



PCS Technology Limited

**38th
Annual Report
2018-19**

PCS
TECHNOLOGY
PCS TECHNOLOGY LIMITED
CIN - L74200MH1981PLC024279

BOARD OF DIRECTORS

Mr. G. K. Patni (DIN - 00014163)	Chairman
Mr. A. K. Patni (DIN - 00014194)	Vice Chairman
Mr. H. C. Tandon (DIN - 00037611)	Director
Mr. Yash Bhardwaj (DIN - 01714824)	Director (Resigned w.e.f. 31st March, 2019)
Mr. Satish Ajmera (DIN - 00208919)	Director
Mr. G. M. Dave (DIN - 00036455)	Director
Mr. K. K. Barjatya (DIN - 00107064)	Director
Mrs. Vandana Gupta (DIN - 07117752)	Director

CHIEF FINANCIAL OFFICER

Mr. M. P. Jain

CHIEF EXECUTIVE OFFICER

(w.e.f. 1/4/2019)

Mr. Bhaskar J. Patel

COMPANY SECRETARY

(w.e.f. 1/4/2019)

Mr. Mehul Monani

AUDITORS

Vinod K Mehta & Co.

Chartered Accountants, Mumbai

REGISTERED OFFICE

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

REGISTRAR & SHARE TRANSFER AGENT

M/s. Bigshare Services Pvt. Ltd.
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (East) Mumbai 400059
Tel: 022 62638200

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38th ANNUAL GENERAL MEETING

Day, Date & Time	:	Wednesday, 25 th September, 2019, 12.30 p.m.
Venue	:	Hotel Celebration, Banquet Hall, Opp. New S.T. Road, Alandi Road, Pune 412 105

MEMBERS ARE REQUESTED TO BRING THEIR COPY OF THE ANNUAL REPORT ALONG WITH THEM AT THE ANNUAL GENERAL MEETING

THIRTY EIGHTH ANNUAL REPORT 2018-2019



NOTICE TO MEMBERS

NOTICE is hereby given that the **38th 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, 25th September, 2019 at 12:30 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Harish Chandra Tandon (DIN - 00037611) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. SHIFTING OF THE REGISTERED OFFICE OF THE COMPANY:

To consider and, if thought fit to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the section 12 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013, (including any statutory modification(s), rule(s), regulation(s), or re-enactment(s) thereof, for the time being in force and rules framed thereunder, as amended from time to time) the consent of the members be and is hereby accorded for shifting of Registered office of the Company from Office no.1, Gat no. 478, Alandi Markaal Road, Tal. Khed, Alandi, Dist Pune 412 106 to 82/6/1, Solar Park, Shop no.6, Pune-Alandi Road, Dattanagar, Dighi- Pune- 411015 within the city and within same state falling under same jurisdiction of Registrar of Companies, Pune."

"RESOLVED FURTHER THAT any Director or CEO or CFO or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds and things including filing of necessary e-form/s with the Registrar of Companies, in connection with shifting of the registered office of the company."

4. ALTERATION OF THE MAIN OBJECT CLAUSE (CLAUSE III (A)) OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

To consider and, if thought fit to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), rule(s), regulation(s), or re-enactment(s) thereof, for the time being in force and rules framed thereunder, as amended from time to time) consent of the members of the Company be and is hereby accorded to alter the Existing Main Object Clause III (A) of Memorandum of Association of the Company by introducing and adding new Object Clause III (A) (1.2) immediately after Main existing Object Clause III (A) (1) of Memorandum of Association of the Company which will now be re-numbered as Clause III A (1.1) and read as:

CLAUSE III

A. THE MAIN OBJECT OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

- 1.1 To Manufacture, purchase, sell or otherwise transfer, lease, import ,export, hire, license, use, dispose off, operate, fabricate, construct, distribute, assemble. Design, charter, acquire, market condition, work upon, or otherwise, data processing, machines and systems and components thereof, Computers, software procedures, peripheral products, Tabulators Terminal Products and systems Machines for registering data preparation, recording, perforating, tabulating, sorting, printing, typewriting, products which possess an internal intelligence for recognizing and correlating any type of data or information to be processed, recognition and memory system.
- 1.2 To acquire, hold, Trade and deal in shares, stocks, debentures or other securities and to invest in partnership firms and also to carry on the activities of an Investment Company and Invest the capital and other moneys in the purchase or upon the security of shares, stocks, debentures, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any company constituted or carrying on business in shares , stock, debentures, bonds, mortgages, obligations and other securities of any kind issued or guaranteed by any government, Trust, municipal , local or other Authority or Body, subject to approval of the Regulatory Authorities as may required from time to time.

"RESOLVED FURTHER THAT any Director or CEO or CFO or Company Secretary of the Company, be and are hereby severally authorized for and on behalf of the Company to take such further actions including approaching necessary authority , obtaining their consent and also further to do all such acts, deeds, matters and things as may be necessary for giving effect to the above resolution, including filing of necessary (e-forms) with the Registrar of Companies, Pune."

5. SALE OF COMMERCIAL UNITS SITUATED AT MAHAPE, NAVI MUMBAI.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a), and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force and rules framed thereunder, as amended from time to time) , and pursuant to the provisions of the Memorandum and Articles of Association of the Company and pursuant to the provisions of the listing agreement entered into by the Company and subject to such other approvals, consents, permissions or sanctions, from any authorities and subject to such conditions as may be prescribed while granting such approvals, consents and sanction which may be agreed to the sole discretion by any of the Directors or CEO or CFO or Company Secretary of the Company authorized in this behalf, the consent of the Members be and is hereby accorded to the transfer, sell or otherwise dispose of in any manner whatsoever the Company's Commercial Office units from 701 to 705, including the rights to use car parking spaces in the building known as "Technocity IT Premises Co Op Society Limited, Plot No. X - 5/3, TTC Industrial Area, Opposite Millenium Business Park, Mahape, MIDC - Navi Mumbai Dist : Thane - 400 710 to such buyer and for such consideration and on such terms and conditions as may be decided by the Board in the best interest of the Company."

"RESOLVED FURTHER THAT Mr. Gajendra Kumar Patni or Mr. Ashok kumar Patni, Directors of the Company or CEO or CFO or Company Secretary of the Company be and are hereby severally authorized to do all acts and things for completing the sale of the aforesaid immovable property situated at "Technocity, Mahape, Navi Mumbai – Thane- 400710" with such modifications as he may deem necessary and expedient in his discretion and to negotiate, finalize and execute the necessary documents and to do all such acts, deeds and things as may be necessary to give effect to this Resolution, including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the aforesaid –Commercial Office units situated at Technocity, Mahape, Navi Mumbai – Thane- 400710 and also to delegate from time to time all or any power(s) to any other officer or officers of the Company as may be necessary for the completion of this transaction."

"RESOLVED FURTHER THAT any Directors or CEO or CFO or Company Secretary of the Company be and is hereby authorized to file necessary e-form in this regards with the Registrar of Companies and also authorized to forward a certified true copy of the resolution to the concerned authority(ies) as may be required"

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6. INVESTMENTS / LOANS / GUARANTEES BY THE COMPANY

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (the "Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force and rules framed thereunder, as amended from time to time) and subject to such approvals, consents, sanctions and permissions as may be necessary and provisions of other applicable laws, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to (a) invest/ continue to invest, from time to time in such shares, securities, stocks, bonds, debentures (Convertible or non- convertible) units of U.T.I or mutual funds, Government securities, Fixed Deposits with banks/ Company, Inter Corporate Deposits, Bodies Corporate, and such other securities as they may think most beneficial to the Company (b) to give any loan to any person/ Company or other body corporate from time to time and (c) also to give any guarantee or provide security in connection with a loan to any other company/ body corporate or person as the Board may in its absolute discretion determine provided that the aggregate outstanding amount of loan(s) / guarantee (s) / security(ies) / investment(s) (apart from the loan(s) / guarantee(s) / security(ies) / investment(s) already given/made/held by the Company) shall not any time exceed Rs. 50 crore (Rupees Fifty Crores only) over and above the paid up capital and free reserves of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors are hereby authorised to negotiate and decide the actual sums to be invested / loan or Guarantee amounts to be given from time to time, as such terms and conditions thereof and execute necessary documents, papers, agreements etc for investments / Guarantee to be made, loans to be given to any person/ Company or anybody corporate, and also to sell/ disinvest such sums from time to time as may be required."

"RESOLVED FURTHER THAT any Director or CEO or CFO or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem necessary, proper or desirable, settle any question, difficulty or doubt that may arise in this regards and to delegate all or any of these powers to Director or any other person as may be required and to file necessary e-form in this regards with the Registrar of Companies and also authorized to forward a certified true copy of the resolution to the concerned authority(ies) as may be required."

7. RELATED PARTY TRANSACTIONS

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of the first proviso to Section 188 and other relevant provisions, if any, of the Companies Act, 2013, the consent of the Members be and is hereby given for entering into transaction or arrangement with the Related Parties on the terms and conditions as set out in the Explanatory Statement annexed to the notice convening this meeting be and is hereby approved with liberty to the Board of Directors to alter and vary the said terms and conditions."

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.

Mehul Monani
Company Secretary & Compliance Officer

Mumbai
Date: 11th July, 2019

NOTES :

- 1) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
- 2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
A person can act as proxy on behalf of members not exceeding fifty (50) members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- 3) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution / Power of Attorney authorising their representative to attend and vote on their behalf at the Meeting.
- 4) The instrument appointing the proxy must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 5) In case of joint holders attending the Meeting, only such joint holders who is higher in the order of names will be entitled to vote.
- 6) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
- 7) The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting
- 8) The Register of Member and Share Transfer Books of the Company will remain closed from Wednesday, 18th September, 2019 till Wednesday, 25th September, 2019. Members are requested to:
 - (a) Intimate to the Company / their Depository Participant ("DP"), changes, if any, in their registered address or their email ID at an early date .
 - (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.
- 9) Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the R & T agent or with the Depository Participant(s). For the members who have not registered their email address, physical copies of the Annual Report 2018-19 are being sent by the permitted mode.

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- 10) Members may also note that the Notice of the 38th AGM and the Company's Annual Report 2018-19 will be available on the Company's website www.pcstech.com. The physical copies of the said documents will also be available at the Company's Registered Office.
- 11) SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly
- 12) 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. Harish Chandra Tandon (DIN : 00037611) (Item no. 2)

Harish Chandra Tandon

Mr. Harish Chandra Tandon serves as Director of PCS Technology Limited w. e. f. 1st April, 2018 and prior to this he had served as Managing Director & Chief Executive Officer (CEO) of the Company till 31st March, 2018.

He is a B.Sc in Engineer from Birla Institute of Technology, Pillani. He possesses very long experience in the field of Electronics and is associated with the Company since its inception and looked after marketing of Computer Division. He has over 37 years of experience and earlier to this he has also served at Hinditron Computers Ltd. for period of 2 years.

Listed Companies (other than PCS Technology Limited) in which Mr. Harish Chandra Tandon holds the directorship and Committees membership:

Nil

Chairperson of Board Committees:

Nil

Member of Board Committee:

Member of Audit Committee - PCS Technology Limited

Shareholding in the Company:

432 shares

Disclosure of relationships between directors inter-se

N.A

13. 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, and also 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 this 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, 22nd September, 2019 at 10:00 a.m and ends on Tuesday, 24th September, 2019 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 17th September, 2019, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

E-voting Process

(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 earlier for 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number and after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Bank Details or Date of Birth (DOB)	<p>Enter the Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Bank details field as mentioned in instruction (4).

8. After entering these details appropriately, click on "SUBMIT" tab.

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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 <Company Name> 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. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
19. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (i) Please follow all steps from sr. no. (1) to sr. no. (16) above to cast vote.
- (ii) In case you have any queries or issues regarding 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.

(B) 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 casted their vote through remote e- voting shall be able to exercise their voting rights at the AGM. The members who have already casted 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 17th September, 2019, 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 17th September, 2019.
- (f) M/s. M. M. Sheth & Co. , Practicing 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, Forth with to the Chairman of the Company.
- (h) 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 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.

Registered Office:

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

Mumbai
Date: 11th July, 2019

By Order of the Board
For PCS Technology Ltd.

Mehul Monani
Company Secretary & Compliance Officer

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ANNEXURE TO NOTICE

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

Item no. 3

SHIFTING OF THE REGISTERED OFFICE

The Registered office of the company is presently situated at Office no.1, Gat no. 478, Alandi Markaal Road, Tal. Khed, Alandi, Dist Pune 412 106.

The Board of Directors of the Company, at its meeting held on 11th July, 2019, proposed to shift the registered office of the company to 82/6/1, Solar Park, Shop no.6, Pune-Alandi Road, Dattanagar, Dighi- Pune- 411015 which is a well furnished premises in superior locality and which would also help for better administrative purpose.

And as required under section 12(5) of the Companies Act, 2013 read with rules made thereafter, shifting of registered office within the city but having different postal limit requires approval of members by way of special resolution.

Therefore, Board recommends the resolution to the members for their consideration and approval.

None of the Directors and Key Managerial Personnel of the Company or their relatives in any way concerned or interested financial or otherwise, in the resolution set out at item No. 3 of the accompanying notice.

Item no. 4

ALTERATION OF THE MAIN OBJECT CLAUSE (CLAUSE III (A)) OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The present activities of the Company are Information Technology and Information Technology Enabled Services , facility management services, etc. Over the past few years, such activities are on a diminishing scale and have remained as marginal operational activities of the Company in the year under review and shall continue to remain so in future. The operational income of the Company has been reduced which is insufficient to cover the administrative cost. So to supplement the shortfall in operational income, the Company has deployed its surplus funds in the investible instruments to generate interest income along with the marginal operational activities. As a result, Company's assets in the form of financial assets and revenue in the form of interest have increased.

In view of this, the Company has applied to Reserve Bank of India (RBI) for registration as Non-Deposit Taking NBFC Type I company. RBI in its response to our said application intimated to alter the Main Object Clause of the Company to reflect the current activity in the nature of Investment.

Considering this situation, it would be in the interest of the Company and advisable to introduce new Object Clause III (A) (2) in addition to the Main existing Object Clause III (A)(1) of the Memorandum of Association of the Company, subject to the Approval of the Regulatory Authorities as and when received by the Company from time to time.

Therefore, the Board recommends the Special resolution set out in Item no. 4 of the notice for approval by the Members pursuant to Section 13 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item No. 4 of the accompanying notice.

Item no. 5

SALE OF COMMERCIAL UNITS

Your company owns Commercial units no. 701 to 705 in building known as "Technocity IT Premises Co Op Society Limited, Plot No. X - 5/3, TTC Industrial Area, Opposite Millenium Business Park, Mahape, MIDC - Navi Mumbai Dist : Thane - 400 710.

The Company proposes to improve the internal liquidity and better utilization of the resources in the Company by disposing off the said immovable property of the Company.

Looking in to the above matter, your Board is of opinion that it is advisable to sell the aforesaid property. The proposed sale of the said property is in the overall best interest of the Shareholder

The proceeds received by the company from the sale of above property would be invested the same in some securities and earn interest and / or as may be decided by the Board in the best interest of the Company.

Keeping in view the existing regulatory framework, the Board of the company have subject to the approval of the members and necessary regulatory approvals, approved the sell, transfer, assign lease or dispose off the Company's above referred immovable property for such terms and condition as may be decided by the Board in the best interest of the Company.

In terms of section 180 (1) (a) of the Companies Act, 2013 the proposed sale of immovable property situated at Mahape, Navi Mumbai requires the approval of the members by the way of special resolution.

None of the Directors or Key Managerial Personnel of the company and their respective relatives is, in any way, concerned or interested, in this item of business.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Item no. 6

INVESTMENTS / LOANS /GUARANTEES BY THE COMPANY

The Company has procured the approval of members by way of postal ballot on 21st December, 2015 for approval of Investment/ loans/ Guarantee limits, which now needs to be increased.

With the object of better utilization of funds available with the company it is proposed to increase the limit to Rs. 50 crores (Rupees Fifty Crores only) and pass enabling resolution authorizing board of directors of the company to make investment or give loan or give guarantee within the limits as mentioned in the proposed resolution.

Further pursuant to Section 186 of the Companies Act, 2013, your company is required to obtain prior approval by passing special resolution in general meeting in case it proposes to make investment or give loan, or give guarantee or providing any security exceeding the sixty per cent of paid up capital, free reserves and securities premium account or one hundred per cent of free reserves and securities premium account whichever is more.

Therefore Board of Directors in their meeting held on 24th May, 2019 decided to increase the limit to 50 crores and seek approval of shareholders to make investment or give loan or give guarantee, exceeding the sixty per cent of paid up capital, free reserves and securities premium account or one hundred per cent of free reserves and securities premium account whichever is more.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

PCS TECHNOLOGY LIMITED

Item no. 7

RELATED PARTY TRANSACTIONS

Pursuant to Section 188 of the Companies Act, 2013, provides that except with the Consent of the Board of Directors of the Company, no company shall enter into any arrangement with a related party with respect to sales and services.

The First proviso of the said Section provides that a company having a paid up share capital of Rs. 10 crores or more, shall not enter into a contract or arrangement with any related party except with the prior approval of the member by a Special Resolution.

The brief details of which are provided herein below.

CONTRACT OR ARRANGEMENT WITH A RELATED PARTY

ARRANGEMENT WITH A RELATED PARTY - 1	
1) The name of the related party and nature of relationship.	Kalpavruksh Systems Private Ltd., (KSPL) Mr. Ashok Kumar Patni is a Director of the Company as well as director of the KSPL Mr. Mir Prakash Jain is also a Director of KSPL
2) The Nature, Duration of the Contract and particulars of the Contract or arrangement.	Proposed arrangement is for a period of two years
3) The material terms of Contract or arrangement including the value, if any.	Arrangement would cover for manpower supply and other IT support services. Total estimated value of the contract not exceeding Rs. 30 lakh for a year.

ARRANGEMENT WITH A RELATED PARTY - 2	
1) The name of the related party and nature of relationship.	Patni Healthcare Private Limited (PHPL) Mr. Ashok Kumar Patni is a Director of the Company as well as director of PHPL
2) The Nature, Duration of the Contract and particulars of the Contract or arrangement.	Proposed arrangement is for a period of two years
3) The material terms of Contract or arrangement including the value, if any.	Arrangement would cover for manpower supply and other IT support services. Total estimated value of the contract not exceeding Rs. 5 lakh a year.

Except Mr. Ashok Kumar Patni, Director of the Company and Mr. Mir Prakash Jain, Chief Financial Officer (CFO) of the Company, None of the Directors or Key Managerial Personnel of the company and their respective relatives is in any way, concerned or interested, in this item of business.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

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.

Mehul Monani
Company Secretary & Compliance Officer

Mumbai
Date: 11th July, 2019

THIRTY EIGHTH ANNUAL REPORT 2018-2019



DIRECTOR'S REPORT

The Members,

PCS TECHNOLOGY LIMITED

Your Directors of the Company are pleased to present you the 38th Annual Report of the Company along with the statement of Standalone Audited Financial Statements for the financial year ended 31st March 2019.

FINANCIAL RESULTS

Key highlights of standalone Audited Financial Results of the Company for the financial year 2018-19 are tabulated below:

(Rs. In lakhs)

Particulars	Financial Year ended 31.03.2019	Financial Year ended 31.03.2018
Net sales and services	58.08	1027.17
Gross Profit / (Loss)	(64.22)	391.06
Depreciation	28.38	39.71
Profit / (Loss) for the year from Operations	(92.60)	351.35
Corporate Social Responsibility Expense	24.50	14.00
Provision for Taxation (Net)	92.92	57.15
Profit / (Loss) for the year / available for Appropriation	(210.02)	280.20
Balance of Profit/(Loss) available in Balance Sheet	2528.57	2725.15

OPERATIONS

During the year under review, your Company has achieved Net Sales and services of Rs. 58.08 lakhs as against Rs. 1027.17 lakhs in the previous year. The total sales and services of the Company is continuously impacted as the Company had not entered into for the new order nor it renew the existing service contracts with its clients due to the low margins and rising manpower cost in the IT and ITes industry.

Adequacy of Internal Financial Control: The Company has in place adequate internal control procedures commensurate with the size of the Company and the nature of its business.

EXTRACTS OF ANNUAL RETURN

In accordance with sub-section (3) of Section 92 of the Companies Act, 2013, an extracts of the Annual Return in prescribed in the Form MGT 9 is annexed and marked as **Annexure 1** to the Board's Report.

DIVIDEND

Due to loss incurred by the Company for the year under review, your Directors express their inability to recommend any dividend for Equity Shares for the financial year ended 31st March, 2019.

During the year under review, the Company by passing a Board Resolution on 6th March, 2019 has approved payment of Dividend of Rs. 35,77,500 on 3975000-9% Redeemable, Non-Convertible, Non-Cumulative Preference Shares (Preference Shares) of Rs. 10/- each fully paid up.

The dividend on preference shares amounting to Rs.43,05,796 (including dividend distribution tax of Rs.7,28,296) has been paid on 6th March 2019.

RESERVES

Since the Company do not recommend any dividend, it is not required to transfer any amount to the General Reserve of the Company for the year under review.

MATERIAL CHANGES & COMMITMENTS AFFECTING THE FINANCIAL POSITIONS OF THE COMPANY

There have been no material changes and commitments, affecting the financial position of the Company which occurred during the financial year to which the financial statements relate.

ANNUAL PERFORMANCE EVALUATIONS

The Board evaluated the effectiveness of its functioning and that of the Committees and of the individual Directors by seeking their inputs on various aspects of Board/Committee Governance.

Further, the Independent Directors at their meeting, reviewed the performance of Board as a whole and performance of Chairman of the Company and also of Non-Executive Directors

The criteria for performance evaluation as laid down by the Nomination Committee are mentioned in Corporate Governance attached to the Directors' Report of the Company.

Appointment

Mr. Bhaskar Patel has been appointed as Chief Executive Officer (CEO) of the Company with the effect from 1st April, 2019. Prior to his appointment as CEO Mr. Patel was the Company Secretary of the Company till 31st March, 2019.

Mr. Mehul Monani has been appointed as Company Secretary and Compliance Officer of the Company with the effect from 1st April, 2019.

Cessation

Mr. Yash Bhardwaj has resigned as Director of the Company w.e.f 31st March, 2019. The Company appreciates him for his effort in the business operations of the Company during his tenure as Director of the Company.

Retirement by Rotation

As per Article 135, of the Articles of Association of the Company, Mr. Harish Chandra Tandon (Din- 00037611), Director of the Company retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment on the Board of your company.

PCS TECHNOLOGY LIMITED

Declaration given by Independent Director

The Company has received necessary declaration from each independent director under Section 149 (7) of the Companies Act, 2013, that he/she meets criteria of independence laid down in Section 149 (6) of the Companies Act, 2013 and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Board and Audit Meetings

During the year under review, 5 (Five) Board Meetings and 5 (Five) Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy on Directors' Appointment and Key Managerial personnel and Remuneration including criteria for determining qualifications, positive attributes including independence of a directors of the Company.

The Remuneration Policy is stated in the Corporate Governance Report.

COMMITTEES OF THE BOARD

Currently, the Board has four Committees namely: Audit Committee, Stakeholders' Relationship Committee (SRC), Nomination and Remuneration Committee (NRC) and Corporate Social Responsibility Committee (CSR Committee).

The Composition of each of the committee is mentioned in the **Annexure 2** of the Boards' Report.

STATUTORY AUDITOR

Mr. Divyesh Mehta of M/s. Vinod K Mehta & Co., Chartered Accountant (Firm Registration No.111508W) was appointed as Statutory Auditors of the Company at the AGM held on 20th September, 2017 to hold office till the conclusion of the 41st AGM of the Company and as required by the provisions of the Companies Act, 2013

The requirement for annual ratification of the Auditors Appointment at the Annual General Meeting has been omitted pursuant to the Companies (Amendment) Act, 2017 notified on 7th May, 2018

SECRETARIAL AUDITOR

Ms. Hiya Rathi of M/s. Hiya Rathi & Associates, Practicing Company Secretary was appointed to conduct the secretarial audit of the Company for the financial year 2018-19 as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit report for FY 2018-19 forms part of the Annual report as **Annexure 3** to the Board's Report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There have been no significant and material orders passed by the regulators or courts or tribunals impacting the ongoing concern status and Company's operations.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to sub-section (3C) of Section 134 of the Companies Act, 2013, the Board of Directors of the Company hereby confirms that:

1. In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
2. Appropriate accounting policies have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2019 and of the loss of the Company for the said year;
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
4. Annual Accounts have been prepared on a going concern basis.
5. Internal Financial controls are followed by the Company in adequate manner and are operating effectively.
6. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

In view of the provisions relating to CSR contained in Companies Act, 2013, the Board of Directors of your Company has set up a CSR Committee comprising four Directors of the Company namely :

Mr. G M Dave, Non-Executive Independent Director,

Mr. G. K. Patni, Non-Executive Director,

Mr. A. K. Patni, Non-Executive Director and

Mr. H. C. Tandon, Non-Executive Director

The Committee will oversee and monitor its CSR activities in line with the CSR policy of the Company in compliance with the provisions of the Companies Act, 2013.

CSR has been integral part of the Company. The CSR policy on the Company is displayed on Company's website www.pcstech.com. CSR report along with the CSR activities are annexed herewith in the report and marked as **Annexure 4**.

Initiations taken by Company for CSR :

The Company has contributed Rs. 28,50,000/- (Rupees Twenty Eight Lakhs Fifty Thousand only) to Prime Minister's National Relief Fund, to comply with CSR activities as specified in Schedule VII of the Companies Act, 2013.

The Net Balance amount for the F.Y 2018-19 is Rs. 9,15,930/- (Rupees Nine Lakhs Fifteen Thousand Nine Hundred and Thirty only) will be contributed by the Company in the next financial year 2019-20.