

PCS Technology Limited

CIN: L74200MH1981PLC024279

Regd. Off. : S. NO. 1A, F-1, Irani Market Compound, Yerwada, Pune City, Maharashtra, India, 411006
Corp. Office: 7th floor, Technocity, plot no. X-5/3, MIDC, Mahape, Navi Mumbai- 400710 Tel. 022 41296111, Fax
no.+912241296082, www.pcstech.com

POSTAL BALLOT NOTICE

Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear member(s),

Notice is hereby given that, pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as "the said Act") read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred as "the Rules") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), the **Company** is seeking approval from its Members for passing of the resolutions as set out in this Postal Ballot Notice ("**Notice**") by way of remote e-voting ("**e-voting/remote e-voting**").

Further, in terms of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing the facility to its members holding shares in physical or dematerialized form as on the Cut-Off Date, being **21st February, 2024**, to exercise their right to vote by electronic means on the businesses specified in the Notice as mentioned above.

Pursuant to the MCA Circulars this **Notice is being sent only through electronic mode** to all the Members/Beneficiaries, whose names appear on the Register of Members / Record of Depositories as on Cut-Off Date and who have registered their email addresses with the Company / RTA or Depository/Depository Participant.

SPECIAL BUSINESS

Item no.1

APPOINTMENT OF MR. SUSHIL PAHARIA AS NON- EXECUTIVE INDEPENDENT DIRECTOR OF 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 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder ("**Act**"), Regulation 17 and 25 and other applicable provisions of the Securities and Exchange Board of India (Listing

PCS TECHNOLOGY LIMITED

Reg. S. NO. 1A, F-1, Irani Market Compound, Yerwada, Pune, Maharashtra, India, 411006
CIN: L74200MH1981PLC024279, Tel: 020-26681619, Web: www.pcstech.com Email: investorsgrievances@pcstech.com

Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations, 2015"**) and other applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force), the Articles of Association of the Company, and in accordance with the approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors of the Company, Mr. Sushil Paharia (DIN: 00512977), who was appointed as an Additional, Non-Executive, Independent Director of the Company by the Board of Directors with effect from February 13, 2024, and who has consented to act as a Director of the Company, and who has submitted a declaration that he meets the criteria of Independence under the provisions of the Act and the Listing Regulations, 2015, and who is eligible for appointment under the provisions of the Act and the Listing Regulations, 2015, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of the Director, be and is hereby appointed as a Non-Executive Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e. from February 13, 2024 upto February 12, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, as it may, at its absolute discretion, deem necessary to give effect to the aforementioned resolution without being required to seek any further consent or approval of the Members and execute all such deeds, documents, instruments and writings as may be required and make all such filings as may be necessary, with powers on behalf of the Company to settle all such questions, difficulties or doubts whatsoever which may arise, and to give such directions and / or instructions as may be necessary or expedient in this regard."

Item no.2

APPOINTMENT OF MR. ANSHUMAN JAGTAP AS NON- EXECUTIVE INDEPENDENT DIRECTOR OF 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 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder (**"Act"**), Regulation 17 and 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations, 2015"**) and other applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force), the Articles of Association of the Company, and in accordance with the approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors of the Company, Mr. Anshuman Jagtap (DIN: 10487955), who was appointed as an Additional, Non-Executive, Independent Director of the Company by the Board of Directors with effect from February 13, 2024, and who has consented to act as a Director of the Company, and who has submitted a declaration that he meets the criteria of Independence under the provisions of the Act and the Listing Regulations, 2015, and who is eligible for appointment under the provisions of the Act and the Listing Regulations, 2015, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of the Director, be and is hereby appointed as a Non-Executive Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e. from February 13, 2024 upto February 12, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, as it may, at its absolute discretion, deem necessary to give effect to the aforementioned resolution without being required to seek any further consent or approval of the Members and execute all such deeds, documents, instruments and writings as may be required and make all such filings as may be necessary, with powers on behalf of the Company to settle all such questions, difficulties or doubts whatsoever which may arise, and to give such directions and / or instructions as may be necessary or expedient in this regard."

Item no.3

TO APPROVE RELATED PARTY TRANSACTIONS

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Section 188 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and pursuant to the provisions of Regulation 23(4) and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “SEBI Listing Regulations”), and the Company’s policy on materiality of Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called “the Act”) and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on 23rd May, 2023, and subject to such other approvals, consents, permissions and sanctions of any authorities, as may be necessary, the consent and approval of the Members be and is hereby accorded to the Board of Directors (“the Board” which term shall be deemed to include a Committee of the Board) to enter into arrangements/ transactions/contracts with Kalpavruksh Systems Private Limited, being a Related Party as defined in SEBI Listing Regulations, relating to transactions as detailed in the explanatory statement, which are in the ordinary course of business of the Company and all the terms and conditions including pricing are at arm’s length basis, on such terms and conditions as the Board in its absolute discretion may deem fit.

RESOLVED FURTHER THAT the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with Kalpavruksh Systems Private Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, wherein fresh approval of the shareholders shall be obtained in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, to finalise the terms and conditions of the transactions with the aforesaid parties, and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution.”

Registered Office:

S. NO. 1A, F-1, Irani Market

Compound, Yerwada, Pune,

Maharashtra, India, 411006

CIN - L74200MH1981PLC024279

Mumbai

Date: 13.02.2024

**By Order of the Board
For PCS Technology Limited**

Sd/-

Kumari Neha

Company Secretary & Compliance Officer

NOTES :

1. The Explanatory Statements and reasons for the proposed Special Resolution pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below.
2. The Company has appointed Mr. M/s. A. M. Sheth & Associates., Practicing Company Secretary, Mumbai, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
3. The Notice is being sent only through electronic mode to all the Members/Beneficiaries, whose names appear on the Register of Members/ Record of Depositories as on 21st February, 2024 (the "Cut-Off Date") and who have registered their email addresses with the Company/RTA or Depository/Depository Participant, in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and the MCA Circulars. The Notice of Postal Ballot is also placed on the website of the Company i.e. www.pcstech.com and the website of CDSL i.e. www.evotingindia.com and at the relevant sections of the websites of the stock exchange on which the shares of the Company are listed i.e. www.bseindia.com.
4. Brief profiles and other additional information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment, are also annexed to the Notice.
5. The relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection by the members at the Registered Office of the Company during normal business hours (between 11.00 A.M. to 1.00 P.M.) on all working days upto and including the date of declaration of the results of Postal Ballot. Members seeking to inspect such documents can also send an email to investorsgrievances@pcstech.com.
6. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to offer E-voting facility to all the Members, to enable them to cast their votes electronically. The Company has appointed Central Depository Services Limited (CDSL) for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the "Remote e-voting").
7. Pursuant to the provisions of Section 110, the MCA Circulars and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the resolutions contained in this Notice is being taken through remote E- voting only. Please note that pursuant to the MCA Circular voting by members will only be through e-voting.
8. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
9. The Scrutinizer will, after the conclusion of remote e-voting, scrutinize the votes cast through remote e-voting, submit his report to the Chairman or a person authorised by him, who shall countersign the same and declare results of the Postal Ballot/E-voting within two working days from the conclusion of remote e-voting and the same, will be placed on the website of the Company (www.pcstech.com) and the website of Central Depository Services Limited (CDSL) at www.cdsl.com immediately after the declaration of result by the Chairman or a person authorised by him. The same will also be communicated to BSE Limited.

10. Members are requested to update their contact details including e-mail address, mandates, with their depository participants and with RTA i.e. M/s. Bigshare Services Pvt. Ltd. at Office No: S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, if shares are held in physical form to enable the Company to send all the communications electronically including Annual Report, Notices, Circulars, etc.

11. The instructions for Shareholders for e-voting are as under:

- i. **The voting period begins on 25th February, 2024 from 9.00 A.M. and ends on 25th March, 2024 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 (record date) of 21st February, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode**

- iii. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is

	available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.

- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend 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 Dividend Bank details field.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; www.investorgrievances@pcstech.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

Registered Office:
S. NO. 1A, F-1, Irani Market
Compound, Yerwada, Pune,
Maharashtra, India, 411006
CIN - L74200MH1981PLC024279

Mumbai
Date: 13.02.2024

By Order of the Board
For PCS Technology Limited

Sd/-
Kumari Neha
Company Secretary & Compliance Officer

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

Item no. 1

Section 149 of Companies Act, 2013 (“the Act”) read with provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) inter alia provide that an Independent Director shall hold office for a term of up to five consecutive years.

Mr. Sushil Paharia (DIN: 00512977) was appointed as an Additional Director (Non-Executive and Independent) on the Board of the Company w.e.f. 13th February, 2024 to hold office till the conclusion of the ensuing Postal Ballot activity and subject to the approval of the Members for appointment as Independent Director, to hold office for a term upto 5 (Five) consecutive years.

Mr. Sushil Paharia is the Director of Sumkit Marble Private Limited and has an experience of over 20 years in Commercial, Property Law and Finance. He has completed his postgraduate degree in M.A. (Masters of Arts) from University of Rajasthan, Jaipur. He has his own business in trading and manufacturing of Marble. Moreover he has sole selling agency of supplying cement for a reputed company in the territory of Kishangarh, Rajasthan.

Due to his strong credentials, vast experience, intricate knowledge of the business of the Company and in the opinion of the Committee, Mr. Sushil Paharia fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) for being eligible for his appointment as an Additional Independent Director.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the performance evaluation, had proposed to the Members the appointment of Mr. Sushil Paharia as an Independent Director for a period of 5 (five) years on the Board of the Company in accordance with the provision of Section 149(10) of the Act.

The Company has received declaration from Mr. Sushil Paharia that he meets with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI Listing Regulations. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Independent Director.

Accordingly, it is proposed to appoint Mr. Sushil Paharia as an Independent Director of the Company, not liable to retire by rotation and to hold office for a period of 5 (five) consecutive years on the Board of the Company.

Details of Director whose appointment as Independent Director is proposed at Item No. 1 is provided in the “Annexure” to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members.

Except for Mr. Sushil Paharia, none of the Key Managerial Personnel of the Company or Directors are, in any way, concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends the resolution for approval of the Members.

Item no. 2

Section 149 of Companies Act, 2013 ("the Act") read with provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia provide that an Independent Director shall hold office for a term of up to five consecutive years.

Mr. Anshuman Jagtap (DIN: 10487955) was appointed as an Additional Director (Non-Executive and Independent) on the Board of the Company w.e.f. 13th February, 2024 to hold office till the conclusion of the ensuing Postal Ballot activity and subject to the approval of the Members for appointment as Independent Director, to hold office for a term upto 5 (Five) consecutive years.

Mr. Anshuman Jagtap is a Law Graduate from Mumbai University and currently Partner with Lexicon Law Partners. He practices law in the field of Real Estate, General Commercial Contracts, Litigations. His past experience includes working with Erstwhile Law Firm, Hariani & Co, Mumbai.

The Board noted that Mr. Anshuman Jagtap's skills, background and experience are aligned to the role and capabilities identified by the Nomination and Remuneration Committee and that Mr. Anshuman Jagtap is eligible for appointment as an Independent Director.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the performance evaluation, had proposed to the Members the appointment of Mr. Anshuman Jagtap as an Independent Director for a period of 5 (five) years on the Board of the Company in accordance with the provision of Section 149(10) of the Act.

The Company has received declaration from Mr. Anshuman Jagtap that he meets with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI Listing Regulations. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Independent Director.

Accordingly, it is proposed to appoint Mr. Anshuman Jagtap as an Independent Director of the Company, not liable to retire by rotation and to hold office for a period of 5 (five) consecutive years on the Board of the Company.

Details of Director whose appointment as Independent Director is proposed at Item No. 2 is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the Members.

Except for Mr. Anshuman Jagtap, none of the Key Managerial Personnel of the Company or Directors are, in any way, concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends the resolution for approval of the Members.

Item no. 3

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no company shall enter into transactions with a Related Party except with the consent of the Board and members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis. The transactions with the related parties as per resolution No. 1 are at arm's length and in the ordinary course of business of the Company. Further, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 ("Listing Regulations"), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties require approval of the members of the Company through ordinary resolution.

Material Related Party Transaction means transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10 % of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. The Company proposes to enter into transaction with related parties as provided below, from time to time, at the agreed terms of the transactions between the parties.

The brief details of which are provided herein below.

CONTRACT OR ARRANGEMENT WITH A RELATED PARTY

ARRANGEMENT WITH A RELATED PARTY	
1.The name of the related party and nature of relationship.	Kalpavruksh Systems Private Ltd., (KSPL) Mr. Ashok Kumar Patni is a Director of the Company as well as director of the KSPL Mr. Mir Prakash Jain is also a Director of KSPL
2.The Nature, Duration of the Contract and particulars of the Contract or arrangement.	Proposed arrangement is for a period of three years ie. 01 st April, 2024 to 31 st March, 2027.
3.The material terms of Contract or arrangement including the value, if any.	Arrangement would cover for manpower supply and other IT support services. Total estimated value of the contract not exceeding Rs. 50 lakh for a year.

Except Mr. Ashok Kumar Patni, Director of the Company and Mr. Mir Prakash Jain, Chief Financial Officer (CFO) of the Company, 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 Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

Registered Office:

**S. NO. 1A, F-1, Irani Market
Compound, Yerwada, Pune,
Maharashtra, India, 411006
CIN - L74200MH1981PLC024279**

**By Order of the Board
For PCS Technology Limited**

Mumbai
Date: 13.02.2024

Sd/-
Kumari Neha
Company Secretary & Compliance Officer

DETAILS OF DIRECTORS SEEKING APPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 on General Meetings]

Name of the Director	Mr. Sushil Paharia	Mr. Anshuman Jagtap
DIN	00512977	10487955
Date of Birth	01/02/1954	18/01/1982
Age	70	42
Date of first appointment on the Board	13.02.2024	13.02.2024
Qualifications	M.A - Masters in Hindi Literature from University of Rajasthan, Jaipur	L.L.B - Law Graduate from Mumbai University
Expertise in specific functional areas	Legal & Finance	Legal
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	More than 20 years' experience in Property Law & Finance	Self-employed professional practicing law in the field of Real Estate, General Commercial Contracts, Litigations
Terms and conditions of appointment	Appointed as an Independent Director of the Company and will be paid sitting fees for attending Board and Committee meetings of the Company during his tenure.	Appointed as an Independent Director of the Company and will be paid sitting fees for attending Board and Committee meetings of the Company during his tenure.
Details of remuneration sought to be paid	Sittings fees of Rs. 10,000 for attending every Board and Committee Meetings	Sittings fees of Rs. 10,000 for attending every Board and Committee Meetings
Directorships in other Companies	Director in Sumkit Marble Pvt. Ltd.	Nil
Membership/ Chairpersonship of Committees in other companies	Nil	Nil
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	NA	NA
No. of shares held	Nil	Nil

Registered Office:

S. NO. 1A, F-1, Irani Market

Compound, Yerwada, Pune,

Maharashtra, India, 411006

CIN - L74200MH1981PLC024279

Mumbai

Date: 13.02.2024

By Order of the Board
For PCS Technology Limited

Sd/-

Kumari Neha

Company Secretary & Compliance Officer