

10<sup>th</sup> August, 2017

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

Dear Sir/madam,

**Security Code:- 517119**

We wish to inform you that the 36th Annual General Meeting of the Company will be held on Wednesday, 20th September, 2017 at 12.00 noon at Hotel Celebration, Banquet Hall, Opp. New S.T. Road, Alandi Road, Pune 412 105 to transact the business set out in the notice convening the said Annual General Meeting which will be mailed to all the shareholders / Beneficial owners of the Company.

We further wish to inform you that the Register of Members and Share Transfer books of the Company will remain close from Thursday, 14th September, 2017 to 20th September, 2017 both days inclusive.

The cut –off date for remote E-voting is 13th September, 2017.

This will also be placed on our website [www.pcstech.com](http://www.pcstech.com).

This is for your information and records

Thanking you,

Yours Faithfully  
For PCS Technology Limited

  
Bhaskar Patel  
Company Secretary

Encl:  
Notice of 36<sup>th</sup> AGM  
Proxy Form & Attendance Slip

**PCS Technology Limited**

Regd. Off. : Office Premises No. 1 Gat No. 478, Alandi Markaal Road, Tal. Khed, Alandi, Dist . Pune 412 106  
Corp. Office: 6<sup>th</sup> & 7<sup>th</sup> floor, Technocity, plot no. X-5/3, MIDC, Mahape, Navi Mumbai- 400710 Tel. 022  
41296111, Fax no.+912241296082, [www.pcestech.com](http://www.pcestech.com), CIN: L74200MH1981PLC024279

**NOTICE TO MEMBERS**

**NOTICE** is hereby given that the **36th 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, 20th September, 2017 at 12:00 noon. 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, 2017 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. G.K. Patni (DIN - 00014163) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Vinod K Mehta & Co., Chartered Accountant (Firm Registration No . 111508W) as Statutory Auditors of the Company and to fix their remuneration.

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

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Vinod K Mehta & Co, Chartered Accountants (Firm Registration No . 111508W) be and are hereby appointed as the Statutory Auditors of the Company, in place of M/s. S. C Bandi & Co., Chartered Accountants, the retiring Statutory Auditors, for a term of five years to hold office from the conclusion of 36th Annual General Meeting till the conclusion of 41st Annual General Meeting, subject to ratification by the Members at every Annual General Meeting, at such remuneration plus applicable taxes and out of pocket expenses as may be decided by the Board of Directors of the Company on the recommendation of Audit Committee.”

**SPECIAL BUSINESS:**

4. Re- Appointment of Mrs. Vandana Gupta (Din: 07117752) as an Independent Director of the Company

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

**“RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Vandana Gupta (DIN 07117752), be and is hereby re-appointed as an Independent Director of the Company to hold office for further term of 5 (five) years up to 15th March, 2022, not liable to retire by rotation”

**Registered Office:**

Office no.1, Gat no. 478  
Alandi Markaal Road,  
Tal. Khed, Alandi  
Dist Pune 412 106  
CIN - L74200MH1981PLC024279  
Mumbai, August 10, 2017

By Order of the Board  
For PCS Technology Ltd.

**Bhaskar J Patel**  
Company Secretary



## 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 IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 3) The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 14th September, 2017 to Wednesday, 20th September, 2017, both days inclusive.

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.
- 4) 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 addresses, physical copies of the Annual Report 2016-17 are being sent by the permitted mode.
  - 5) Members may also note that the Notice of the 36th AGM and the Company's Annual Report 2016-17 will be available on the Company's website [www.pcstech.com](http://www.pcstech.com). The physical copies of the documents will also be available at the Company's registered office.
  - 6) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
  - 7) Information on Directors recommended for appointment/ re-appointment at the Annual General Meeting as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015.

### **Re-appointment of Mr. Gajendra Kumar Patni (DIN : 00014163) (Item no. 3)**

#### **Gajendra Kumar Patni**

Mr. Gajendra Kumar Patni serves as Non-Executive Vice Chairman of PCS Technology Limited and has been its Director since April 22, 1981.

He is a Chemical Engineer and has over 35 years of experience in finance, banking, legal and personnel functions and has contributed significantly in the past to the growth of the computer rental business, which led to the formation of PCS Data Products (PCSDP) in 1981 and PCS Data General (PCSDG) in 1987 Mr. Gajendra Kumar Patni was a Co-founder of Patni Computer Systems Ltd from which he existed and resigned as Director as well as Promoter in year 2010.

**Disclosure of relationships between directors inter-se**  
Relative

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

**Directorship in 11 Companies namely:**

Nil

**Chairperson of Board Committees:**

Nil

**Member of Board Committee:**

Nil

**Shareholding in the Company:**

5,79,685 shares

**8. Voting through electronic means**

Pursuant to the provisions of section 108 of the Companies Act, 2013 and amended Rule 20 of Companies (Management and Administration) Rules, 2014, pursuant to Regulation 44(1) of SEBI (LODR) Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below:

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

The remote e-voting period begins on day, 17<sup>th</sup> September, 2017 at 10:00 a.m and ends on at day, 19<sup>th</sup> September, 2017 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 13<sup>th</sup> September, 2017, 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](http://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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
7. If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details	Enter the Bank Details as recorded in your demat account or in the company records for the said demat account or folio



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

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

8. After entering these details appropriately, click on "SUBMIT" tab.
9. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for the relevant PCS Technology Limited on which you choose to vote.
12. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
14. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
17. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 18. 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.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates. and Custodians respectively
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (B) In case of members whose email IDs are not registered with the Company/ Depository participant(s) and who receive Physical Postal Ballot Forms, the following instructions may be noted:

Please follow all steps from sl. no. (1) to sl. no. (17) above to cast vote.

In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



(C) General:

- (a) In case of any queries regarding remote e-voting you may refer to the 'user manual for shareholders to cast their votes' available at [www.evotingindia.com](http://www.evotingindia.com) under 'HELP'.
- (b) The facility for voting through polling paper shall be made available at the venue of the AGM.
- (c) The members who will be attending the meeting and who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the AGM. The members who have already cast their vote through remote e-voting may attend the meeting but shall NOT be entitled to cast their vote again at the AGM.
- (d) Members holding shares in Physical or dematerialized form, as on the cut-off date of 13th September, 2017, 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 13th September, 2017.
- (f) M/s. B. Desai & Associates, 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, forthwith 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](http://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.

**ANNEXURE TO NOTICE**

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

**Item no.3**

Pursuant to Section 139 (2) of the Companies Act, 2013 and as per Rule 6 of Companies (Audit and Auditors) Rules, 2014), an audit firm can act as auditors of a listed company for a maximum tenure of two terms of 5 consecutive years.

Since, the present term of M/s. S.C Bandi & Co., Chartered Accountant, who was appointed for a period of three years as Statutory Auditors of the Company is getting expired at 36th Annual general Meeting. The Board of Directors on recommendation of Audit Committee at its meeting held on 10th August, 2017 appointed M/s. Vinod .K. Mehta & Co., Chartered Accountant (Firm Registration no. 111508W) as Statutory Auditors of the Company in place of M/s. S.C Bandi & Co for a period of 5 (Five) years commencing from the conclusion of this Annual General Meeting till conclusion of 41<sup>st</sup> Annual General Meeting, subject to ratification by Members at every Annual General Meeting, if so required under the Companies Act, 2013.

M/s. Vinod .K. Mehta & Co., Chartered Accountants, have consented to the aforesaid appointment as Statutory Auditors of the Company and confirmed that their appointment, if made, would be within the limits and have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the Section 141(3) of the Companies Act, 2013 read with the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors recommends the resolution at Item No. 3 for approval of the Members.

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. 3.

**Item no. 4:**

The members of the Company at 34th Annual General Meeting held on 16th September, 2015 had approved the appointment of Mrs. Vandana Gupta as an Independent Director of the Company for a period of 2 years with effect from 16th March, 2015 .

Since, the term of appointment of Mrs. Vandana Gupta as an Independent Director of the Company has expired on 15th March 2017, the Board of Directors at their meeting held on 8th February, 2017 re-appointed Mrs. Vandana Gupta as an Independent Director of the Company for a further period of five years w.e.f. 16th March, 2017 to 15th March, 2022, based on the recommendation of the Nomination and Remuneration Committee, at its said meeting held on 8th February, 2017.

**Profile of Mrs. Vandana Gupta:**

Mrs. Gupta, holds a Bachelor's Degree in Home Science from Lady Irwin College, New Delhi and a Master's Degree in English from Allahabad University and she also runs a support group for cancer patients in Mumbai through V-Care Foundation, a voluntary organization registered as a Charitable Trust in 1994.

The organization provides free service to cancer patients and their families, to help them cope with the crisis of Cancer. The organisation is now associated with voluntary work at the leading hospitals in Mumbai viz Tata Memorial Cancer Hospital & Research Centre, Leelavati Hospital, Ratan Tata Cancer Hospital, Nanavati Hospital, Jaslok Hospital etc.

She was Awarded "Mahila Sadhaki Award" by Guild of Women Achivers in November 1997. She has participated in various International Conferences namely 2nd World Conference for Cancer Organisations held in Atlanta, USA in May 1999, Fifth World Congress of Psycho-Oncology held in Melbourne, Australia in September 2000 and 3rd Patient Seminar of the European Society for Medical Oncology held in Vienna Austria in October 2004.

She was on the Ethics Committee of Tata Memorial Hospital as a member for Five years. She has also been a member of the Palliative Care Team and Hodgkin's Jt.Clinic at Tata Memorial Hospital.

None of the Directors or any other key managerial personnel or any of their relatives, except Mrs. Vandana Gupta, in her capacity of being a Director, is concerned or interested, whether financially or otherwise, in this Resolution.

The Board recommends the resolution set forth in item no. 4 for approval of members

**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.**

**Disclosure of relationships between directors inter-se;**

Nil

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

Nil

**Member of Board Committees**

Nil

**Shareholding in the Company**

Nil

Registered Office:  
Office no.1, Gat no. 478  
Alandi Markaal Road,  
Tal. Khed, Alandi  
Dist Pune 412 106  
CIN - L74200MH1981PLC024279  
Mumbai,  
August 10, 2017

By Order of the Board  
For PCS Technology Ltd.

Bhaskar J Patel  
Company Secretary



# PCS Technology Limited

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



## FORM - MGT-11

### PROXY FORM

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

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

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

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

as my/our proxy to vote for me/us, on my/our behalf at the Thirty Sixth Annual General Meeting of the members of PCS Technology Limited to be held at Hotel Celebration, Banquet Hall, Opp. New S.T. Road, Alandi Road, Pune 412 105 on Wednesday, September 20, 2017 at 12.00 noon and at any adjournment thereof in respect of such resolutions as are indicated below:

#### Ordinary Business:

	Particulars	I Assent	I Dissent
1	To receive, consider and adopt the Standalone and consolidated Audited Balance Sheet as at 31st March, 2017 and the Profit & Loss Account of the Company for the year ended on that date and the Reports of the Directors' and Auditors' thereon.		
2	To appoint a Director in place of Mr. Gajendra kumar Patni (Din:00014163) who retires by rotation and being eligible, offers himself for re-appointment.		
3	To appoint M/s. Vinod .K. Mehta & Co., Chartered Accountant (Firm Registration No. 111508W) as statutory Auditors of the Company and to fix their remuneration.		

#### Special Business:

4	Re- Appointment of Mrs. Vandana Gupta (Din: 07117752) as an Independent Director of the Company		
---	---	--	--

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2017

Signature of Shareholder

Signature of Proxy holder

Revenue  
stamp of  
Rs.1

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

# PCS Technology Limited

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



## Attendance Slip

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

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

I hereby record my presence at the Thirty Sixth Annual General Meeting of the members of PCS Technology Limited held at Hotel Celebration, Banquet Hall, Opp. New S.T. Road, Alandi Road, Pune 412 105 on Wednesday, September 20, 2017 at 12.00 noon

Name of the member/proxy  
(in BLOCK Letters)

Signature of Member/ Proxy

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