

19th August, 2018

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

Dear Sir/madam,

Security Code:- 517119

Sub: Intimation of Book Closure pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, we wish to inform that the 37th Annual General Meeting of the Company will be held on Wednesday, 26th September, 2018 at 12:30 p.m. 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 Wednesday, 19th September, 2018 to 26th September, 2018 both days inclusive.

The cut –off date for remote E-voting is 18th September, 2018.

This will also be placed on our website 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 37th AGM
Proxy Form & Attendance Slip

THIRTY SEVENTH ANNUAL REPORT 2017-2018



NOTICE TO MEMBERS

NOTICE is hereby given that the 37th 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, 26th September, 2018 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, 2018 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. A.K. Patni (DIN - 00014194) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Auditors of the Company and to fix remuneration and to pass the following resolution as an ordinary resolution thereof.

"RESOLVED THAT pursuant to section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the appointment of M/s. Vinod K Mehta & Co., Chartered Accountant (Firm Registration No.111508W) as Statutory Auditors of the Company, be and is hereby ratified for the Financial Year 2018-19 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 the Audit Committee and in consultation with the Auditors."

"RESOLVED FURTHER THAT pursuant to the notified Section of the Companies (Amendment) Act, 2017 the Company shall not be required to seek the approval of the shareholders for the ratification of the appointment of Statutory Auditors from the next Annual General Meeting of the Company."

SPECIAL BUSINESS

4. TO RE-APPOINT MR. GAJENDRA KUMAR PATNI (DIN: 00014163) AS DIRECTOR OF THE COMPANY

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

"RESOLVED that pursuant to section 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the Notification No. SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018 amending the SEBI (LODR) Regulation, 2015, approval of the Members of the Company be and is hereby granted for continuation of holding of office to Mr. Gajendra Kumar Patni (Din : 00014163), as Director of the Company w. e. f. 1st April, 2019 who has attained the age of 77 (Seventy Seven) years."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. TO RE-APPOINT MR. GIRISH DAVE (DIN : 00036455) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED that pursuant to section 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the Notification No. SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018 amending the SEBI (LODR) Regulation, 2015, approval of the Members of the Company be and is hereby granted for continuation of holding of office to Mr. Girish Dave, as an Independent Director of the Company w.e.f 1st April, 2019 who has attained the age of 79 (Seventy Nine) years."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 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 as amended from time to time, Mr. G. M Dave 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 31st March, 2024 not liable to retire by rotation".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. TO RE-APPOINT MR. KAMAL KUMAR BARJATYA (DIN: 00107064) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED that pursuant to section 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the Notification No. SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018 amending the SEBI (LODR) Regulation, 2015, approval of the Members of the Company be and is hereby granted for continuation of holding of office to Mr. Kamal Kumar Barjatya, as an Independent Director of the Company w.e.f 1st April, 2019 who has attained the age of 80 (Eighty) years."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 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 as amended from time to time, Mr. Kamal Kumar Barjatya 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 31st March, 2024 not liable to retire by rotation".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. TO RE-APPOINT MR. SATISH AJMERA (Din : 00208919), AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED that pursuant to section 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the Notification No. SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018 amending the SEBI (LODR) Regulation, 2015, approval of the Members of the Company be and is hereby granted for continuation of holding of office to Mr. Satish Ajmera, as an Independent Director of the Company w.e.f 1st April, 2019 who has attained the age of 74 (Seventy Four) years."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 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 as amended from time to time, Mr. Satish Ajmera 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 31st March, 2024 not liable to retire by rotation".

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"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

8. TO RE-APPOINT MR. YASH BHARDWAJ (DIN 01714824) AS AN EXECUTIVE DIRECTOR (WHOLE-TIME) OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Mr. Yash Bhardwaj be and is hereby re-appointed as an Executive Director (Whole- Time) of the Company for a further period of 1 (One) year with effect from 22nd July, 2018 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice concerning this meeting and as further set out in the Agreement submitted to this meeting which agreement is hereby specifically sanctioned with liberty to the Board of Directors (herein after referred to as "the Board" which terms shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the said terms and conditions of the said appointment and /or agreement as it may deem fit and as may be acceptable to Mr. Yash Bhardwaj."

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.

Bhaskar J Patel
Company Secretary

Mumbai, 2nd August, 2018

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 Wednesday, 19th September, 2018 to Wednesday, 26th September, 2018, 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 address, physical copies of the Annual Report 2017-18 are being sent by the permitted mode.
 - 5) Members may also note that the Notice of the 37th AGM and the Company's Annual Report 2017-18 will be available on the Company's website 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. Ashok Kumar Patni (DIN : 00014194) (Item no. 2)

Ashok Kumar Patni

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

He is a Mechanical Engineer from IIT, Mumbai. He has over 22 years of experience in computer hardware and systems software.

Mr. Ashok Kumar Patni was also Co-founder of Patni Computer Systems Ltd. Mr. Patni served as Joint Managing Director of PCS Technology Limited in year, 2005. Mr. Patni has contributed significantly in the past to the growth of the hardware and Software business of the Company. Listed Companies (other than PCS Technology Limited) in which Mr. Ashok Kumar Patni holds the directorship and Committees membership:

Directorship in 14 Companies namely:

- PCS Cullinet Pvt. Ltd
- Ashoka Computer Systems Pvt. Ltd
- PCS Finance Private Ltd.
- PCS Infotech Limited
- PCS Positioning Systems (India) Ltd.

- Saulese Energija Ltd
- Gemstone Real Estate Pvt. Ltd
- Patni Healthcare Pvt Ltd.
- Kalpavruksh Systems Pvt Limited
- Currae Capital Finance Pvt Ltd
- Patni Financial Advisors Pvt Ltd
- Patni Software Services Pvt Ltd.
- Apoovas Advisement Services Private Limited
- Yanshvar Emonis Consultatory Private Limited

Chairperson of Board Committees:

Nil

Member of Board Committee:

Member of Stakeholders Relationship Committee - PCS Technology Limited

Member of Corporate Social Responsibility Committee - PCS Technology Limited

Member of Nomination and Remuneration Committee - PCS Technology Limited

Shareholding in the Company:

5,75,995 shares

Disclosure of relationships between directors inter-se

Relative

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 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, 23rd September, 2018 at 10:00 a.m and ends on at Tuesday, 25th September, 2018 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 18th September, 2018, 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/ Postal Ballot Form/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).

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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 <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 sl. no. (1) to sl. no. (19) 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 18th September, 2018, 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 18th September, 2018.
- (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 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, 2nd August, 2018

By Order of the Board
For PCS Technology Ltd.

Bhaskar J Patel
Company Secretary

THIRTY SEVENTH ANNUAL REPORT 2017-2018



ANNEXURE TO NOTICE

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

Item no. 3

RATIFICATION OF THE AUDITORS OF THE COMPANY

M/s. Vinod K Mehta & Co., Chartered Accountant (Firm Registration No.111508W), Mumbai were appointed as the Statutory Auditors of the Company for a period of 5 (Five) years at the Annual General Meeting (AGM) of the Company held on 20th September, 2017 to hold office from the conclusion of the 36th AGM till the conclusion of the 41st AGM of the Company. As per the provisions of Section 139 (1) of the Act, their appointment for the above tenure was subject to ratification by members at every AGM. Accordingly, ratification of the members is being sought for appointment of statutory auditors for the financial year 2018-19 as per the proposal contained in the resolution set out in item no. 3 of the Notice.

Further as per the notified section of the Companies (Amendment) Act, 2017 the requirement related to annual ratification of appointment of Auditors by members is omitted. Pursuant to the said amendment, the Company is not required to seek ratification of appointment of shareholders from the next AGM. Accordingly, the statutory auditors shall continue their term till the conclusion 41st AGM of the Company, without seeking ratification from 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 of the accompanying notice.

The Board recommends the ordinary resolution set out in Item no. 3 of the notice for approval by the Members.

Item no.4

RE-APPOINT MR. GAJENDRA KUMAR PATNI AS DIRECTOR OF THE COMPANY

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

Pursuant to the Notification No. SEBI/LAD-NRO/GN/2018/10 as on 9th May, 2018 of SEBI (LODR) Regulation, 2015, No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Therefore, Board of Directors recommended the special resolution set out in Item No. 4 for approval of the Members for re- appointment of Mr. Gajendra Kumar Patni who has attained age 77 years for period of 5 years w.e.f 1st April, 2019.

Except Mr. Gajendra Kumar Patni and Mr. Ashok Kumar Patni being brother of Mr. Gajendra Kumar Patni, None of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, in the resolution set out at item No. 4 of the accompanying notice.

Item no.5

RE-APPOINT MR. GIRISH DAVE AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Mr. G. M. Dave is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 29th September, 1995. Mr. Dave acts as Member of Audit Committee and also a member of Nomination and Remuneration committee of the Company.

Pursuant to the Notification No. SEBI/LAD-NRO/GN/2018/10 as on 9th May, 2018 of SEBI (LODR) Regulation, 2015, No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Therefore, Mr. Dave who has attained the age of 79 and whose term as an Independent Director of the Company expires as on 31st March, 2019 and being eligible is proposed to be re- appointed as an Independent Director w.e.f from 1st April, 2019 for further period of five consecutive years upto 31st March, 2024, not liable to retire by rotation.

Copy of the draft letter for appointment of Mr. Dave as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board of Directors recommends special resolution set out in Item No. 5 for approval of the Members.

Except Mr. Dave, 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. 5.

Item no.6

RE-APPOINT MR. KAMAL KUMAR BARJATYA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Barjatya is a Non-Executive Independent Director of the Company and holds Sr. School certificate of Cambridge University. He is by profession a Producer of Films and is associated with the Company from year 1995.

Pursuant to the Notification No. SEBI/LAD-NRO/GN/2018/10 as on 9th May, 2018 of SEBI (LODR) Regulation, 2015, No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Therefore, Mr. Barjatya who has attained the age of 80 and whose term as an Independent Director of the Company expires as on 31st March, 2019 and being eligible is proposed to be re- appointed as an Independent Director w.e.f from 1st April, 2019 for further period of five consecutive years upto 31st March, 2024, not liable to retire by rotation.

Copy of the draft letter for appointment of Mr. Barjatya as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board of Directors recommends special resolution set out in Item No. 6 for approval of the Members.

Except Mr. Barjatya, 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. 6.

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Item no.7

RE-APPOINT MR. SATISH AJMERA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Satish Ajmera is a Non-Executive Independent Director of the Company and joined the Board of Directors of the Company on 25th June, 1990. Mr. Ajmera is Chairman of Audit Committee and also acts as Chairman for Stakeholders Relationship Committee of the Company

Mr. Ajmera is a science graduate and also a Chartered Accountant. He is a practicing Chartered Accountant and has been in practice for the last 45 years.

Pursuant to the Notification No. SEBI/LAD-NRO/GN/2018/10 as on 9th May, 2018 of SEBI (LODR) Regulation, 2015, No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Therefore, Mr. Ajmera who has attained the age of 74 and whose term as an Independent Director of the Company expires as on 31st March, 2019 and being eligible is proposed to be re-appointed as an Independent Director w.e.f from 1st April, 2019 for further period of five consecutive years upto 31st March, 2024, not liable to retire by rotation.

Copy of the draft letter for appointment of Mr. Ajmera as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board of Directors recommends special resolution set out in Item No. 7 for approval of the Members.

Except Mr. Ajmera, 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. 7.

Item No. 8

RE-APPOINT MR. YASH BHARDWAJ AS AN EXECUTIVE DIRECTOR (WHOLE TIME) OF THE COMPANY

The Board of Directors on recommendation by the Nomination and Remuneration Committee at its meeting held on 24th May, 2018 re-appointed Mr. Yash Bhardwaj (Din: 01714824), as an Executive Director (Whole- Time) of the Company for further period of 1 (one) year w.e.f 22nd July, 2018 subject to the approval of the members at the ensuing Annual General Meeting on terms and Conditions as decided between Board and Mr. Bhardwaj.

Mr. Bhardwaj aged 64 years and holds B.Sc. degree and has about 43 years of Experience in Field of Information Technology. The Board of Directors are in opinion that his association would bring immense benefit to the Company.

The Company has also received from Mr. Bhardwaj consent in writing to act as a Director in Form DIR -2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, and an intimation in Form- DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub- section (2) of section 164 of the Companies Act, 2013.

He does not hold any shares in the Company.

None of the Directors or any other key managerial personnel or any of their relatives, except Mr. Bhardwaj, in his 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. 8 for approval of members

The Company has entered into the agreement with an Executive Director (Whole-Time) the various terms and conditions *inter-alia* containing the agreement are given herein below.

(a) Rs.1,00,000/- (Rupees One Lakh only) per month.

(b) Perquisites : In addition to the salary, the Executive Director shall be entitled to other the following perquisites:

The perquisites are classified into three categories as under:

CATEGORY 'A'

i) Housing I : The expenditure incurred by the Company on hiring furnished accommodation for the Executive Director will be subject to 30% (Thirty percent) of the salary.

Housing II : In the case the accommodation is owned by the Company, ten per cent of the salary of the Executive Director shall be deducted by the Company.

Housing III : In case no accommodation is provided by the Company, the Executive Director shall be entitled to House Rent Allowance subject to the ceiling laid down in Housing I.

City Compensatory Allowance, Adhoc Allowance, Special Allowance, Bonus/ex-gratia and other allowances, benefits etc. as decided by the Board / Committee from time to time.

ii) Leave Travel Concession : For the Executive Director and his family, once in a year incurred in accordance with the rules specified by the Company.

iii) Medical/ Hospitalization expenses for self and family subject to ceiling of one month's salary in a year.

iv) Personal Accident Insurance premium as per the rules of the Company.

CATEGORY 'B'

i) Provident Fund : Company's contribution to Provident Fund shall be as per the scheme applicable to the employees of the Company.

Contribution to provident fund will not be included in the computation of perquisites.

ii) Gratuity : As per the rules of the Company, payable in accordance with the Approved Gratuity Fund and which shall not exceed half a month's salary for each completed year of service.

iii) Encashment of Leave : Encashment of Leave at the end of the tenure of the appointment will not be included in the computation of perquisites.

CATEGORY 'C'

- i. Car : Provision of car for use on Company's business is not to be considered as perquisites. Use of car for private purpose shall be billed by the Company to the Executive Director (Whole- Time).
- ii. Telephone : Telephone at the residence of Executive Director (Whole- Time). including Mobile Phone provided to him shall not be considered as perquisites. Personal long distance calls on telephone shall be billed by the Company to the Executive Director (Whole- Time)..
1. In the event of no profit or inadequacy of profits, the Company shall pay the aforesaid remuneration by way of salary and perquisites as minimum remuneration to the Executive Director.
2. The Executive Director shall be entitled to annual privilege leave on full salary for a period of 21 days (twenty one) and such leave shall be allowed to be accumulated for not more than 60 days.
3. The Executive Director shall be entitled to reimbursement of entertainment expenses incurred by him for the purpose of the business of the Company.
4. The Executive Director shall be in the Whole time employment of the Company.
5. The Executive Director shall exercise and perform such powers and duties as the Board shall from time to time, determine, and subject to any directions and restrictions from time to time, given and imposed by the board and further subject to the superintendence control and direction of the Board.
6. The Executive Director shall ensure complete secrecy of all confidential information entrusted to him and shall not use or attempt to use any such information in any manner which may injure or cause loss either directly or indirectly to the Company or its business other than information which is already public.

The Terms and Conditions of the appointment and / or agreement may be altered and varied from time to time by the board of directors in consultation with the Nomination and Remuneration Committee as it may, in its discretion deemed fit subject to the provisions of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment thereof).

The Agreement may be terminated earlier by either party giving 1 (one) months' notice in writing to the other party, or the company paying 1 (one) months basic salary in lieu thereof.

The agreement between the Company and Mr. Yash Bhardwaj is available for inspection by the Members of the Company at its Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on any working day upto the date of this Annual General Meeting of the Company.

This may be treated as abstract of the Agreement entered into between the Company and Mr. Yash Bhardwaj pursuant to Section 190 of the Companies Act, 2013.

Your Directors recommend the Resolutions for your approval.

Except Mr. Yash Bhardwaj Director, none of the other Directors of the Company may be considered to be interested or concerned in this appointment and remuneration.

I. General Information as required under Schedule V to the Companies Act, 2013

- 1) Nature of industry : Hardware & software
- 2) Date or expected date of commencement of commercial production :
The Company is mainly engaged in the activities of IT, ITES and Facility Management Services.
- 3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Not Applicable
- 4) Financial performance based on given indicators :
For the financial year ended 31st March, 2018, the Company has earned a total income of Rs. 1027.17 lakhs as against Rs. 2585.51 lakhs for the previous financial year.
For the financial year ended 31st March, 2018, the Company has made a net profit of Rs.280.20 lacs as against Rs.415 lacs in the previous financial year.
- 5) Export performance and net foreign exchange collaborations
Export during the financial year was Rs. NIL compared to exports of Rs. 65.57 lacs during the previous financial year.
The Company has earned foreign exchange worth Rs. NIL lacs and spent foreign exchange worth Rs. NIL during the current financial year.
- 6) Foreign investments or collaborators, if any.
The Company has overseas subsidiary company as under :
Name of the subsidiary : Investment Amount
PCS Technology USA, Inc : 2,500 Equity shares of USD 2 each fully paid up aggregating to US\$ 5,000.

II. Information about the appointee

- 1) Background details
Mr. Yash Bhardwaj aged 64 years is associated with the Company since 1990 and holds B.Sc. degree and has about 43 years of Experience in Field of Information Technology.
The Board of Directors are in opinion that his association would bring immense benefit to the Company.
- 2) Past remuneration
Mr. Bhardwaj has been associated with company as an Executive Director (Whole- Time) and now has been re-appointed.
- 3) Recognition or awards
He has been consistently ranked amongst the high potential employees throughout his career. He has been assigned varied Portfolio in the Company.

PCS TECHNOLOGY LIMITED

4) Job profile and his suitability

The Executive Director is also responsible for the operations and bringing growth in the Company. He is instrumental in setting and reviewing performance of all units/departments of the Company. He ensures performance compliance in accordance with the Company's stated business plans and policies.

Mr. Yash Bhardwaj's contribution to the Company has been immense.

5) Remuneration proposed

As per the explanatory statement provided to agenda No.8 of the accompanying notice.

6) Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin.)

The remuneration recommended to the Executive Director (Whole-Time) is in line with the industry standard of similar size companies.

7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

None.

III. Other information

1) Reasons of loss or inadequate profits :

The Company has been operating in extremely competitive domestic market for facility management service business. This business requires manpower resources with the background of Information Technology. The margins remained under pressure due to rising manpower cost in IT industry. The growth prospects of the Facility Management Service are impacted by pricing competition from large players.

2) Steps taken or proposed to be taken for improvement :

In order to meet the challenging environment, your Company is taking all measures to remain financially stable and cost efficient.

3) Expected increase in productivity and profits in measurable terms

Due to steps suggested above and thrusts on cost reduction exercises, it is expected that from the coming financial year onwards, the net profit of the Company may improve effectively.

IV. Disclosures

1) The shareholders of the company shall be informed of the remuneration package of the managerial person.

Given under explanatory statement in the accompanying notice.

2) The following disclosures shall be mentioned in the Board of Directors' Report under the heading 'Corporate Governance', if any, attached to the annual report :

i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors;

Disclosed in the Corporate Governance Report and accompanying notice.

ii) Details of fixed component and performance linked incentives along with the performance criteria;

Relevant information furnished in the Corporate Governance Report.

iii) Service contracts, notice period, severance fees;

The remuneration and appointment is for a further period of 1 (one) year w. e. f. 21st July, 2018 to 20th July, 2019. The appointment is contractual and can be terminated by either party by giving 1 (one) months notice in advance.

iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

- The ESOP Plan 2004 of the Company has not been implemented so far.

Registered Office:

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

Mumbai, 2nd August, 2018

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 Seventh 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 26, 2018 at 12.30 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

Particulars	I Assent	I Dissent
To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon.		
To appoint a Director in place of Mr. A.K. Patni (DIN - 00014194) who retires by rotation and being eligible, offers himself for re-appointment		
To ratify the appointment of Auditors of the Company and to fix remuneration and to pass the following resolution as an ordinary resolution thereof.		

Special Business:

To re-appoint Mr. Gajendra Kumar Patni (Din: 00014163) as Director of the Company		
To re-appoint Mr. Girish Dave (Din : 00036455) as an Independent Director of the Company		
To re-appoint Mr. Kamal Kumar Barjatya (Din: 00107064) as an Independent Director of the Company		
To re-appoint Mr. Satish Ajmera (Din : 00208919), as an Independent Director of the company		
To re-appoint Mr. Yash Bhardwaj (Din 01714824) as an Executive Director (Whole-Time) of the Company		

Signed this _____ day of _____ 2018

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 Seventh 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, 26th September, 2018 at 12.30 p.m.

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