 Kesar Residency CHS Ltd., 1<sup>st</sup> floor, Above Bhagwati Restaurant, Near Charkop Market, Kandivali (West),  
Mumbai 400067

Email id: [bndesai4u@gmail.com](mailto:bndesai4u@gmail.com)