

PCS TECHNOLOGY LIMITED

CIN: L74200MH1981PLC024279

Registered Office: Office no. 1, Gat no. 478, Alandi Markaal Road, Taluka Khed, Alandi, Pune- 412106. Tel. 020 26681619**Corporate Office:** 302-304, Regent Chambers, Nariman Point, Mumbai 400021.**Email:** investorsgrievances@pcstech.com, **Website:** www.pcstech.com **Phone:** +91-22-2282 2621 /2562; **Fax:** +91- 22-2285 1489**Postal Ballot Notice**

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE IS HEREBY GIVEN that the resolutions as set out in this notice are proposed for consideration by Members of PCS Technology Limited ("the Company") for passing by means of postal ballot / electronic voting ("e-voting") under Section 110 of the Companies Act, 2013 ("Companies Act"), including any statutory modification(s) or re-enactment thereof for the time being in force, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions or re-enactments thereof. The proposed Resolutions as set out below along with the Explanatory Statement is being sent to the Members for consideration, along with a Postal Ballot Form.

The Board of Directors of the Company has appointed Mr. M M Sheth failing him Ms. Ami M Sheth of M M Sheth & Co., Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by means of postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed giving their assent (for) or dissent (against) in the enclosed self-addressed prepaid postage Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s) deposited in person or sent by post or courier at the expense of the Member will also be accepted. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5:00 p.m. on Thursday, 17th December, 2015 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for remote e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section "Voting through Electronic Means". References of Postal Ballot(s) in this notice include votes received electronically. Members may note that the remote e-voting facility will commence from Wednesday, 18th November, 2015 at 10.00 am and end on Thursday, 17th December, 2015 at 5.00 pm.

After completion of scrutiny of the Postal Ballots (including e-voting), the Scrutinizer will submit his report to the Chairman/Director within the stipulated time. The results of Postal Ballot shall be declared on or before 5.00 p.m. Monday, 21st December, 2015 at the Corporate Office: 302-304, Regent Chambers, Nariman Point, Mumbai 400021 and shall be placed along with the Scrutinizer's Report on the Company's website at www.pcstech.com and communicated to BSE Limited, Pune Stock Exchange (PSE) and CDSL (e-voting agency).

SPECIAL BUSINESS:

Item of business requiring consent of Members of the Company through Postal Ballot including remote e-voting:

Item No. 1**Approval for sale of Residential flats situated at Ghansoli, 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 Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, 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), the provisions of the Memorandum and Articles of Association of the Company, 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 in his sole discretion by any of the Directors of the Company authorized in this behalf, the consent of the Company be and is hereby accorded to the transfer, sell or otherwise dispose of in any manner whatsoever the Company's residential flats being flat no. C-1101 and C-1102 including Servant Quarter, rights to use car parking spaces in the building known as "Gold Coast" situated at plot no.13,14 and 15, Sector-9, Ghansoli, Navi Mumbai, Tal and District- Thane 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 the following Directors, Mr. A.K. Patni or Mr. G.K. Patni or Mr. H.C. Tandon be and each of them is hereby severally authorized to do all acts and things for completing the sale of the aforesaid immovable property situated at Ghansoli, Navi Mumbai - Thane 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 -residential flats situated at Ghansoli, Navi Mumbai - Thane as it may in his absolute discretion deem fit 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 Director 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"

Item No. 2**Approval for 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 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. 35 crore (Rupees Thirty Five 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 any body corporate, and also to sell/ disinvest such sums from time to time as may be required.”

“RESOLVED FURTHER THAT any Director 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 any committee of Directors or Managing Director or Director or any other person 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.”

For **PCS Technology Limited**

Place: Mumbai
Date : 30th October 2015

Bhaskar Patel
Company Secretary

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act stating all material facts and the reasons for the proposed special resolutions is annexed herewith along with the Postal Ballot Form for your consideration.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) as on Friday, 6th November, 2015. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) and the email addresses registered with the Company (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a self-addressed pre-paid postage Business Reply Envelope.
3. Members whose names appear on the Register of Members /**List of Beneficial Owners** as on 6th November, 2015 will be considered for the purpose of voting.
4. Resolution assented to by the requisite majority of the Members by means of Postal Ballot including voting by electronic means shall be deemed to have been duly passed at a General Meeting of the Members.
5. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members who cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form(s) will be treated as invalid.
6. Members desirous of obtaining a printed Postal Ballot Form or a duplicate can send an email to investorsgrievances@pcstech.com or can download from the Company's website www.pcstech.com. The Company/ Registrar and Transfer Agent shall forward the same along with self-addressed pre-paid postage Business Reply Envelope upon receipt of a request from the Member.

In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting facility provided by CDSL. The instructions for electronic voting are annexed to this notice

Voting through electronic means

Pursuant to the provisions of Sections 108, 110 and all other applicable provisions of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to offer remote e-voting facility as an alternative mode of voting which will enable the members to cast their votes electronically. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide remote e-voting facility to members of the Company.

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

The voting period begins on Wednesday, 18th November, 2015 at 10.00 a.m. and ends on Thursday, 17th December, 2015 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 6th November, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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

Log on to the e-voting website www.evotingindia.com

(i) Click on “Shareholders” tab.

(ii) Now, select the “PCS Technology Limited” from the drop down menu and click on “SUBMIT”

(iii) 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.

- (iv) Next enter the Image Verification as displayed and Click on Login.

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.

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) <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 serial number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. In case the serial number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company's 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's records for the said demat account or folio <ul style="list-style-type: none"> Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Bank details field.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Members holding shares in physical form will then reach directly to 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.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xiv) 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.

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.

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 id 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 receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xiv) above to cast vote.

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.

(C) General:

- (a) In case of any queries regarding e-voting you may refer to the 'user manual for shareholders to cast their votes' available at www.evotingindia.com under 'HELP'.
- (b) If you are already registered with CDSL for e-voting then you can use your password for casting your vote.
- (c) The e-voting period commences on Wednesday, 18th November, 2015 at 10.00 a.m. and ends on Thursday, 17th December, 2015 at 5.00 p.m. During the e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 6th November, 2015, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- (d) 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 6th November, 2015.
- (e) Mr. M. M. Sheth failing him Ms. Ami M. Sheth of M/s. M. M. Sheth & Co., Practising Company Secretary, Mumbai, has been appointed as Scrutinizer to scrutinize the postal ballot and e-voting process in a fair and transparent manner.
- (f) 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 favour or against, if any, forthwith to the Chairman of the Company or any Director authorized in this regard.
- (g) The results of the postal ballot and e-voting along with the scrutinizer's report shall be placed on the Company's website, www.pcstech.com. The results will also be communicated to the stock exchanges where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item no. 1

Your company owns two residential flats being flat no. C-1101 and C-1102 including Servant Quarter, rights to use car parking spaces in the building known as "Gold Coast" situated at plot no.13,14 and 15, sector-9, Ghansoli, Navi Mumbai, Tal and District- Thane.

The Company -proposes to reduce the existing bank borrowings and improve the internal liquidity and better utilization of the resources in the Company. These borrowings can be reduced only if some of the property of the Company which is not required or which can be disposed of without sacrificing the operations 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 result in increase in liquidity and / or invest the same in some securities and earn interest and / or also reduce its loan liability 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 situated at Ghansoli, Navi Mumbai 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 Ghansoli, Navi Mumbai requires the approval of the members by the way of special resolution.

In accordance with the provisions of Section 110 of the Companies Act, 2013 (the Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules'), approval of the members is sought by means of the postal ballot & e-voting.

Your directors are of view that the proposed sale will not affect the profitability of the company therefore recommend the passing of this Resolution as 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. 1 of the Notice for approval by the shareholders.

Item no. 2

Board of Directors in their meeting held on 30th October, 2015 decided to 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.

According 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.

With the object of better utilization of funds available with the company it is proposed to 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.

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. 2 of the Notice for approval by the shareholders.

For PCS Technology Limited

Place: Mumbai
Date : 30th October 2015

Bhaskar Patel
Company Secretary

PCS TECHNOLOGY LIMITED

CIN: L74200MH1981PLC024279



Registered Office: Office no. 1, Gat no. 478, Alandi Markaal Road, Taluka Khed, Alandi, Pune- 412106. Tel. 020 26681619

Corporate Office: 302-304, Regent Chambers, Nariman Point, Mumbai 400021.

Email: investorsgrievances@pcstech.com, **Website:** www.pcstech.com

Phone: +91-22-2282 2621 /2562; **Fax:** +91- 22-2285 1489

Postal Ballot Form

(kindly refer to the instruction specified overleaf before filing the form)

Serial no. :

1.	Name and Registered Address of the : Sole/ first named member	
2.	Name (s) of the joint member(s) : If any	
3.	Registered Folio no. / DP ID no. : / Client ID no.	
4.	Number of shares held :	

I / We hereby exercise my / our vote in respect of the following Special Resolutions to be passed through postal ballot for the business stated in the Notice of the Company by conveying my / our assent or dissent to the said resolutions by placing a tick (✓) mark in the appropriate box below :

Item no.	Resolution summary	No. of shares held by me / us	I assent to the resolution Please tick (✓)	I dissent to the resolution Please tick (✓)
1	Special Resolution for Approval for sale of Residential flats situated at Ghansoli, Navi Mumbai.			
2	Special Resolution for Approval for Investments / Loans/Guarantees by the Company upto Rs.35 crores in excess of the paid up capital and free reserves of the Company.			

Place :

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Date :

Signature of the Member

INSTRUCTIONS

Process and manner for members opting for voting using the physical Postal Ballot Form are as under:

1. Please complete the Postal Ballot Form in all respects and send it duly signed to the Scrutinizer in the attached self-addressed prepaid postage business reply envelope which shall be properly sealed with adhesive or adhesive tape. Envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.
2. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Company.
3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration no. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5.00 p.m.) on 17th December, 2015. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before 17th December, 2015 providing sufficient time for postal transit. Forms received after this date will not be considered.
5. The voting shall be reckoned on the paid up value of shares registered in the name of the shareholders as on 6th November, 2015.
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory (ies) giving requisite authority to the person voting on the Postal Ballot Form.
7. Members are requested not to send any paper (other than the resolution/authority as mentioned under item Nos. 3 & 6 above) along with the Postal Ballot Form in the enclosed self-addressed prepaid postage business reply envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
8. The exercise of vote by Postal Ballot is not permitted through proxy.
9. There will be only one Postal Ballot Form for every Registered Folio / client ID irrespective of the number of Joint Member(s).
10. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
11. Members from whom no Postal Ballot Form is received or the same is received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.
12. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
13. The result of the voting on the resolutions will be declared and published in the newspapers and communicated to the stock exchanges and shall also be posted on the website of the Company.
14. Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be addressed to Mr. Bhaskar Patel, Company Secretary, 302, Regent Chambers, Nariman Point, Mumbai 400 021. Phone: +91-22-2282 2621 /2562, E-mail: bhaskar.patel@pcstech.com

Notes:

1. For detailed instructions on e-voting, please refer to the notes appended to the notice of the Postal Ballot and e-voting.
2. The Scrutinizer will collate the votes downloaded from e-voting system and votes received through Postal Ballot to declare the final results for the resolutions placed for voting by the Company.
3. Each member can opt for only one mode for voting i.e. either by physical ballot form or through e-voting. If you opt for e-voting, then please do not vote by physical ballot form and vice versa. Member(s) who cast their vote via both modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form(s) will be treated as invalid.