

# B. DESAI & ASSOCIATES

B.COM. LLB. ACS  
PRACTISING COMPANY SECRETARY

## Scrutinizer's Report

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014]

To  
The Chairman

34<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of PCS Technology Limited held on Wednesday, September 16, 2015 at 11.30 AM at Meeting Hall of Hotel Aaradhana Garden situated at Gat No. 123, Alandi Markaal Road, Tal. Khed, Alandi, District Pune- 412 106

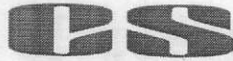
Dear Sir,

1. I, Bhavesh Desai, proprietor of B. Desai & Associates, a Practising Company Secretary in whole time practice, have been appointed by the Board of Directors of the Company as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of section 108 of the Companies Act, 2013 read with amended Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions set out in the notice to the 34<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Wednesday, September 16, 2015 at 11.30 AM at Meeting Hall of Hotel Aaradhana Garden situated at Gat No. 123, Alandi Markaal Road, Tal. Khed, Alandi, District Pune- 412 106.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions set out in the Notice to the 34<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depositories Services Limited (CDSL), the authorized agency to provide e-voting facilities.
3. Further to the above, I submit my report as under:-
  - (i) The e-voting period remained open from Saturday, September 12, 2015 at 10.00 AM and ends on Tuesday, September 15, 2015, at 5.00 PM.
  - (ii) The Company has also provided facility for voting by Ballot or Polling Paper to the members attending the meeting, who have not already cast their vote by remote e-voting.
  - (iii) The members of the Company as on the "Cut off" date i.e. September 09, 2015 were entitled to vote on the resolutions (Items No. 1 to 8 as set out in the Notice of the 34th AGM of the members of the Company)

116/118 Kesar Residency, CHS Ltd., 1<sup>st</sup> floor, Above Bhagwati Restaurant, Near Charkop Market, Kandivali (West),  
Mumbai 400067

Email id: [bndesai4u@gmail.com](mailto:bndesai4u@gmail.com)





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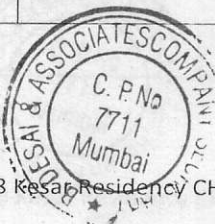
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The Votes cast were noted and confirmed on September 16, 2015 in the presence of two witnesses, Ms. Puja Shah and Ms. Jaya Ranga who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name of the Witness	Signature
PUJA SHAH	
JAYA RANGA	

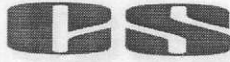
- (iv) Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depositories Services Limited (CDSL) i.e. <https://www.evotingindia.com/> and based on such report generated and along with that of Poll/Ballot Papers, the result of the e-voting process and ballot process are as under:-

Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Total Votes Casted	
			No. of Shares	% of Total No. of Valid Votes	No. of Shares	% of Total No. of Valid Votes	No. of Shares	% of Total No. of Valid Votes
1.	Ordinary Resolution: To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at 31st March, 2015 and the Profit and Loss Account of the Company for the year ended on that date and the Reports of the Directors and Auditors thereon.	E-Voting	13254297	99.997%	50	0.00%	13254347	
		Ballot	467	0.003%	-	-	467	
		<b>Total</b>	<b>13254764</b>	<b>100%</b>	<b>50</b>	<b>0.00%</b>	<b>13254814</b>	



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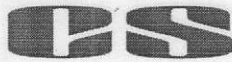
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2.	<u>Ordinary Resolution:</u> To appoint a Director in place of Mr. Gajendra Kumar Patni (DIN - 00014163) who retires by rotation and being eligible, offers himself for re-appointment.	<b>E-Voting</b>	12674612	99.997%	50	0.00%	12674662
		<b>Poll</b>	467	0.003%	-	-	467
		<b>Total</b>	<b>12675079</b>	<b>100%</b>	<b>50</b>	<b>0.00%</b>	<b>12675129</b>
3.	<u>Ordinary Resolution:</u> To ratify the appointment of Auditors of the Company and to fix remuneration and to pass the following resolution as an ordinary resolution thereof.	<b>E-Voting</b>	13254297	99.997%	50	0.00%	13254347
		<b>Poll</b>	467	0.003%	-	-	467
		<b>Total</b>	<b>13254764</b>	<b>100%</b>	<b>50</b>	<b>0.00%</b>	<b>13254814</b>
4.	<u>Ordinary Resolution:</u> SPECIAL BUSINESS: Appointment of Mrs. Vandana Gupta as Director of the Company	<b>E-Voting</b>	13254297	99.997%	50	0.00%	13254347
		<b>Poll</b>	467	0.003%	-	-	467
		<b>Total</b>	<b>13254764</b>	<b>100%</b>	<b>50</b>	<b>0.00%</b>	<b>13254814</b>
5.	<u>Ordinary Resolution:</u> SPECIAL BUSINESS: Appointment of Mrs. Vandana Gupta as an Independent Director of the Company	<b>E-Voting</b>	13254297	99.997%	50	0.00%	13254347
		<b>Poll</b>	467	0.003%	-	-	467
		<b>Total</b>	<b>13254764</b>	<b>100%</b>	<b>50</b>	<b>0.00%</b>	<b>13254814</b>



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6.	Ordinary Resolution: SPECIAL BUSINESS: Appointment of Mr. Yash Bhardwaj as Director of the Company	E-Voting	13254297	99.997%	50	0.00%	13254347
		Poll	467	0.003%	-	-	467
		<b>Total</b>	<b>13254764</b>	<b>100%</b>	<b>50</b>	<b>0.00%</b>	<b>13254814</b>
7.	Special Resolution: SPECIAL BUSINESS: Appointment of Mr. Yash Bhardwaj as an Executive Director of the Company	E-Voting	13254297	99.997%	50	0.00%	13254347
		Poll	467	0.003%	-	-	467
		<b>Total</b>	<b>13254764</b>	<b>100%</b>	<b>50</b>	<b>0.00%</b>	<b>13254814</b>
8.	Ordinary resolution: SPECIAL BUSINESS: Related Party Transactions	E-Voting	2891	97.14%	50	1.68%	2941
		Poll	35	1.18%	-	-	35
		<b>Total</b>	<b>2926</b>	<b>98.32%</b>	<b>50</b>	<b>1.68%</b>	<b>2976</b>

(v) There are no invalid votes casted against aforesaid resolutions item Sr. No. 1 to 8.

Thanking you

Yours faithfully,

For B. Desai and Associates  
Practising Company Secretary

  
Bhavesh Desai  
C.P.No.7711



Date : September 16, 2015  
Place : Mumbai