

Date: 2nd August, 2018

To,
The Secretary
The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
27th Floor, Dalal Street
Mumbai 400 023

Dear Sir,
Ref: Security Code no. 517119

Subject: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we wish to inform you that Board of Directors in its meeting held on 2nd August, 2018 has approved the Scheme of Merger by absorption of PCS Positioning Systems (India) Limited ('the Transferor Company I' or 'PPSIL') and PCS Infotech Limited ('the Transferor Company II' or 'PIL') (being together referred as 'the Transferor Companies') both wholly owned subsidiary of PCS Technology Limited ('the Transferee Company' or 'PTL' or 'the Company') with the Company under Section 230 to 232 of the Companies Act, 2013 subject to the necessary approvals.

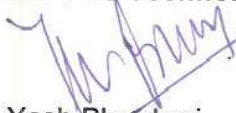
The Scheme of Merger is subject to necessary statutory and regulatory approvals including the approval of the National Company Law Tribunal (NCLT).

The details required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with SEBI Circular no. CIR/CFD/CMD/4/2015 dated September 9, 2015, are enclosed herewith as Annexure I, for your ready reference.

You are requested to note and take the same on record.

Yours Sincerely,

For **PCS Technology Limited**


Yash Bhardwaj
Executive Director (Whole- Time)
(Din: 01714824)
Encl.: As above

Annexure I

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with SEBI Circular no. CIR/CFD/CMD/4/2015 dated September 9, 2015:

- i. Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.:
- a. Transferor Company I: PCS Positioning Systems (India) Limited, an unlisted public Company incorporated under the Companies Act, 1956 on June 29, 2004 and having its registered office at S. No. 1-A, F-1 Irani Market Compound, Yerawada, Pune - 411 006. PPSIL is a wholly owned subsidiary of the Transferee Company.
 - b. Transferor Company II: PCS Infotech Limited, an unlisted public company incorporated under the Companies Act, 1956 on December 5, 2012 and having its registered office at S. No. 1A, F-1 Irani Market Compound, Yerawada, Pune - 411 006. PIL is a wholly owned subsidiary of the Transferee Company.
 - c. Transferee Entity: PCS Technology Limited, a public company incorporated under the Companies Act, 1956 on April 22, 1981 and having its registered office at Office Premise No 1, Gat No 478, Alandi Markaal Road, Tal. Khed, Alandi, Pune - 412 106. The equity shares of PTL are listed on BSE.

Brief details of the net worth and total revenue of the Transferor Companies and the transferee company are mentioned as follows:

Particulars	Name	Paid up capital as on March 31, 2018 (INR)	Total income as on March 31, 2018 (INR)
Transferor Company I	PCS Positioning Systems (India) Limited	1,76,00,000	NIL
Transferor Company II	PCS Infotech Limited	50,00,000	6,27,338
Transferee Company	PCS Technology Limited (Consolidated)	20,95,06,770	13,93,26,574
	PCS Technology Limited (Standalone)	20,95,06,770	13,86,99,236

- ii. Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length":

Yes, the transactions would fall within related party transaction since PPSIL and PIL are wholly-owned subsidiaries of PTL.

Since, the Transferor Companies are wholly owned subsidiaries of the Transferee Company, no shares are being issued. Hence, the question of transaction being on arm's length transaction does not arise.



iii. Area of business of the entity(ies):

The Transferee Company is engaged mainly in the business of Computer peripherals, Facility Management and related IT infrastructure and IT enabled services. The Transferor Companies have no revenue from operations.

iv. Rationale for amalgamation / merger:

PPSIL and PIL are wholly-owned subsidiaries of PTL. In order to consolidate and effectively manage the Transferor Companies and the Transferee Company in a single entity, which will provide several benefits including synergy, economies of scale, attain efficiencies and cost competitiveness, it is intended that the Transferor Companies be merged with Transferee Company. The merger of Transferor Companies with Transferee Company would inter alia have the following benefits:

- a. The merger will lead to greater efficiency in overall combined business including economies of scale, efficiency of operations, cash flow management, increase asset base for the purpose of development of businesses of the combined entity, enhance their growth opportunities and maximize shareholders value.
- b. The merger will provide for more productive and optimum utilization of various resources by pooling of the managerial, technical and financial resources of the Transferor Companies and the Transferee Company which will minimize the administrative compliances and fuel the growth of the business thereby helping effectively address the ever growing competition.
- c. The merger will result in economy of scales, eliminating inter-corporate dependencies, reduction in overheads including administrative, managerial and other expenditure, operational rationalization, organizational efficiency and optimal utilization of resources by elimination of unnecessary duplication of activities and related costs.
- d. The merger will result in a reduction in the multiplicity of legal and regulatory compliances required at present to be separately carried out by the Transferor Companies and the Transferee Company.

v. In case of cash consideration - amount or otherwise share exchange ratio:

There is no cash consideration involved. The Transferor Companies are directly or indirectly wholly-owned subsidiaries of the Transferee Company, no shares shall be issued to the shareholders of the Transferor Companies and the share capital of Transferor Companies will be cancelled on the effective date.

vi. Brief details of change in shareholding pattern (if any) of listed entity:

There will be no change in Shareholding Pattern of the Transferee Company as no shares are being issued by the Transferee Company in connection with the Scheme.

