

**Gist of the proceedings of the Annual General Meeting of PCS Technology Limited held on 26<sup>th</sup> September, 2018.**

The 37th Annual General Meeting of the Members of the Company was held on 26<sup>th</sup> September, 2018 at 12:30 p.m at Hotel Celebration, Banquet Hall, Opp. New S.T. Road, Alandi Road, Pune 412 105.

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

Total 43 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 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 E- voting commenced at 10:00 a.m on 23<sup>rd</sup> September, 2018 and ended on 5:30 p.m on 25<sup>th</sup> September, 2018. Mr. Bhavesh Desai of B. Desai & Associates, practising Company Secretary was appointed as scrutinizer by the Board for the Scrutinizing the E-voting and poll Process.

Thereafter the Chairman invited members for discussion on the above resolutions. Since there were no queries, the Chairman proceeds with the commencement of poll process with the help of scrutinizer.

The Scrutinizer has submitted his Report on the Result of the E- Voting on 26th September, 2018 and all the following 8 (Eight) Resolutions contained in the Notice of the 37th Annual General Meeting (AGM) had received the requisite majority.

1. Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon.. (Ordinary Resolution).
2. Mr. Ashok Kumar Patni (Din :- 00014194) , Director of the Company who retired by rotation was re-appointed as Director of the Company (Ordinary Resolution).
3. Ratification for Appointment of Statutory Auditors of the Company (Ordinary Resolution).
4. Appointment of Mr. Gajendra Kumar Patni (Din: 00014163) as a Director of the Company pursuant to the Notification No. SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018 amending the SEBI (LODR), Regulation, 2015. (Special Resolution)
5. Re-Appointment of Mr. Girish Dave (Din : 00036455) as an Independent Director of the Company for further period of 5 years w.e.f 1<sup>st</sup> April, 2019. (Special Resolution).

6. Re-Appointment of Mr. Kamal Kumar Barjatya (Din: 00107064) as an Independent Director of the Company for further period of 5 years w.e.f 1<sup>st</sup> April, 2019. (Special Resolution).
7. Re-Appointment of Mr. Satish Ajmera (Din: 00208919) as an Independent Director of the Company for further period of 5 years w.e.f 1<sup>st</sup> April, 2019. (Special Resolution).
8. Re-Appointment of Mr. Yash Bhardwaj (Din: 01714824) as an Executive Director (Whole- Time) of the Company for further period of 1 year w.e.f 22<sup>nd</sup> July, 2018 (Special Resolution).

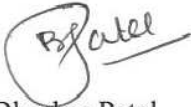
The Scrutinizer Report received from Mr. Bhavesh Desai of B. Desai & Associates, Practising Company Secretary on the remote e-Voting and poll on the above Resolutions has been sent to BSE under Regulation 44(3) of LODR Regulation, 2015.

We request you to kindly take on your record the Gist of the Proceeding of the Annual General Meeting of the Company.

This is for your information.

Thanking you,

Yours Faithfully  
For **PCS Technology Limited**



Bhaskar Patel  
Company Secretary

CC:  
**Central Depository Services Limited.**  
Phiroze Jeejeebhoy Towers,  
17<sup>th</sup> Floor,  
Dalal Street,  
Mumbai 400001.

## VOTING RESULT

## Format of Voting Result under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

<b>Date of Annual General Meeting of Equity Shareholders</b>	September 26, 2018
<b>Total number of shareholders on record date</b>	29914
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	9
Public:	34
<b>No. of shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable



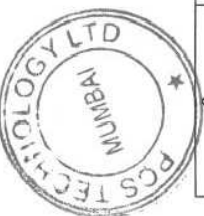
Resolution Required: (Ordinary/Special)				Resolution No. 1 To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon: <b>Ordinary Resolution</b>					
Whether promoter/ promoter group are interested in the agenda/resolution?				None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.					
Category	Mode of Voting	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	Votes Invalid
Promoter and Promoter Group	E-Voting	14699995	13251406	90.14%	13251406	0	100%	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	14699995	13251406	90.14%	13251406	0	100%	0	0
Public Institutions	E-Voting	346661	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	346661	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	5904021	3545	0.06%	3435	110	96.90%	3.10%	0
	Poll		56	0.0009%	56	0	100%	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	5904021	3601	0.060%	3491	110	96.95%	3.05%	0
Total		20950677	13255007	63.27%	13254897	110	99.99%	0.01%	0



Resolution Required: (Ordinary/Special)				Resolution No. 2 To appoint a Director in place of Mr. A. K. Patni (DIN - 00014194) who retires by rotation and being eligible, offers himself for re-appointment: <b>Ordinary Resolution</b>					
Whether promoter/ promoter group are interested in the agenda/resolution?				Except Mr. Gajendrakumar Patni and Mr. Ashokkumar Sobhagmal Patni and their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, whether financially or otherwise, in the said resolution.					
Category	Mode of Voting	No. of Shares (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	Votes Invalid
Promoter and Promoter Group	E-Voting	14699995	3195366	21.73%	3195366	0	100%	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	14699995	3195366	21.73%	3195366	0	100%	0	0
Public Institutions	E-Voting	346661	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	346661	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	5904021	3545	0.06%	3435	110	96.90%	3.10%	0
	Poll		56	0.0009%	56	0	100%	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
Total	Total	5904021	3601	0.06%	3491	110	96.95%	3.05%	0
		20950677	3198967	15.269%	3198857	110	99.99%	0.01%	0



Resolution Required: (Ordinary/Special)				Resolution No. 3 To ratify appointment of M/s. Vinod .K. Mehta & Co., Chartered Accountant (Firm Registration No. 111508W) as statutory Auditors of the Company and to fix their Remuneration: <b>Ordinary Resolution</b>					
Whether promoter/ promoter group are interested in the agenda/resolution?				None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.					
Category	Mode of Voting	No. of Shares (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	Votes Invalid
Promoter and Promoter Group	E-Voting	14699995	13251406	90.14%	13251406	0	100%	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
Public Institutions	Total	14699995	13251406	90.14%	13251406	0	100%	0	0
	E-Voting	346661	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
Public Non Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	346661	0	0	0	0	0	0	0
	E-Voting	5904021	3545	0.06%	3435	110	96.90%	3.10%	0
Total	Poll		56	0.0009%	56	0	100%	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	5904021	3601	0.060%	3491	110	96.95%	3.05%	0
Total		20950677	13255007	63.27%	13254897	110	99.99%	0.01%	0



Resolution Required: (Ordinary/Special)				Resolution No. 4 Re-appointment of Mr. Gajendrakumar Patni (DIN: 00014163) as Director of the Company: Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?				Except Mr. Gajendrakumar Patni and Mr. Ashok Kumar Patni being brother of Mr. Gajendrakumar Patni, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, whether financially or otherwise, in the said resolution.					
Category	Mode of Voting	No. of Shares (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	Votes Invalid
Promoter and Promoter Group	E-Voting	14699995	3201341	21.77%	3201341	0	100%	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
Public Institutions	Total	14699995	3201341	21.77%	3201341	0	100%	0	0
	E-Voting	346661	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
Public Non Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	346661	0	0	0	0	0	0	0
	E-Voting	5904021	3545	0.06%	3435	110	96.90%	3.10%	0
Public Non Institutions	Poll		56	0.0009%	56	0	100%	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	5904021	3601	0.060%	3491	110	96.95%	3.05%	0
Total		20950677	3204942	15.29%	3204832	110	99.99%	0.01%	0



Resolution Required: (Ordinary/Special)				Resolution No. 5 Re-appoint Mr. Girish Dave (DIN: 00036455) as an Independent Director of the Company: Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?				Except Mr. Girish Dave, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, whether financially or otherwise, in the said resolution.					
Category	Mode of Voting	No. of Shares (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	Votes Invalid
Promoter and Promoter Group	E-Voting	14699995	13251406	90.14%	13251406	0	100%	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	14699995	13251406	90.14%	13251406	0	100%	0	0
Public Institutions	E-Voting	346661	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	346661	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	5904021	3545	0.06%	3435	110	96.90%	3.10%	0
	Poll		56	0.0009%	56	0	100%	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
Total		5904021	3601	0.060%	3491	110	96.95%	3.05%	0
Total		20950677	13255007	63.27%	13254897	110	99.99%	0.01%	0





Resolution Required: (Ordinary/Special)				Resolution No. 6 Re-appoint Mr. Kamal Kumar Barjatyra (DIN: 00107064) as an Independent Director of the Company: <b>Special Resolution</b>					
Whether promoter/ promoter group are interested in the agenda/resolution?				Except Mr. Kamal Kumar Barjatyra, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, whether financially or otherwise, in the said resolution.					
Category	Mode of Voting	No. of Shares (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	Votes Invalid
Promoter and Promoter Group	E-Voting	14699995	13251406	90.14%	13251406	0	100%	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
Public Institutions	Total	14699995	13251406	90.14%	13251406	0	100%	0	0
	E-Voting	346661	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
Public Non Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	346661	0	0	0	0	0	0	0
	E-Voting	5904021	3545	0.06%	3435	110	96.90%	3.10%	0
Public Non Institutions	Poll		56	0.0009%	56	0	100%	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	5904021	3601	0.060%	3491	110	96.95%	3.05%	0
Total		20950677	13255007	63.27%	13254897	110	99.99%	0.01%	0



Resolution Required: (Ordinary/Special)				Resolution No. 7 Re-appoint Mr. Satish Ajmera (DIN: 00208919) as an Independent Director of the Company: Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?				Except Mr. Satish Ajmera, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, whether financially or otherwise, in the said resolution.					
Category	Mode of Voting	No. of Shares (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	Votes Invalid
Promoter and Promoter Group	E-Voting	1469995	13251406	90.14%	13251406	0	100%	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	1469995	13251406	90.14%	13251406	0	100%	0	0
Public Institutions	E-Voting	346661	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	346661	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	5904021	3545	0.06%	3435	110	96.90%	3.10%	0
	Poll		56	0.0009%	56	0	100%	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	5904021	3601	0.060%	3491	110	96.95%	3.05%	0
Total		20950677	13255007	63.27%	13254897	110	99.99%	0.01%	0

