

11th August, 2016

To,
The Bombay Stock Exchange,
Phiroze Jeejeebhoy Towers,
27th floor, Dalal Street,
Mumbai-400023

Dear Sir/madam,

Security Code:- 517119

We wish to inform you that the 35th Annual General Meeting of the Company will be held on Wednesday, 21st September, 2016 at 12.00 noon at Hotel Celebration, Banquet Hall, Opp. New S.T. Road, Alandi Road, Pune 412 105 to transact the business set out in the notice convening the said Annual General Meeting which will be mailed to all the shareholders / Beneficial owners of the Company.

We further wish to inform you that the Register of Members and Share Transfer books of the Company will remain close from Thursday, 15th September, 2016 to 21st September, 2016 both days inclusive.


The cut –off date for remote E-voting is 14th September, 2016.

This will also be placed on our website www.pcstech.com.

This is for your information and records

Thanking you,

Yours Faithfully
For PCS Technology Limited


Bhaskar Patel
Company Secretary

Encl:
Notice of 35th AGM
Proxy Form & Attendance Slip

PCS Technology Limited

302-304, Regent Chambers, Nariman Point, Mumbai - 400 021. Tel : 91 22 4926 6300
Fax : 91 22 4926 6331 www.pcstech.com CIN No. : L74200MH1981PLC024279
Registered Office : Gat No. 478, Alandi Markaal Road, Alandi, Tal. Khed, Dist. Pune 412 106

THIRTY FIFTH ANNUAL REPORT 2015-2016



NOTICE TO MEMBERS

NOTICE TO MEMBERS

NOTICE is hereby given that the **35th ANNUAL GENERAL MEETING of PCS TECHNOLOGY LIMITED** will be held at Hotel Celebration, Banquet Hall, Opp. New S.T. Road, Alandi Road, Pune 412 105 on Wednesday, 21st September, 2016 at 12:00 noon to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at 31st March, 2016 and the Profit & Loss Account of the Company for the year ended on that date and the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Ashok Kumar Patni (DIN - 00014194) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Auditors of the Company and to fix remuneration and to pass the following resolution as an ordinary resolution thereof.

"RESOLVED THAT pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the audit committee of the Board of Directors and pursuant to the resolution passed by the members at the AGM held on 17th September, 2014, for the appointment of Mr. S. C. Bandi, of S. C. Bandi & Co., Chartered Accountant (registration no. 130850W) as Statutory Auditors of the Company to hold office till the conclusion of the AGM of the financial year 2017 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix remuneration payable to them for the financial year ending 31st March, 2017 as may be determined by the audit committee in consultation with the auditors".

SPECIAL BUSINESS:

4. Appointment of Mr. Harish Chandra Tandon (Din: 00037611) as Managing Director and CEO of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule- V of the Companies Act, 2013 and the Companies (Appointment and remuneration of Management and Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being) read with Schedule- V of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Harish Chandra Tandon (Din : 00037611), as Managing Director and CEO of the Company for the period of two years with effect from November 25, 2016, upon the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting as further set out in the draft Agreement submitted to this meeting which agreement is hereby specifically sanctioned with liberty to the Board of Directors to alter and vary the said terms and conditions of the said appointment and /or agreement in such manner as may be agreed to between the Board of Directors and Mr. Tandon."

Registered Office:

Office no.1, Gat no. 478
Alandi Markaal Road,
Tal. Khed, Alandi
Dist Pune 412 106
CIN - L74200MH1981PLC024279

By Order of the Board
For PCS Technology Ltd.

Mumbai, May 16, 2016

Bhaskar J Patel
Company Secretary

NOTES :

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF OR HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- 2) The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 15th September, 2016 to Wednesday, 21st September, 2016, both days inclusive.
Members are requested to:
 - (a) intimate to the Company / their Depository Participant ("DP"), changes, if any, in their registered address at an early date and also their email ID.
 - (b) quote their Registered Folio No. and/or DP Identity and Client Identity number in their correspondence;
 - (c) bring their copy of the Annual Report and the Attendance Slip with them at the Annual General Meeting.
 - (d) to send their queries, if any, at least 10 (ten) days in advance of the meeting so that the information can be made available at the meeting.
- 3) Members whose Shareholding is in electronic mode are requested to direct the change of address notifications and updates of saving bank account details to their respective Depository Participants.
- 4) The Annual Report 2015-16 is being sent through electronic mode only to the members whose email address are registered with the Company/ depository participants, unless any members has requested for a physical copy of the Report. For the members who have not registered their email addresses, physical copies of the Annual Report 2015-16 are being sent by the permitted mode.
- 5) Members may also note that the Notice of the 35th AGM and the Company's Annual Report 2015-16 will be available on the Company's website www.pcstech.com.
The physical copies of the documents will also be available at the Company's registered office.
- 6) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
- 7) Information on Directors, recommended for appointment/ re-appointment at the Annual General Meeting as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015.

Re-appointment of Mr. Ashok Kumar Patni (DIN : 00014194) (Item no. 3)

Ashok Kumar Patni

Mr. Ashok Kumar Patni serves as Non-Executive Vice Chairman of PCS Technology Limited and has been its Director since April 22, 1981. He has over 22 years of experience in computer hardware and systems software. Mr. Ashok Kumar Patni was a Co-founder of Patni Computer Systems Ltd. Earlier, Mr. Patni

PCS TECHNOLOGY LIMITED

served as Joint Managing Director of PCS Technology Limited since December 30, 2005. Mr. Patni has contributed significantly in the past to the growth of the hardware and Software business of the Company. He is a Mechanical Engineer from IIT, Mumbai.

Disclosure of relationships between directors inter-se

Listed Companies (other than PCS Technology Limited) in which Mr. Ashok Kumar Patni holds the directorship and Committees membership:

Directorship in 11 Companies namely:

- i PCS Cullinet Pvt. Ltd
- ii Ashoka Computer Systems Pvt. Ltd
- iii PCS Finance Private Ltd.
- iv PCS Infotech Limited
- v PCS Positioning Systems (India) Ltd.
- vi Saulese Energija Ltd
- vii Gemstone Real Estate Pvt. Ltd
- viii Patni Healthcare Ltd.
- ix Kalpavruksh Systems Limited
- x Currae Capital Finance Pvt Ltd
- xi Patni Financial Advisors Pvt Ltd

Chairperson of Board Committees:

Patni Healthcare Limited

Member of Board Committee:

Member of Stakeholders Relationship Committee – PCS Technology Limited and
Member of Corporate Social Responsibility Committee- PCS Technology Limited

Shareholding in the Company:

5,75,995 shares

8. Voting through electronic means

Pursuant to the provisions of section 108 of the Companies Act, 2013 and amended Rule 20 of Companies (Management and Administration) Rules, 2014, pursuant to Regulation 44(1) of SEBI (LODR) Regulation, 2015, the Company is pleased to provide members 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 (India) Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below:

The instructions for members for voting electronically are as under:-

The remote e-voting period begins on Sunday, 18 th September, 2016 at 10:00 a.m and ends on at Tuesday, 20th September, 2016 at 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 14th September, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

(A) In case of members receiving e-mail:

1. Log on to the e-voting website www.evotingindia.com
2. Click on "Shareholders" tab.
3. Now, select "PCS Technology Limited" from the drop down menu and click on "SUBMIT"
4. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
5. Next enter the Image Verification as displayed and Click on Login.
6. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
7. 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)
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.
Bank Details	Enter the Bank Details as recorded in your demat account or in the company records for the said demat account or folio

*Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number as mentioned overleaf..

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or the Company, please enter the number of shares held by you in the Bank details field.

8. After entering these details appropriately, click on "SUBMIT" tab.
 9. 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
 10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 11. Click on the EVSN for the relevant PCS Technology Limited on which you choose to vote.
 12. 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.
 13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 14. 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.
 15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 16. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 17. 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.
 18. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates and Custodians respectively
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to 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 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.
- (B) In case of members whose email IDs are not registered with the Company/ Depository participant(s) and who receive Physical Postal Ballot Forms, the following instructions may be noted:
- Please follow all steps from sl. no. (1) to sl. no. (17) above to cast vote.
- In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (C) General:
- (a) In case of any queries regarding remote e-voting you may refer to the 'user manual for shareholders to cast their votes' available at www.evotingindia.com under 'HELP'.
 - (b) The facility for voting through polling paper shall be made available at the venue of the AGM.
 - (c) The members who will be attending the meeting and who have not cast their vote through remote e- voting shall be able to exercise their voting rights at the AGM. The members who have already cast their vote through remote e-voting may attend the meeting but shall NOT be entitled to cast their vote again at the AGM.
 - (d) Members holding shares in Physical or dematerialized form, as on the cut-off date of 14th September, 2016, shall only be entitled to avail the facility of Remote E-voting or voting through polling paper at the AGM.
 - (e) The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 14th September, 2016.
 - (f) M/s. Bhavesh Desai & Associates, Practising Company Secretary, Mumbai, has been appointed as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
 - (g) The scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

The results of the remote e-voting and voting through poll along with the scrutinizer's report shall be placed in the Company's website www.pcstech.com within statutory period as mentioned in the Company's Act, 2013 after passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.

PCS TECHNOLOGY LIMITED

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 4:

The members of the Company at the 32nd Annual General Meeting held on 11th September, 2013 had approved the appointment of Mr H. C. Tandon as Managing Director of the Company for a period of 3 years with effect from 25th November, 2013 on remuneration as specified in the AGM notice dated May 25, 2013.

His present term of appointment as a Managing Director & CEO of the Company will expire on November 24, 2016.

The Board of Directors at their meeting held on May 16, 2016 re-appointed Mr. H. C. Tandon as a Managing Director & CEO of the company for a further period of two years w.e.f. 25th November, 2016 up to 24th November 2018. Based on the recommendation of the Remuneration Committee, the Board of Directors, at its said meeting held on May 16, 2016 also approved the remuneration and other terms and conditions of appointment of Mr. H C Tandon as Managing Director and CEO of the Company. The said appointment as well as the terms thereof are subject to the approval of the members of the company. The draft of the agreement to be entered into between the company and Mr. H C Tandon was also approved by the Board of Directors at its meeting held on May 16, 2016.

Profile of Mr. Tandon

Mr. Harish Jagdish Chandra Tandon has been Managing Director and Chief Executive Officer of PCS Technology Limited since November 25, 2007. Mr. Tandon joined the Company in 1979. He has over 37 years of experience and earlier served at Hinditron Computers for 2 years. He has been a Director of PCS Technology Usa., Inc. since November 27, 2004. He has been an Executive Director of PCS Technology Limited since December 30, 2005 and earlier served its Whole time Director since November 25, 1995. He holds a B.Sc in Engg from Birla Institute of Technology, Pillani

Disclosure of relationships between directors inter-se;

Nil

Names of listed entities in which the person also holds the directorship

Nil

Member of Board Committees

Nil

Shareholding in the Company

432 shares

The said draft Agreement, inter-alia, contain the following terms and conditions:

(a) Rs.1,40,000/- (Rupees One lakh forty thousand only) per month with such increments as may be decided by the Board subject to a ceiling of Rs.1,60,000/- per month.

(b) Perquisites : In addition to the salary, the Managing Director shall be entitled to the following perquisites:

The perquisites are classified into three categories as under:

CATEGORY 'A'

i) Housing I : The expenditure incurred by the Company on hiring furnished accommodation for the Managing Director will be subject to 30% (Thirty percent) of the salary.

Housing II : In the case the accommodation is owned by the Company, ten per cent of the salary of the Managing Director shall be deducted by the Company.

Housing III : In case no accommodation is provided by the Company, the Managing Director shall be entitled to House Rent Allowance subject to the ceiling laid down in Housing I.

City Compensatory Allowance, Adhoc Allowance, Attire Allowances, Special Allowance, Bonus/ex-gratia and other allowances, benefits as decided by the Board / Committee from time to time

ii) Leave Travel Concession : For the Managing Director and his family, once in a year incurred in accordance with the rules specified by the Company.

iii) Medical/ Hospitalization expenses for self and family subject to ceiling of one month's salary in a year or two months salary over a period of two years.

iv) Personal Accident Insurance premium as per the rules of the Company.

CATEGORY 'B'

i) Provident Fund : Company's contribution to Provident Fund shall be as per the scheme applicable to the employees of the Company.

Contribution to provident fund will not be included in the computation of perquisites.

ii) Gratuity : As per the rules of the Company.

iii) Encashment of Leave : Encashment of Leave at the end of the tenure of the appointment will not be included in the computation of perquisites.

CATEGORY 'C'

i. Car : Provision of car with driver for use on Company's business is not to be considered as perquisites. Use of car for private purpose shall be billed by the Company to the Managing Director.

ii. Telephone : Telephone at the residence of Managing Director including Mobile Phone provided to him shall not be considered as perquisites. Personal long distance calls on telephone shall be billed by the Company to the Managing Director.

1. In the event of no profit or inadequacy of profits, the Company shall pay the aforesaid remuneration by way of salary and perquisites as minimum remuneration to the Managing Director.

2. The Managing Director shall be entitled to annual privilege leave on full salary for a period of twenty one days and such leave shall be allowed to be accumulated for not more than 42 days

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3. The Managing Director shall be entitled to reimbursement of entertainment expenses incurred by him for the purpose of the business of the Company.
4. The Managing Director shall exercise and perform such powers and duties as the Board shall from time to time, determine, and subject to any directions and restrictions from time to time, given and imposed by the board and further subject to the superintendence control and direction of the Board.
5. The Managing Director shall ensure complete secrecy of all confidential information entrusted to him and shall not use or attempt to use any such information in any manner which may injure or cause loss either directly or indirectly to the Company or its business other than information which is already public.

The Terms and Conditions of the said re-appointment and / or agreement may be altered and varied from time to time by the board of directors as it may, in its discretion deemed fit subject to the provisions of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment thereof).

The Agreement may be terminated earlier by either party giving 2(two) months notice in writing to the other party, or the company paying 2(two) months basic salary in lieu thereof.

The draft agreement between the Company and Mr. H. C. Tandon is available for inspection by the Members of the Company at its Registered Office of the Company, between 11.00 a.m. and 1.00 p. m. on any working day upto the date of this Annual General Meeting of the Company.

This may be treated as abstract of the draft Agreement to be entered into between the Company and Mr. H. C. Tandon pursuant to Section 190 of the Companies Act, 2013.

Your Directors recommend the Resolutions for your approval.

Except Mr H. C. Tandon, Managing Director and CEO, none of the other Directors of the Company may be considered to be interested or concerned in increase in this remuneration.

Registered Office:
Office no.1, Gat no. 478
Alandi Markaal Road,
Tal. Khed, Alandi
Dist Pune 412 106
CIN - L74200MH1981PLC024279

By Order of the Board
For PCS Technology Ltd.

Bhaskar J Patel
Company Secretary

Mumbai, May 16, 2016

PCS Technology Limited

Registered Office : Office no.1, Gat no. 478, Alandi Markaal Road, Tal. Khed, Alandi, Dist Pune 412 106.
CIN - L74200MH1981PLC024279, Tel: 020-26681619, Web:www.pcstech.com Email:investorsgrievances@pcstech.com



FORM - MGT-11 PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Members(s)	
Registered Address:	
E-Mail Id:	
Folio No./ Client ID:	
DP ID:	

I/We, being the member(s) of the shares of the above named Company, hereby appoint:

- (1) Name Address
Email ID Signature Or failing him/ her
- (2) Name Address
Email ID Signature Or failing him/ her
- (3) Name Address
Email ID Signature

as my/our proxy to vote for me/us, on my/our behalf at the Thirty Fifth Annual General Meeting of the members of PCS Technology Limited to be held at Hotel Celebration, Banquet Hall, Opp. New S.T. Road, Alandi Road, Pune 412 105 on Wednesday, September 21, 2016 at 12.00 noon and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

	Particulars	I Assent	I Dissent
1	To receive, consider and adopt the Standalone and consolidated Audited Balance Sheet as at 31st March, 2016 and the Profit & Loss Account of the Company for the year ended on that date and the Reports of the Directors' and Auditors' thereon.		
2	To appoint a Director in place of Mr. Ashok Kumar Patni(Din:00014194) who retires by rotation and being eligible, offers himself for re-appointment.		
3	To ratify the appointment of Auditors of the Company and to fix remuneration and to pass the following resolution as an ordinary resolution thereof.		

Special Business:

4	Re-Appointment of Mr. Harish Chandra Tandon as Managing Director and CEO of the Company		
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Signed this _____ day of _____ 2016

Signature of Shareholder

Signature of Proxy holder

Revenue
stamp of
Rs.1

Note : The Proxy and the Power of Attorney (if any) under which it is signed or a notarially certified copy of the same must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the Meeting. The proxy need not be a member of the Company.

PCS Technology Limited

Registered Office : Office no.1, Gat no. 478, Alandi Markaal Road, Tal. Khed, Alandi, Dist Pune 412 106.
CIN - L74200MH1981PLC024279, Tel: 020-26681619, Web:www.pcstech.com Email:investorsgrievances@pcstech.com



Attendance Slip

Name of the Shareholder(s) (In Block Letters):	
Registered Folio no./ DP ID no./Client ID No.:	
Numbers of shares held	

I certify that I am a member/proxy/authorized representative for the member of the Company.

I hereby record my presence at the Thirty Fifth Annual General Meeting of the members of PCS Technology Limited held at Hotel Celebration, Banquet Hall, Opp. New S.T. Road, Alandi Road, Pune 412 105 on Wednesday, September 21, 2016 at 12.00 noon

Name of the member/proxy
(in BLOCK Letters)

Signature of Member/ Proxy

*note: please fill in attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM

