

January 24, 2015

BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

Scrip code: 517119

Dear Sir,

Sub: Voting Result of Postal Ballot and E-Voting-Clause 35B of the Listing Agreement

We refer to our letter dated 16th December, 2014 under which the Company submitted to the Exchange the notice of postal Ballot and e-voting along with explanatory statements, Scheme and other required documents in relation to (1) passing of an ordinary resolution for approval of the Scheme of Amalgamation and Arrangement between PCS International Limited, Mauritius (“the Transferor Company”) and PCS Technology Limited (“the Transferee Company”) and their respective shareholders under Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013 and (2) passing of special resolution for Utilization of the Securities Premium Account.

This postal ballot and e-voting was conducted to seek assent or dissent of the public shareholders on the above referred resolution no. 1 in compliance with the circulars bearing no. CIR/CFD/DIL/5/2013 dated February 4, 2013, CIR/CFD/DIL/8/2013 dated May 21, 2013 and CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 issued by the Securities and Exchange Board of India and also to seek assent or dissent of all the Equity Shareholders of the Company. The cut-off date was 12th December, 2014.

Voting through postal ballot ended on January 18, 2015. The Company also provided e-voting facility on the aforesaid two resolutions through e-voting platform of CDSL and e-voting was open from 10.00 a.m. on December 20, 2014 and ended at 5.00 p.m. on January 18, 2015.

The Scrutinizer appointed by the Board of Directors has submitted his report dated 22nd January, 2015 on the outcome of the said postal ballot and e-voting to the Chairman of the Company. The summary of the voting result is given hereunder as required under captioned clause of the Listing Agreement. Accordingly, the Chairman of the Company has declared both the resolutions passed with requisite majority.

Date of the AGM/General Meeting	Not Applicable
Total number of Shareholders on record date/cut-off date	*31276

*No. of folios



PCS Technology Limited

302-304, Regent Chambers, Nariman Point, Mumbai - 400 021. Tel : 91 22 4926 6300

Fax : 91 22 4926 6331 www.pcstech.com CIN No. : L74200MH1981PLC024279

Registered Office : Gat No. 478, Alandi Markaal Road, Alandi, Tal. Khed, Dist. Pune 412 106

No. of Shareholders present in the meeting either in person or through proxy

Category of the shareholders	No. of shareholders present in person or through proxy
Promoters and Promoter Group	Not Applicable
Public	
Total	

No. of Shareholders attended the meeting through Video Conferencing:

Category of the shareholders	No. of shareholders attended the meeting through Video Conferencing
Promoters and Promoter Group	Not Applicable
Public	
Total	

Details of the Agenda:

(1)

Agenda Item	Resolution Required	Mode of Voting	Remarks
Approval of the Scheme of Amalgamation and Arrangement between PCS International Limited, Mauritius (the Transferor company) and PCS Technology Limited (the Transferee Company) and their respective shareholders under Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013.	Pursuant to the SEBI Circulars, the Resolution is required to be approved by the majority of public shareholders (i.e. other than promoter & promoter group)	Postal ballot/ e-voting	The resolution has been approved by an overwhelming majority of the members

A. Votes casted by Public Equity Shareholders only

Sr. no	Particulars	No. of Shares	Percentage
1.	Total votes received	81716	100.00
2.	Less: Invalid Votes Received	2506	3.07
3.	Net Valid Votes received	79210	96.93
4.	Votes casted in favor of the resolution	77419	94.74
5.	Votes casted against the resolution	1791	2.19

The votes casted by Public Shareholders of the Company in favor of the aforesaid ordinary Resolution no. 1 are - 94.74 %.

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B. Votes casted by all Equity Shareholders (including Promoter and Promoter group)

Sr. no	Particulars	No. of Shares	Percentage
1.	Total votes received	13333122	100.00
2.	Less: Invalid Votes Received	2506	0.02
3.	Net Valid Votes received	13330616	99.98
4.	Votes casted in favor of the resolution	13328825	99.97
5.	Votes casted against the resolution	1791	0.01

The votes casted by all Equity Shareholders of the Company in favor of the aforesaid ordinary Resolution no. 1 are- 99.97 %.

(2)

Agenda Item	Resolution Required	Mode of Voting	Remarks
Utilization of the Securities Premium Account.	Special Resolution	Postal ballot/ e-voting	The resolution has been approved with requisite majority

Sr. no	Particulars	No. of Shares	Percentage
1.	Total votes received	13333122	100.00
2.	Less: Invalid Votes Received	3524	0.03
3.	Net Valid Votes received	13329598	99.97
4.	Votes casted in favor of the resolution	13327742	99.96
5.	Votes casted against the resolution	1856	0.01

The votes casted by all Equity Shareholders of the Company in favor of the aforesaid special Resolution no. 2 are - 99.96 %.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,
For PCS Technology Limited


Bhaskar Patel
Company Secretary



CC : Pune Stock Exchange Limited (refer scrip code no. 11179)
Shivleela Chambers,
752 Sadashiv Peth,
R. B. Kumthekar Marg, Pune 411 030

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