



# **PCS Technology Limited**

**34th  
Annual Report  
2014-15**



TECHNOLOGY

## PCS TECHNOLOGY LIMITED

CIN - L74200MH1981PLC024279

### BOARD OF DIRECTORS

Mr. G. K. Patni (DIN - 00014163)	Chairman
Mr. A. K. Patni (DIN - 00014194)	Vice Chairman
Mr. H. C. Tandon (DIN - 00037611)	Managing Director & CEO
Mr. Apoorva Patni (DIN - 01647791)	Director (Resigned w.e.f 22nd July, 2015)
Mr. Satish Ajmera (DIN - 00208919)	Director
Mr. D. B. Engineer (DIN - 00047028)	Director
Mr. G. M. Dave (DIN - 00014163)	Director
Mr. K. K. Barjatya (DIN - 00107064)	Director
Mrs. Vandana Gupta (DIN - 07117752)	Director
Mr. Yash Bhardwaj (DIN - 01714824)	Executive Director- Appointed w.e.f 22 <sup>nd</sup> July, 2015

### CHIEF FINANCIAL OFFICER

Mr. M. P. Jain

### COMPANY SECRETARY

Mr. Bhaskar J. Patel

### AUDITORS

#### S. C. Bandi & Co.

Chartered Accountants, Mumbai

### BANKERS

Canara Bank  
Indian Bank  
Dena Bank  
Union Bank of India

### REGISTERED OFFICE

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

### REGISTRAR & SHARE TRANSFER AGENT

M/s. Bigshare Services Pvt. Ltd.  
E-2/3, Ansa Industrial Estate,  
Saki Vihar Road, Saki Naka,  
Andheri (E), Mumbai - 400 072.  
Tel. : 2847 0652 / 4043 0200  
Fax: 022-2847 5207

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PROXY	

### 34<sup>th</sup> ANNUAL GENERAL MEETING

**Day, Date & Time** : Wednesday, 16th September, 2015, 11.30 A.M.  
**Venue** : Hotel Aaradhana Garden, Gat No. 123, Alandi Markaal Road,  
Tal. Khed, Alandi, Dist. Pune 412 106

**MEMBERS ARE REQUESTED TO BRING THEIR COPY OF THE ANNUAL REPORT ALONG WITH THEM AT THE ANNUAL GENERAL MEETING**

# THIRTY FOURTH ANNUAL REPORT 2014-2015



## NOTICE TO MEMBERS

**NOTICE** is hereby given that the **34th ANNUAL GENERAL MEETING of PCS Technology Limited** will be held in Meeting Hall of Hotel Aaradhana Garden situated at Gat No. 123, Alandi Markaal Road, Tal. Khed, Alandi, Dist. Pune 412 106 on Wednesday 16th September, 2015 at 11.30 a.m. to transact the following business.

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at 31st March, 2015 and the Profit & Loss Account of the Company for the year ended on that date and the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Gajendra Kumar Patni (DIN - 00014163) who retires by rotation and being eligible, offers himself for re-appointment.
3. To 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 of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the audit committee of the Board of Directors and pursuant to the resolution passed by the members at the AGM held on 17th September, 2014, for the appointment of Mr. S. C. Bandi, of S. C. Bandi & Co., Chartered Accountant (registration no. 130850W) as Statutory Auditors of the Company to hold office till the conclusion of the AGM of the calendar year 2017 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix remuneration payable to them for the financial year ending 31st March, 2016 as may be determined by the audit committee in consultation with the auditors".

### SPECIAL BUSINESS:

4. Appointment of Mrs. Vandana Gupta as Director of the Company

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

**"RESOLVED THAT** Mrs. Vandana Gupta (DIN: 07117752), who was appointed as an Additional Director of the Company with effect from 16th March, 2015 by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 ("the Act") and who holds office as such up to the date of this Annual General Meeting has submitted a declaration that she is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company."

5. Appointment of Mrs. Vandana Gupta as an Independent Director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, schedule VI and other applicable provisions of the Companies Act, 2013, the Rules made thereunder and Clause 49 of the Listing Agreement, Mrs. Vandana Gupta (DIN: 07117752), who was appointed as an Additional Director of the Company by the Board of the Directors with effect from 16th March, 2015 and who holds office to the date of this Annual General Meeting in terms of section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. Vandana Gupta as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for two consecutive years upto 15<sup>th</sup> March, 2017, not liable to retire by rotation."

6. Appointment of Mr. Yash Bhardwaj as Director of the Company

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

**"RESOLVED THAT** Mr. Yash Bhardwaj (DIN:- 01714824) who was appointed as an Additional Director of the Company with effect from 22nd July, 2015 by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 ("the Act") and who holds office as such up to the date of this Annual General Meeting, has submitted a declaration that he is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

7. Appointment of Mr. Yash Bhardwaj as an Executive Director 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 (DIN 01714824) be and is hereby appointed as an Executive Director of the Company for a period of 3 (three) years with effect from 22<sup>nd</sup> July, 2015 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."

8. Related Party Transactions

**"RESOLVED THAT** pursuant to the provisions of the first proviso to Section 188 and other relevant provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby given for entering into transaction or arrangement or contract with the Related Parties (i.e. the Company's was - PCS Infotech Ltd.) on the terms and conditions as set out in the Explanatory Statement annexed to the notice convening this meeting and as further set out in the draft agreement submitted to this meeting be and is hereby specifically approved with liberty to the Board of Directors to alter and vary the said terms and conditions of the said Agreement."

### 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.

Mumbai, 22nd July, 2015

**Bhaskar J Patel**  
Company Secretary

### NOTES :

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF OR HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- 2) The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 10th September, 2015 to Wednesday, 16th September, 2015, both days inclusive.

# PCS TECHNOLOGY LIMITED

- 3) Members are requested to:
- intimate to the Company / their Depository Participant ("DP"), changes, if any, in their registered address at an early date and also their email ID.
  - quote their Registered Folio No. and/or DP Identity and Client Identity number in their correspondence;
  - bring their copy of the Annual Report and the Attendance Slip with them at the Annual General Meeting.
  - 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) Members whose Shareholding is in electronic mode are requested to direct change of address notifications and updates of saving bank account details to their respective Depository Participants.
- 5) The Annual Report 2014-15 is being sent through electronic mode only to the members whose email address are registered with the Company/ depository participants, unless any members has requested for a physical copy of the Report. For the members who have not registered their email addresses, physical copies of the Annual Report 2014-15 are being sent by the permitted mode.
- 6) Members may also note that the Notice of the 34th AGM and the Company's Annual Report 2014-15 will be available on the Company's website www.pctestech.com. The physical copies of the documents will also be available at the Company's registered office.
- 7) Information pursuant to Clause 49 of the Listing Agreement for Appointment / Re-appointment of Directors:

Name of the Director	Date of Birth	Date of Appointment	Directorships in other companies incorporated in India	Chairman/Member of Other Committees of Companies
Mr. Gajendra Kumar Patni	23/03/1941	22/04/1981	PCS Cullinet Pvt. Ltd	-
			PCS Infotech Limited	-

## 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, Clause 35B of Listing Agreement the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below:

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

The remote e-voting period begins on Saturday, 12th September, 2015 at 10:00 a.m and ends on at Monday, 14th September, 2015 at 05:00 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 9th September, 2015, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

### (A) In case of members receiving e-mail:

- Log on to the e-voting website www.evotingindia.com
- Click on "Shareholders" tab.
- Now, select "PCS Technology Limited" from the drop down menu and click on "SUBMIT"
- Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>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 (Serial No. on the Address sticker / Postal Ballot Form / Email) in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details	Enter the Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of share held by you as on the cut of date in the Bank details field.</li> </ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

- 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant PCS Technology Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates. and Custodians respectively
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**(B) In case of members receiving the physical copy:**

Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.

The remote e-voting period begins on 12th September, 2015 at 10:00 a.m and ends on at 14th September, 2015 at 05:00 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 of 9th September, 2015, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

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

**(C) General:**

- (a) In case of any queries regarding remote e-voting you may refer to the 'user manual for shareholders to cast their votes' available at [www.evotingindia.com](http://www.evotingindia.com) under 'HELP'.
- (b) If you are already registered with CDSL for remote e-voting then you can use your password for casting your vote.
- (c) The remote e-voting period commences on 12th September, 2015 at 10:00 a.m. and ends on 14th September, 2015 at 05:00 p.m.
- (d) Remote e- voting module shall be disabled by CDSL for voting after 5.00 p.m. on 14th September, 2015.
- (e) The facility for voting through polling paper shall be made available at the venue of the AGM.
- (f) The members who will be attending the meeting and who have not cast their vote through remote e- voting shall be able to exercise their voting rights at the AGM. The members who have already cast their vote through remote e-voting may attend the meeting but shall NOT be entitled to cast their vote again at the AGM.
- (g) Members holding shares in Physical or dematerialized form, as on the cut-off date of 9th September, 2015, shall only be entitled to avail the facility of Remote E-voting or voting through polling paper at the AGM.
- (h) 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 9th September, 2015.
- (i) M/s. Bhavesh Desai & Associates, Practising Company Secretary, Mumbai, has been appointed as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- (j) 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 favour or against, if any, forthwith to the Chairman of the Company.
- (k) 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.pctech.com](http://www.pctech.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.

# PCS TECHNOLOGY LIMITED

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

### Item No. 4&5:

The Board of Director through a circular resolution passed on on 16<sup>th</sup> March, 2015 appointed Mrs. Vandana Gupta (Din 07117752), aged 64 years an as Additional Director of the Company who pursuant to section 161 of the Companies Act, 2013 will hold office up to the date of ensuing Annual General Meeting.

The Company has received a notice in writing under provisions of section 160 of the Companies Act, 2013, from the Member along with a deposit of Rs. 1,00,000 /- proposing Mrs. Vandana Gupta as candidature for the office of Independent Director to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has also received from Mrs. Gupta 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 she is not disqualified under sub- section (2) of section 164 of the Companies Act, 2013 and a declaration that she meets the criteria of Independence as provided in sub- section (6) of Section 149 of the Companies Act, 2013.

Mrs. Gupta, holds a Bachelor's Degree in Home Science from Lady Irwin College, New Delhi and a Master's Degree in English from Allahabad University and she also runs a support group for cancer patients in Mumbai through V-Care Foundation, a voluntary organization registered as a Charitable Trust in 1994. The organization provides free service to cancer patients and their families, to help them cope with the crisis of Cancer. The organisation is now associated with voluntary work at the leading hospitals in Mumbai viz Tata Memorial Cancer Hospital & Research Centre, Leelavati Hospital, Ratan Tata Cancer Hospital, Nanavati Hospital, Jaslok Hospital etc.

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

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

She does not hold any shares in the Company.

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

The Board recommends the resolution set forth in item no's. 4 & 5 for approval of members.

### Item no. 6 & 7:

The Board of Directors on recommendation by the Nomination and Remuneration Committee at its meeting held on 22nd July, 2015 appointed Mr. Yash Bhardwaj (Din 01714824), as an Additional Director of the Company who pursuant to section 161 of the Companies Act, 2013 will hold office up to the date of ensuing Annual General Meeting.

Further in the said Board Meeting he was also designated as an Executive Director of the Company pursuant to section 152 of the Companies Act, 2013 for the period of three consecutive years upto 21st 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 is associated with the Company since 1990 and had been assigned the varied Functional Portfolio including Marketing in the Company. Mr. Bhardwaj 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.

Earlier to his appointment as Director, he was serving as President- Resources in the Company.

The Company has received notice in writing from the Member along with a deposit of Rs. 1,00,000/- proposing Mr. Bhardwaj as candidature for the office of Executive Director to be appointed as such under provisions of section 160 of the Companies Act, 2013.

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 she 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's. 6 & 7 for approval of members

The Company has entered into the agreement with an Executive Director. 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 with such increments as may be decided by the Board subject to a ceiling of Rs.2,00,000/- per month.

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

1) 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 or three months salary over a period of three years

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.
  - ii. Telephone : Telephone at the residence of Executive Director 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.
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 3 (three) months notice in writing to the other party, or the company paying 3 (three) 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 Infrastructure facility management services. The Company is also into the services of providing Laboratory and Hospital management solutions, GPS/GIS based solution and IT security consulting.
- 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, 2015, the Company has earned a total income of Rs. 10,046 Lacs as against Rs. 10,060 lacs for the previous financial year.  
For the financial year ended 31st March, 2015, the Company has made a net profit of Rs.545 lacs as against Rs.402 lacs in the previous financial year.
- 5) Export performance and net foreign exchange collaborations  
Export during the financial year was Rs. 191.16 lacs compared to exports of Rs. 409.64 lacs during the previous financial year.  
The Company has earned foreign exchange worth Rs. 191.16 lacs and spent foreign exchange worth Rs. 37.03 lacs 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 had been assigned the varied Functional Portfolio including Marketing in the Company in past. Mr. Bhardwaj 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  
Prior to appointment as an Executive Director he was working as a President – Resources with the Company.
- 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.
- 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.

# PCS TECHNOLOGY LIMITED

Apart from heading Resources requirement of the Company he also assists Marketing Division of the Company and has done exceptionally well to grow the Company.

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

5) Remuneration proposed

As per the explanatory statement provided to agenda No.7 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 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 period of three years w. e. f. 22nd July, 2015 to 21st July, 2018. The appointment is contractual and can be terminated by either party by giving 3 (three) 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

**Item no. 8**

Pursuant to Section 188 of the Companies Act, 2013, provides that except with the Consent of the Board of Directors given by a resolution at the meeting of the Board and subject to such conditions as may be prescribed, no company shall enter into any contract or arrangement with a related party with respect to sales and services.

The First proviso of the said Section provides that a company having a paid up share capital of Rs. 10 crores or more, shall not enter into a contract or arrangement with any related party except with the prior approval of the Company by a Special Resolution. The Company contemplates an arrangement with its wholly owned subsidiary (WOS) Company, 'PCS Infotech Ltd'.

Accordingly your company's proposal to carry out the transactions with the related party for the ensuing years for rendering sales and services require your prior approval.

The Company gives below the brief details of the proposed transactions to be carried out with related party.

CONTRACT OR ARRANGEMENT WITH A RELATED PARTY	
1) The name of the related party and nature of relationship.	PCS Infotech Ltd, (PCS Infotech) Mr. A K Patni and Mr. G K Patni , Directors of the Company as well as directors of PCS Infotech
2) The Nature, Duration of the Contract and particulars of the Contract or arrangement.	Proposed contract period for two years
3) The material terms of Contract or arrangement including the value, if any.	Contract would cover for rendering sales and services like Facility Management Services, Annual Maintenance services with or without supply of hardware parts, manpower supply and other IT support services. Total estimated value of the contract not exceeding upto Rs. 4 Crore

**Registered Office:**

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

Mumbai, 22<sup>nd</sup> July, 2015

By Order of the Board  
**For PCS Technology Ltd.**

**Bhaskar J Patel**  
Company Secretary



# THIRTY FOURTH ANNUAL REPORT 2014-2015



## DIRECTORS' REPORT

The Members,

### PCS TECHNOLOGY LIMITED

Your Directors of the Company are pleased to present the 34<sup>th</sup> Annual Report with the statement of audited financial accounts for the financial year ended 31st March 2015.

### FINANCIAL RESULTS

(Rs in lakhs)

Particulars	Financial Year ended 31.03.2015	Financial Year ended 31.03.2014
Net sales and services	10,046	10,060
Gross Profit	972	821
Depreciation	105	73
Profit for the year from Operations	867	748
Corporate Social Responsibility Expense	10	-
Provision for Taxation (Net)	312	346
Profit for the year / available for Appropriation	545	402
Balance of Profit/(Loss) available in Balance Sheet	1,545	1,000

### OPERATIONS

In the year under review, the Company continued to witness the challenges in the price competition.

During the year under review, your Company has achieved Net Sales of Rs. 10046 lakhs as against Rs. 10060 lakhs in the previous year.

As planned in the interest of the Company, the Company has started focusing more on expanding IT & Facility Management Services which is now a major key driver over IT Hardware business operations, for improvement of margins & profitability. We are pleased that with the discontinuing of the manufacturing of computer hardware related activities, the overall profitability has improved. However, the current margins will remain under pressure due to rising trend in the manpower cost in the IT industry.

Adequacy of Internal Financial Control : The Company has in place adequate internal control procedures commensurate with the size of the Company and the nature of its business.

### SCHEME OF AMALGAMTION AND ARRANGEMENT

The Scheme of Amalgamation and Arrangement between PCS International Limited, Mauritius ('PIL Mauritius' or 'the Transferor Company') and PCS Technology Limited ('PTL' or 'the Company' or '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, ("the Scheme") has been sanctioned by the Hon'ble Bombay High Court on 8th May, 2015.

The Scheme was approved by the Board of Directors in its meeting held on 21st May, 2014 and the Company received 'No Objection' letter in support of the Scheme from BSE Ltd, Pune Stock Exchange Ltd. Subsequently, the Scheme was approved by the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Company on 23rd January, 2015. The Scheme inter-alia provides for the merger of PIL Mauritius into the Company and also provides for financial restructuring of the Company with respect to its unproductive activities. Accordingly, it proposed to write off certain stressed assets against the Securities Premium Account and other available reserves.

The Company has submitted an authenticated copy of the Court Order approving the Scheme by the Hon'ble Bombay High Court on 8th May, 2015 with the Regulatory Authority at Mauritius for the striking off the name of PIL Mauritius from their records. The letter confirming the approval of the Registrar of Companies, Mauritius for the removal of the name of "PCS International Limited" Mauritius (PIL) from their record on 3rd June, 2015 has been received by the Company.

The Appointed Date for the Scheme is 1st April 2014. Since the name of PIL has been removed by the Regulatory Authority at Mauritius and the said Bombay High Court Order has been filed by the Company with the Registrar of Companies, Pune on 18th June, 2015 the effect of the Scheme will be given in the books of Accounts of the Company for the Financial Year 2015-16 with effect from the appointed date 1st April, 2014.

### EXTRACTS OF ANNUAL RETURN

In accordance with Section 134 (3) (a) of the Companies Act, 2013 an extracts of the Annual Return in prescribed format is annexed and marked as Annexure 1 to the Board's Report.

### DIVIDEND

In order to conserve the resources of the Company, your Directors express their inability to recommend any dividend for the financial year ended 31<sup>st</sup> March 2015.

### RESERVES

Since the Company do not recommend any dividend, it is not required to transfer any amount to the General Reserve of the Company for the year under review.

### MATERIAL CHANGES & COMMITMENTS AFFECTING THE FINANCIAL POSITIONS OF THE COMPANY

No, material changes & Commitments have occurred between the end of Financial year of the Company to which the Financial statement relates and the date of this report which affects the financial position of the Company.

### ANNUAL PERFORMANCE EVALUATIONS

In Compliance with the Companies Act, 2013 and clause 49 of the Listing Agreement, the performance evaluation of the Board was carried out during the year under review.

The criteria for performance evaluation as laid down by the Nomination Committee, and are mentioned in Corporate Governance attached to the Directors' Report of the Company.

### DIRECTORS

#### Cessation

Mr. Narendra Kumar Patni, (Din. 00179131) Director of the Company passed away on June 03, 2014.

# PCS TECHNOLOGY LIMITED

We condole the untimely demise of Mr. N. K. Patni and took on record the invaluable contributions made by him during his tenure as the Director towards the progress of the Company.

Mr. Apoorva Patni, resigns from the Board of Directors of the Company w.e.f 22nd July, 2015. The Company takes on record the invaluable contributions made by him during his tenure as the Director towards the progress of the Company.

## **Retirement by Rotation**

As per Article 135 of the Articles of Association of the Company, Mr. G. K. Patni (Din- 00014163), Director of the Company retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment on the Board of your company.

## **Appointment**

Mrs. Vandana Gupta has been appointed as a Woman Director and also as an Independent Director of the Company under provision of the Companies Act, 2013 with the effect from 16<sup>th</sup> March, 2015.

Mr. Yash Bhardwaj has been appointed as an additional director and designated as Executive Director of the Company under provision of the Companies Act, 2013 with the effect from 22nd July, 2015.

## **Declaration given by Independent Director**

The Company has received necessary declaration from each independent director under Section 149 (7) of the Companies Act, 2013, that he/she meets criteria of independence laid down in Section 149 (6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

None of the independent directors are due for re-appointment.

## **Board and Audit Meetings**

During the year under review, five Board Meetings and five Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

## **Remuneration Policy**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes including independence of a directors of the Company.

The Remuneration Policy is stated in the Corporate Governance Report.

## **COMMITTEES OF THE BOARD**

Currently the Board has four committees, the Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee (CSR Committee). The Composition of each of the committee is mentioned in the Annexure 2 of the Boards' Report.

## **STATUTORY AUDITOR**

The Company's Auditor, Mr. S. C Bandi of Messrs S.C Bandi & Co. , Chartered Accountants, Mumbai who have been appointed at the Annual General Meeting of the Company held on 17th September, 2014 for the period of three Consecutive years. As required under Clause 49 of the Listing Agreement, the auditors has also confirmed that he hold a valid certificate issued by the Institute of Chartered Accountants of India.

## **SECRETARIAL AUDITOR**

Mr. Bhavesh Desai of M/s. B. Desai & Associates, Practicing Company Secretary was appointed to conduct the secretarial audit of the Company for the financial year 2014-15 as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit report for FY 2014-15 forms part of the Annual report as Annexure 3 to the Board's Report.

## **SIGNIFICANT AND MATERIAL ORDERS**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concerns status and company's operations in future.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to sub-section (3C) of Section 134 of the Companies Act, 2013, the Board of Directors of the Company hereby confirms that:

1. In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
2. Appropriate accounting policies have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the company as at 31st March, 2015 and of the profit of the company for the said year;
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
4. Annual Accounts have been prepared on a going concern basis.
5. Internal Financial controls are followed by the Company in adequate manner and are operating effectively, and.
6. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

In view of the provisions relating to CSR contained in new Companies Act, 2013, the Board of Directors of your Company has set up a CSR Committee comprising four directors viz. Mr. G. K. Patni, Non-Executive Director, Mr. A. K. Patni, Non-Executive Director, Mr. G M Dave, a Non-Executive Independent Director, and Mr. H. C. Tandon, Managing Director and CEO of the Company. The Committee will oversee and monitor its CSR activities in line with the CSR policy of the Company in compliance with the provisions of the Companies Act, 2013

CRS has been integral part of the Company. The CSR policy on the Company is displayed on Company's website [www.pcstech.com](http://www.pcstech.com). CSR report along with the CSR activities are annexed herewith in the report and marked as Annexure 4.

## **Initiations taken by Company for CSR :**

During the year under review the Company has contributed Rs. 10 lakhs to the Chief Minister Flood Relief Fund, Jammu & Kashmir in the month of September 2014. The Company has contributed in CSR activities as prescribed u/s 135 (5) of Companies Act, 2013.

# THIRTY FOURTH ANNUAL REPORT 2014-2015



## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

All the Details regarding Loans, Guarantees and Investments as required under provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

All the Related party transactions are presented to the Audit Committee and the Board approval is obtained for the transactions made by the Company.

### **Investment by the Company**

During the year under review, the Company has subscribed to the Equity Share Capital of the Company's wholly owned subsidiary company PCS Infotech Limited, for cash at par for an aggregate investment amount of Rs. 45,00,000/- (Rupees Forty Five Lakhs only).

## **RELATED PARTY TRANSACTIONS**

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Clause 49 of the Listing Agreement during the financial year were in compliance to the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements. The Board has approved a policy for related party transactions which has been uploaded on the Company's website.

## **CORPORATE GOVERNANCE**

A report on Corporate Governance and Management Discussion Analysis is included as a part of the Annual Report along with a Certificate from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the amended Listing Agreement. Corporate Governance report is annexed herewith and marked as Annexure 5.

## **DEPOSITS**

Your Company has neither invited nor accepted any deposits from the public so far.

## **CODE OF CONDUCT**

The Board of Directors has approved a Code of Business Conduct which is applicable to the Members of the Board and all employees. The Code has been posted on the Company's website [www.pcstech.com](http://www.pcstech.com). The Code lays down the standard of conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure. All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

## **SUBSIDIARY COMPANY**

As required under Section 129 of the Companies Act, 2013 the Audited Balance sheet and Profit & Loss Account and the respective reports of the Board of Directors' and Auditors' for the financial year ended 31st March 2015 of PCS International Limited, Mauritius, PCS Technology USA., Inc., PCS Positioning Systems (India) Limited and PCS Infotech Limited are annexed.

Pursuant to the first proviso to sub section (3) of Section 129 to be read with Rule 5 of the Companies (Accounts) Rules, 2014 of the Companies Act, 2013 the statement containing the salient features of the financial statement of each of the subsidiary company are also annexed and marked as Annexure 6.

## **CONSOLIDATED FINANCIAL STATEMENT**

The consolidated Financial Statements have been prepared in accordance with the provisions of Section 129 of the Companies Act, 2013, applicable Accounting Standards and the provisions of the Listing Agreement with Stock Exchanges and forms part of this Annual Report.

## **PARTICULARS OF EMPLOYEES**

The table containing the names and other particulars of employees in accordance with the provisions of Section 197 (12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as Annexure 7 to the Board's Report.

During the financial year, there were no employees drawing remuneration in excess of the monetary ceiling prescribed under Section 197 read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/OUTGO**

The Information required under the above heads in accordance with the provision of section 134(3) (m) of the Companies Act, 2013 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, are given in Annexure '8' to this report.

## **ACKNOWLEDGEMENTS**

Your Directors express their warm appreciation to all the employees at various units for their diligence and contribution made towards the growth of the Company. The Board of Directors place on record their appreciation for the un-stinted support by the Bankers and Financial Institutions and confidence given by the Customers, Suppliers and Shareholders at all levels towards the growth and development of the Company.

On behalf of the Board of Directors

**G.K. Patni**  
Chairman

Mumbai, July 22, 2015

# PCS TECHNOLOGY LIMITED

Annexure 1

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31.03.2015**

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

**I. REGISTRATION & OTHER DETAILS:**

CIN	L74200MH1981PLC024279
Registration Date	22/04/1981
Name of the Company	PCS Technology Limited
Category/Sub-category of the Company	Computer Software, Information Technology & Information Technology Enabled Services
Address of the Registered office & contact details	Office no.1, Gat no.478, Alandi Markaal Road, Tal. Khed, Alandi, Dist – Pune- 412106. Tel : 22822621/2562 22882135/1099, 020-26681619
Whether listed company	Yes
Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Bigshare Services Private Limited E- 2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai 400 072. Tel.: 2847 0652 / 0653, 4043 0200 Fax: 022-2847 5207

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Computer software and related Activities	6202	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

S. No	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
1	PCS Positioning Systems(I) Ltd, Add:-S. No.1, F-1, Irani Market Compound, Yerawada, Pune 411 106	U72900PN2004PLC019448	Subsidiary (WOS)	100%	2(87)
2	PCS Infotech Ltd Add:-S. No.1, F-1, Irani Market Compound, Yerawada, Pune 411 106	U72900PN2012PLC145598	Subsidiary (WOS)	100%	2(87)
3	PCS Technology USA., INC 6705 Shadow Oaks Ct, Monmouth Jct, NJ 08852	Foreign Company	Subsidiary (WOS)	100%	2(87)
4	PCS International Limited (Mauritius) Add:-C/O, Multiconsult Limited, Les Cascades Building, Edith Cavell Street, Port Louis, Mauritius	Foreign Company	Subsidiary (WOS)	100%	2(87)

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**i. Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	1750504	-	1750504	8.36%	1750504	-	1750504	8.36%	
b) Central Government	-	-	-	-	-	-	-	-	
c) State Government(s)	-	-	-	-	-	-	-	-	
d) Bodies Corporate	5704679	-	5704679	27.23%	5704679	-	5704679	27.23%	
e) Banks / Financial Institutions	-	-	-	-	-	-	-	-	
f) Director/ Relatives	7243628	1484	7245112	34.58%	7243628	1184	7244812	34.58%	
g) Any other	-	-	-	-	-	-	-	-	
<b>Sub Total A(1)</b>	<b>14698811</b>	<b>1484</b>	<b>14700295</b>	<b>70.17%</b>	<b>14698811</b>	<b>1184</b>	<b>14699995</b>	<b>70.17%</b>	<b>-</b>
<b>(2) Foreign</b>									
a) Individuals (NRIs/Foreign Individuals)	-	-	-	-	-	-	-	-	
b) Other Individuals	-	-	-	-	-	-	-	-	

# THIRTY FOURTH ANNUAL REPORT 2014-2015



Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) State Government(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks / Financial Institutions	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total A(2)</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A) =(A) (1)+(A)(2)</b>	<b>14698811</b>	<b>1484</b>	<b>14700295</b>	<b>70.17%</b>	<b>14698811</b>	<b>1184</b>	<b>14699995</b>	<b>70.17%</b>	<b>0</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds / UTI	126690	4893	131583	0.63%	126690	4893	131583	0.63%	-
b) Banks / Financial Institutions	236	759	995	0.01%	236	759	995	0.01%	-
c) Central Government	-	-	-	-	-	-	-	-	-
d) State Government	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	213383	-	213383	1.02%	213383	-	213383	1.02%	-
g) Foreign Institutional Investors	0	700	700	0.00%	0	700	700	0.00%	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub Total (B)(1)</b>	<b>340309</b>	<b>6352</b>	<b>346661</b>	<b>1.66%</b>	<b>340309</b>	<b>6352</b>	<b>346661</b>	<b>1.66%</b>	-
<b>2. Non-Institutions</b>									
a) Bodies Corporate	167731	14213	181944	0.87%	136076	14194	150270	0.72%	0.15%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2182345	1488198	3670543	17.52%	2023089	1475936	3499025	16.70%	0.82%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1891938	-	1891938	9.03%	2045482	0	2045482	9.76%	0.73%
c) Any Other									
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Other Directors / Relatives	432	316	748	0.00%	432	316	748	0.00%	-
Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
Non Resident Indians	30688	1640	32328	0.15%	32151	1640	33791	0.16%	-
OCB	-	100800	100800	0.48%	-	100800	100800	0.48%	-
Clearing Members	25420	-	25420	0.12%	73905	-	73905	0.35%	0.23%
<b>Sub-total (B)(2)</b>	<b>4298554</b>	<b>1605167</b>	<b>5903721</b>	<b>28.17%</b>	<b>4311135</b>	<b>1592886</b>	<b>5904021</b>	<b>28.17%</b>	-
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>4638863</b>	<b>1611519</b>	<b>6250382</b>	<b>29.83%</b>	<b>4651444</b>	<b>1599238</b>	<b>6250682</b>	<b>29.83%</b>	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	<b>19337674</b>	<b>1613003</b>	<b>20950677</b>	<b>100%</b>	<b>19350255</b>	<b>1600422</b>	<b>20950677</b>	<b>100%</b>	-

## ii. Shareholding of Promoter & Promoter Group

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Sobhagmal Patni	1,30,936	0.63%	-	1,30,936	0.63%	-	
2	Kanchanbai Patni	61,586	0.29%	-	61,286	0.29%	-	
3	Gajendrakumar Patni	5,79,685	2.77%	-	5,79,685	2.77%	-	
4	Rajnikant G Patni	23,91,081	11.41%	-	23,91,081	11.41%	-	
5	Amit Kumar Patni	2,61,899	1.25%	-	2,61,899	1.25%	-	
6	Ruchi Amit Kumar Patni	1,52,540	0.73%	-	1,52,540	0.73%	-	
7	Ayushi A Patni	2,830	0.01%	-	2,830	0.01%	-	
8	Akruti A Patni	2,830	0.01%	-	2,830	0.01%	-	

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SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
9	Arihant Gajendrakumar Patni	384186	1.83%	-	3,84,186	1.83%	-	
10	Ashokkumar S. Patni	5,75,995	2.75%	-	5,75,995	2.75%	-	
11	Sadhana A Patni	16,94,936	8.10%	-	16,94,936	8.10%	-	
12	Apoorva Ashokkumar Patni	5,00,745	2.40%	-	5,00,745	2.40%	-	
13	Vasundhara Apoorva Patni	10,00,000	4.77%	-	10,00,000	4.77%	-	
14	Narendrakumar Patni	94,079	0.45%	-	94,079	0.45%	-	
15	Poonam N Patni	6,01,547	2.87%	-	6,01,547	2.87%	-	
16	Anirudh A Patni	5,59,270	2.67%	-	5,59,270	2.67%	-	
17	Rajkumar Barjatya	760	0.00%	-	760	0.00%	-	
18	Sooraj Barjatya	145	0.00%	-	145	0.00%	-	
19	Meeta M Gangwal	120	0.00%	-	120	0.00%	-	
20	Munish Gangwal	120	0.00%	-	120	0.00%	-	
21	Rajrani Gangwal	240	0.00%	-	240	0.00%	-	
22	Pankaj Patni	86	0.00%	-	86	0.00%	-	
23	PCS Cullinet Pvt. Ltd.	19,01,559	9.08%	-	19,01,559	9.08%	-	
24	Ashoka Computer Systems Pvt. Ltd.	19,01,560	9.08%	-	19,01,560	9.08%	-	
25	PCS Finance Pvt. Ltd	19,01,560	9.08%	-	19,01,560	9.08%	-	
	<b>Total</b>	<b>1,47,00,295</b>	<b>70.17%</b>	<b>-</b>	<b>1,46,99,995</b>	<b>70.17%</b>	<b>-</b>	

iii. Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1,47,00,295	70.17%	1,47,00,295	70.17%
	Decrease in Promoters Shareholding during the year (Sale)	300	0.00%	1,46,99,995	70.17%
	At the end of the year	-	-	1,46,99,995	70.17%

iv. Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs)

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	BALRAM BHARWANI				
	At the beginning of the Year	5,97,125	2.85%	5,97,125	2.85%
	Increase in Shareholding during the year (Purchase)	1,23,375	0.59%	7,20,500	3.44%
	At the end of the year	-	-	7,20,500	3.44%
2	MUKESH MOHANLAL KELAWALA HUF	2,55,300	1.22%	2,55,300	1.22%
3	PRASHANT ARVINDLAL SHAH				
	At the beginning of the Year	1,95,665	0.93%	1,95,665	0.93%
	Increase in Shareholding during the year (Purchase)	6,335	0.03%	2,02,000	0.96%
	At the end of the year	-	-	2,02,000	0.96%
4	GENERAL INSURANCE CORPORATION OF INDIA	1,27,962	0.61%	1,27,962	0.61%
5	CANARA ROBECO MUTUAL FUND A/C GAD	1,26,690	0.60%	1,26,690	0.60%
6	ANJANA SINHA				
	At the beginning of the Year	1,11,589	0.53%	1,11,589	0.53%
	Increase in Shareholding during the year (Purchase)	5,000	0.03%	1,16,589	0.53%
	At the end of the year	-	-	1,16,589	0.53%
7	SNEHALATHA SINGHI	1,07,360	0.51%	1,07,360	0.51%
8	DATA GENERAL CORPORATION, U.S.A	1,00,800	0.48%	1,00,800	0.48%
9	SURENDRAKUMAR DEVIPRASAD TIBREWALA				
	At the beginning of the Year	68,453	0.33%	68,453	0.33%
	Decrease in Shareholding during the year (Sale)	1,191	0.01%	67,262	0.32%
	At the end of the year	-	-	67,262	0.32%
10	KANAKLATA TIBREWALA	54,000	0.26%	54,000	0.26%

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## v. Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Gajendrakumar Patni	5,79,685	2.77%	5,79,685	2.77%
2	Ashokkumar S. Patni	5,75,995	2.75%	5,75,995	2.75%
3	Apoorva Ashokkumar Patni	5,00,745	2.40%	5,00,745	2.40%
4	Narendra Kumar Patni *	94,079	0.45%	94,079	0.45%
5	Harish Chandra Tandon	432	-	432	-
6	Kamal Kumar Barjatya	316	-	316	-
7	M P Jain	-	-	10	-
8	B J Patel	100	-	100	-

\* Mr. N K Patni expired on 3rd June, 2014

## V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment. (Rupees)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	11,99,02,568	3,30,00,000	-	15,29,02,568
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	11,99,02,568	3,30,00,000	-	15,29,02,568
<b>Total (i+ii+iii)</b>				
<b>Change in Indebtedness during the financial year</b>				
* Addition	-	-	-	-
* Reduction	(2,22,76,572)	(1,30,00,000)	-	(3,52,76,572)
<b>Net Change</b>	(2,22,76,572)	(1,30,00,000)	-	(3,52,76,572)
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	9,76,25,996	2,00,00,000	-	11,76,25,996
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	9,76,25,996	2,00,00,000	-	11,76,25,996

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL -

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of Managing Director Mr. H. C. Tandon	Total Amount Rs.
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	16,80,000	16,80,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	15,26,434	15,26,434
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify...	-	-
5	Others, please specify	-	-
	Total (A)	32,06,434	32,06,434
	Ceiling as per the Act		

### B. Remuneration to other directors (Independent)

(Rupees)

Particulars of Remuneration	Name of Directors						Total Amount
	Mr. G. M. Dave	Mr. Satish Ajmera	Mr. K. K Barjatya	Mr. D. B Engineer	Mrs. Vandana Gupta	Mr. P. V. Mehta	
Independent Directors							
Fee for attending board & committee meetings	1,20,000/-	1,10,000/-	1,10,000/-	90,000/-	10,000/-	10,000/-	4,50,000/-
Commission	-	-	-	-	-	-	-
Others, please specify	-	-	-	-	-	-	-
<b>Total (1)</b>	1,20,000/-	1,10,000/-	1,10,000/-	90,000/-	10,000/-	10,000/-	4,50,000/-
Other Non-Executive Directors	-	-	-	-	-	-	-
Fee for attending board committee meetings							
Commission	-	-	-	-	-	-	-
Others, please specify	-	-	-	-	-	-	-
<b>Total (2)</b>	-	-	-	-	-	-	-
<b>Total (B)=(1+2)</b>	1,20,000/-	1,10,000/-	1,10,000/-	90,000/-	10,000/-	10,000/-	4,50,000/-

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## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(Rupees)

SN	Particulars of Remuneration	Name of the KMP		
		Mr. Bhaskar Patel CS	Mr. M. P. Jain CFO	Total
1	Gross salary	12,90,984	15,95,040	28,86,024
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit	-	-	-
	others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total	12,90,984	15,95,040	28,86,024

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	u/s 621A	Disclosure of Related Party Transactions in net amount	2000/-	CLB	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	u/s 621A	Disclosure of Related Party Transactions in net amount	2000/-	CLB	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	u/s 621A	Disclosure of Related Party Transactions in net amount	2000/-	CLB	-

Annexure 2

### Audit Committee

Composition of the Committee	Status
Mr. Satish Ajmera	Non-executive/ Independent Director- Chairman
Mr. K. K. Barjatya	Non-executive/ Independent Director
Mr. G. M. Dave	Non-executive/ Independent Director
Mr. D. B. Engineer	Non-executive/ Independent Director

### Stakeholders Relationship Committee

Name of the Director	Status
Mr. G. K Patni	Non-Executive/ Promoter Director
Mr. A.K Patni	Non-Executive /Promoter Director
Mr. Satish Ajmera	Non-executive/ Independent Director - Chairman
Mr. D. B. Engineer	Non-executive/ Independent Director

### Nomination and Remuneration Committee

Name of the Director	Status
Mr. K. K. Barjatya	Non-executive/ Independent Director
Mr. G. M. Dave	Non-executive/ Independent Director - Chairman
Mr. Satish Ajmera	Non-executive/ Independent Director

### Corporate Social Responsibility Committee (CSR Committee)

Name of the Director	Status
Mr. G.K Patni	Non-executive/ Promoter Director - Chairman
Mr. A.K Patni	Non-executive/ Promoter Director
Mr. G. M. Dave	Non-executive/ Independent Director
Mr. H.C.Tandon	Managing Director & CEO



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Annexure 3

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015  
*[Pursuant to section 204(1) of the Companies Act, 2013 and rule*  
*No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To,

**Members**

**PCS Technology Limited**

Office Premise No. 1, GAT No. 478,  
Alandi Markaal Road, Alandi, Tal. Khed,  
Pune 412106, Maharashtra

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **PCS Technology Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts /statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **PCS Technology Limited** ("the Company") for the financial year ended on March 31, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (vi) Other Laws specifically applicable to the Company during the relevant period ended March 31, 2015:
  1. The Income Tax Act & Rules
  2. Laws relating to Professional Tax, Wealth Tax, Service Tax, Central and State Sales Tax & Rules
  3. Bombay Shops & Establishment Act
  4. Sale of Goods Act, 1930
  5. The Payment of Bonus Act
  6. The Payment of Gratuity Act
  7. The Employees State Insurance Act, 1948
  8. The Trade Marks Act, 1999 and Copyright Act, 1957
  9. Information Technology Act, 2000

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**I further report that-**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried and recorded as part of the minutes.

**I further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that-**

The members at their meeting held on September 17, 2014 have authorized the Board of Directors to:

- (i) Borrow in excess of the paid up capital and free reserves of the Company not exceeding 100 crores u/s 180 (1) (c) of Companies Act, 2013

# PCS TECHNOLOGY LIMITED

(ii) Create Mortgage u/s 180 (1) (a) of Companies Act, 2013

(iii) Approved the Related Party arrangement with Kalpavruksh Systems Limited and PCS Infotech Limited –Company’s Wholly Owned Subsidiary u/s 188 of Companies Act, 2013

The Company at its Board meeting held on May 21, 2014, has approved the Scheme of amalgamation & arrangement between PCS International Limited, Mauritius (the Transferor Company) and PCS Technology Limited (the Transferee Company) and their 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 (“the Scheme”). The appointed date for the said Scheme is April 01, 2014.

The Equity Shareholders through postal ballot & e-voting process declaration dated January 24, 2015, the notice of which was given on December 13, 2014 have approved the Scheme..

The Scheme was also approved by the Equity Shareholders, Secured creditors and Unsecured creditors of the Company at their court convened meetings held on January 23, 2015..

**I further report that** during the audit period, there were no instances of:

- (i) Public / Rights / Preferential issue of shares / debentures / sweat equity.
- (ii) Redemption / buy-back of securities.
- (iii) Foreign technical collaborations.

**B. Desai and Associates**  
Practicing Company Secretary  
FCS No: 7899  
C P No: 7711  
Date: 28th May, 2015  
Place: Mumbai

## Annexure 4

### CSR Report

1	A brief outline of Company’s CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	The Company shall comply with the activities prescribed in the Schedule VII of the Companies Act, 2013 from time to time.
2	The Composition of the CSR Committee	CSR Committee comprising of four directors viz. Mr. G M Dave, a Non-Executive Independent Director, Mr. G. K . Patni, Non- Executive Director, Mr. A. K. Patni, Non-Executive Director and Mr. H. C. Tandon, Managing Director and CEO of the Company
3	Average Net Profit of the Company for last three financial years.	Rs. 4,83,02,424/-
4	Prescribed CSR expenditure (two percent of the amount as in item 3 above)	Rs. 9,66,050/-
5	Details of CSR spent during the financial year. 1. total amount to be spent for the F.Y. 2. Amount unspent, if any; 3. manner in which the amount spent during the financial year:	Rs. 10,00,000/- Nil The Company has spent Rs. 10,00,000/- during the year under review. The manner in which the amount is spent is detailed in the Annexure

The manner of the amount spent during the year is detailed herein below :

1. Sr No	2. CSR project/ activity identified	3. Sector in which the Project is covered	4. Projects /Programmes 1.Local area/others- 2.specify the state /district (Name of the District/s, State/s where project /programme was undertaken	5. Amount outlay (budget) project programme wise	6. Amount spent on the project /programme Subheads: 1.Direct expenditure on project, 2.Overheads:	7. Cumulative amount spend upto to the reporting period	8. Amount spent: Direct /through implementing agency*
1.	Contribution to Jammu & Kashmir’s flood relief fund.	Activities mentioned in the Schedule VII of the Companies Act, 2013	Jammu & Kashmir	Rs. 9,66,050/-	Contribution to Jammu & Kashmir’s flood relief fund of Rs. 10,00,000	Expenditure incurred upto Rs. 10,00,000	Amount spent directly by PCS Technology Limited to the Govt Fund
TOTAL				9,66,050/-	10,00,000		

### REPORT ON CORPORATE GOVERNANCE

#### Pursuant to Clause 49 of the Listing Agreement with Stock Exchanges

The following is a report on the ongoing implementation of the Code by your Company.

#### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company firmly believes in good Corporate Governance and has endeavored to practice and improve its focus on it by increasing transparency and accountability to its shareholders in particular and other stakeholders in general.

#### 2. BOARD OF DIRECTOR (BOARD)

The Board of Directors has an optimum mix of Executive and Non-Executive Independent Directors. The present strength of Board is 9 (Nine) members comprising one Managing Director. There are Five Non-Executive Independent Directors on the Board, which is in conformity with the amended Clause 49(II) (A) the Listing Agreement. The Non-Executive

Directors bring independent judgment in the Board's deliberations and decisions. Independent Directors are Directors, who apart from receiving Director's Sitting Fees and Professional Fees paid by the firm in which some of the Directors are Partners as disclosed in the Notes to Accounts, do not have any other material pecuniary relationship or transactions with the Company, its promoters, its management or its subsidiaries, which in the judgment of the Board may affect the independence of the judgment of the Director.

#### • Board Meetings held during the Financial Year ended 31st March 2015

5 (Five) Board meeting were held during the financial year ended on 31st March, 2015 on the following dates:

21.05.2014, 30.05.2014, 09.08.2014, 29.10.2014, 05.02.2015

#### • Details of attendance at the Board meetings, Annual General meeting and shareholding of each Director are as follows:

Name of the Director	Category	No. of board meetings attended	Attendance at last AGM held on 17.09.2014	No. of Equity shares held in the Company *
Mr. G. K. Patni, Chairman	Promoter - Non-Executive	4	No	579685
Mr. A. K. Patni, Vice Chairman	Promoter - Non-Executive	5	No	575995
Mr. N. K. Patni <sup>1</sup>	Promoter – Non-Executive & Non - Independent	None	No	94079
Mr. Apoorva Patni	Non – Executive & Non - Independent	3	No	500745
Mr. D. B. Engineer	Non – Executive & Independent	4	No	Nil
Mr. Satish Ajmera	Non – Executive & Independent	5	No	Nil
Mr. P. V. Mehta <sup>2</sup>	Non – Executive & Independent	1	No	Nil
Mr. G. M. Dave	Non – Executive & Independent	5	No	Nil
Mr. K. K. Barjatya	Non – Executive & Independent	5	No	316
Mrs. Vandana Gupta <sup>3</sup>	Non – Executive & Independent	0	-	Nil
Mr. H. C. Tandon Managing Director & CEO	Executive	5	YES	432

\* The above shareholding as at 31st March, 2015 is in respect of shares which are held by Directors as a first holder and in which shares they have beneficial interest.

#### Note:

1. Mr. N.K Patni- expired as on 3rd June, 2014
2. Mr. P.V Mehta- resigned with effect from 15<sup>th</sup> September, 2014
3. Mrs. Vandana Gupta- appointed as independent Women Director and designated as 'Independent Director' with the effect from 16<sup>th</sup> March, 2015.

#### • Number of other Companies or Committees of which the Director is a Director/Member/Chairman (excluding the Company) :

Name of Directors	No. of public Companies in which he is a Director*	No. of Board Committees in which he is**	
		Member	Chairman
Mr. G. K. Patni	1	-	-
Mr. A. K. Patni	5	1	-
Mr. D. B. Engineer	5	3	2
Mr. Satish Ajmera	2	2	1
Mr. G. M. Dave	5	5	2
Mr. K. K. Barjatya	-	-	-
Mr. H. C. Tandon	1	-	-
Mr. Apoorva Patni	4	1	-
Mrs. Vandana Gupta	-	-	-

\* Exclude Directorships in Indian Private Limited Companies, membership of Managing Committees of various bodies.

\*\* Board Committees include Chairmanship/Membership of Audit Committees and Stakeholder Relationship Committee of public limited Companies whether listed or not.

#### • Code of Conduct

In compliance with the Clause 49 of the Listing Agreement, the Company has adopted the Code of Conduct and Ethics ('the Code'). The Code is applicable to the Members of the Board, the executive officers and all the Employees of the Company and its Subsidiaries. The code is available on the Company's website [www.pcstech.com](http://www.pcstech.com).

All the members of the Board, the executive officers and senior financial officers have affirmed compliance to the code as on March 31, 2015. a declaration to this effect, signed by CEO and MD and CFO is annexed to the Director's Report.

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### 3. AUDIT COMMITTEE

The Audit Committee comprises of Mr. Satish Ajmera as Chairman and Mr. G.M. Dave, Mr. K.K. Barjatya and Mr. D.B.Engineer being Independent Directors is in compliance with the revised Clause 49 of the listing agreement.

#### Terms of Reference

The Terms of Reference of this Committee covers the matters specified for Audit Committee under revised Clause 49 (Part III) of the listing agreement as well as the applicable provisions of Section 177 of the Companies Act, 2013 effective from 1st April, 2014.

#### Meetings and attendance during the Financial Year ended 31st March, 2015

During the financial year 5 (Five) Audit Committee Meetings were held on 21.05.2014, 30.05.2014, 09.08.2014, 29.10.2014, 05.02.2015 respectively. The attendance of the Members at these Meetings during the Financial Year 2014-15 is as follows:

Name of Director	Status	No. of Meetings attended
Mr. Satish Ajmera	Non-executive/ Independent Director	5
Mr. K. K. Barjatya	Non-executive/ Independent Director	5
Mr. G. M. Dave	Non-executive/ Independent Director	5
Mr. D. B. Engineer	Non-executive/ Independent Director	4
Mrs. Vandana Gupta	Non-executive/ Independent Director	-

### 4. NOMINATION AND REMUNERATION COMMITTEE

The previous Nomination and Remuneration Committee comprised of three Independent Directors namely Mr. G. M. Dave is the Chairman of the Committee, Mr. P. V. Mehta and Mr. K. K. Barjatya.

As Mr. P.V Mehta , Director of the Company resigned from the Company , he is also ceased to be member of the "Nomination and Remuneration Committee" of the Board w.e.f. 15th September, 2014. As per the Section 178 (1) of the Companies Act, 2013 and para IV of the Clause 49 of the Listing agreement this Committee shall have at least three directors.

Therefore the Board at its Meeting held on 29<sup>th</sup> October, 2015 inducted Mr. Satish Ajmera being an Independent Director as a member of this committee.

The re-constituted Committee comprises of three Independent Directors namely:

Mr. G. M. Dave -Chairman of the Committee, Mr. Satish Ajmera and Mr. K. K. Barjatya.

The Company has one Managing Director on the Board.

His appointment and remuneration has been fixed by the Board in terms of resolution passed by the Members in the Annual General Meeting.

During the year under review, the Company has held one meeting of Remuneration/ Compensation Committee for considering and recommending the appointment of Mrs. Vandana Gupta.

#### Objectives of the Nomination & Remuneration Committee:

The Committee is empowered -

- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- To provide Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- To devise a policy on Board diversity

- To develop a succession plan for the Board and to regularly review the plan

#### Remuneration Policy

The Company follows a policy on remuneration to Directors and Senior Management Employees.

#### Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

- Fixed pay: The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.
- Minimum Remuneration: If in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.
- Provisions for excess remuneration: If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

#### Remuneration to Non- Executive / Independent Director:

- Remuneration / Commission: The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act.
- Sitting Fees: The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. 1,00,000 (Rupees One Lac only) per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.
- Commission: Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.
- Stock Options: An Independent Director shall not be entitled to any stock option of the Company  
Non-Executive Independent Directors are paid sitting fees for attending the Board and Committee meetings, under the relevant provision of the Companies Act, 2013.

#### Non-executive (except promoter) and Independent Directors are paid sitting fees for attending each Meeting of the Board and its Committee.

Details of payments made to Non-Executive Directors for the financial year ended 31<sup>st</sup> March, 2015 are as under:

Name of the Director	Sitting fees Paid (Rs)	Commission paid (Rs)
Mr. Satish Ajmera	1,20,000/-	Nil
Mr. P. V Mehta <sup>1</sup>	10,000/-	Nil
Mr. G. M. Dave	1,10,000/-	Nil
Mr. K. K. Barjatya	1,10,000/-	Nil
Mr. D. B. Engineer	90,000/-	Nil
Mrs. Vandana Gupta <sup>2</sup>	10,000/-	Nil

1. Mr. P.V Mehta resigned with the effect from 15<sup>th</sup> September, 2014

2. Mrs. Vandana Gupta- appointed as independent Women Director with the effect from 16<sup>th</sup> March , 2015

## 5. Stakeholders Relationship Committee

This committee comprising of four members, 2 (Two) Non Executive (Promoter Director) and 2 (Two) Non-Executive- Independent Directors. Mr. Satish Ajmera, Non-Executive and Independent Director is the Chairman of this Committee. The names of the members of the Committee are as under:

Mr. G. K. Patni

Mr. A. K. Patni

Mr. D. B. Engineer

Mr. Satish Ajmera

Mr. Bhaskar J. Patel, Company Secretary is the Compliance Officer of the Company.

During the year under review, the Company held one Stakeholder Relationship Committee Meeting to update the status of the committee and review the compliances by the company of the capital market requirements.

During the year, 12 (twelve) investor complaints/queries were received. There were NIL complaints/queries pending as on March 31, 2015. There were no share transfers pending for more than 30 days as on the said date.

## 6. Independent Directors

The Independent Directors of the Company fully meet the requirement said down under Clause 49 II (B) of the Listing Agreement.

As mandated by Clause 49 of the Listing Agreement :

- Apart from receiving Director's remuneration, the Independent Directors of the Company do not have any material pecuniary relationships with the Company, its holding or associate company, or their Promoters, or Directors, during the two immediately preceding financial years or during the current financial year;
- None of the relatives of the Independent Directors has or has had pecuniary relationship or transactions with the Company, its holding or associate company, or their Promoters, or Directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, which ever is lower, during the two immediately preceding financial years or during the current financial year

Neither the Independent Directors themselves nor any of their relatives -

- (i) holds or have held the position of a key managerial personnel or is or have been employee of the company or its holding or associate company in any of the three financial years immediately preceding the financial year in which they are proposed to be appointed;
- ii) is or have been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which they are proposed to be appointed, of -
  - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding or associate company; or
  - (B) any legal or a consulting firm that has or had any transaction with the company, its holding or associate company amounting to ten per cent or more of the gross turnover of such firm;
- (iii) holds together with their relatives two per cent or more of the total voting power of the company; or
- (iv) is a Chief Executive or director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipts from the Company, any of its Promoters, Directors or its holding or associate company or that holds two per cent or more of the total voting power of the Company;
- (v) is a material supplier, service provider or customer or a lessor or lessee of the Company;
- (vi) the Independent Directors of the Company are not less than 21 years of age.

The training to Independent Director has been placed on its website <http://pcstech.com>. Moreover, it is also carried in this Annual Report

### Separate meetings of the Independent Directors

The Independent Directors held a Meeting on 26<sup>th</sup> March, 2015, to review the following matters:

At the Meeting, they –

- i. reviewed the performance of non-independent directors and the Board as a whole;
- ii. reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- iii. assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties

## 7. PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process

## 8. VIGIL MECHANISM / WHISTLE BLOWER POLICY

In line with the best Corporate Governance practices, PCS Technology Limited, has put in place a system through which the Directors, employees and business associates may report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics without fear of reprisal. The Company has put in place a process by which employees and business associates have direct access to the Audit Committee Chairman, Managing Director, Chairman of the Board and Compliance Officer.

The Whistle-blower Policy is placed on its website <http://pcstech.com/corporate-governance.htm> under Code of Business Conduct & Ethics (Whistle Blower Policy) for Board Members and Senior Management. Moreover, it is also carried in this Annual Report

## 9. RELATED PARTY TRANSACTIONS

There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company.

The Company has entered into the 'Related Party Transactions' with its subsidiary or associate, if any in compliance with the provisions of the Companies Act, 2014 and Listing Agreement. The details of the Related Party Transactions are mentioned in the notes to Financial Statement of the Company.

Members may refer to the notes to the accounts for details of related party transactions. The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules thereunder and the Listing Agreement.

This Policy was considered and approved by the Board at its Meeting held on 30<sup>th</sup> May, 2014 to be effective from October 1, 2014. The policy has also been uploaded on the website of the Company at [www.pcstech.com](http://www.pcstech.com).

The policy includes the following transactions between the Company and the Materiality Threshold as mentioned under :

Transactions between the Company and Related Parties shall be entered into in the manner that is compliant with the applicable provisions of the Companies Act, 2013 and of Clause 49(VII) of the Listing Agreement.

A transaction with the Related Party shall be treated as "material" if the transaction / transactions to be entered into individually or taken together

# PCS TECHNOLOGY LIMITED

with previous transaction(s) during a financial year with such Related Party exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

## 10. MATERIAL SUBSIDIARY POLICY

Material Subsidiary Policy of the Company has been uploaded on the website of the Company at www.pcstech.com and it contains following details for considering a subsidiary to be material if :-

- The investment of the Company, whether current or prospective, in the subsidiary exceeds 20 per cent of its consolidated net worth as per the audited balance sheet of the previous financial year or,
- if the subsidiary has generated 20 per cent of the consolidated income of the company during the previous financial year.

Material non-listed Indian subsidiary shall mean an unlisted subsidiary, incorporated in India, whose income or net worth (i.e. paid up capital and free reserves) exceeds 20 per cent of the consolidated income or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding financial year

## 11. MANAGEMENT OF BUSINESS ETHICS

PCS Technology Limited has adopted the PCS Code of Conduct. The Code of Conduct upholds the highest standards of corporate and personal conduct and is the guiding force on the ethical conduct behind the Company.

Whistle Blower Policy has been established to provide a mechanism for employees of the Company to approach the Ethics Chairman of the Audit Committee of the Company to report any concerns.

During the year under review, the Company has received no complaints under The Sexual Harassment of Women at the Work Place.

## 12. GENERAL BODY MEETINGS

- A. The details of Annual General Meetings held in the last three years are as under:

AGM for the F.Y. ended	Date & time of AGM	Place of AGM	Special Resolutions Passed
31-03-2012	21.12.2012 at 10.00 a.m.	Meeting hall of Hotel Aaradhana Garden, Gat No. 123, Alandi Markaal Road, Tal. Khed, Alandi, Dist. Pune 412 106	Yes 1. For Alteration of Articles of Association 2. For Issue of 9% Redeemable, Non- convertible, Non-cumulative Preference shares of Rs. 10 each for cash at premium not exceeding Rs. 125/- per share, together with premium aggregating not exceeding Rs.53.66 crore.
31-03-2013	11.09.2013 at 10.00 a.m	Meeting hall of Hotel Aaradhana Garden, Gat No. 123, Alandi Markaal Road, Tal. Khed, Alandi, Dist. Pune 412 106.	Yes 1. Re-Appointment of Mr. H. C. Tandon, as Managing Director & CEO of the Company.
31-03-2014	17.09.2014 at 12:00 noon	Meeting hall of Hotel Aaradhana Garden, Gat No. 123, Alandi Markaal Road, Tal. Khed, Alandi Dist. Pune 412 106.	Yes 1. Retirement and Appointment of Independent Director of Mr. P. V. Mehta. 2. Retirement and Appointment of Independent Director of Mr. Satish Ajmera. 3. Retirement and Appointment of Independent Director of Mr. G. M Dave. 4. Appointment of Mr. K.K Barjatya as Independent Director. 5. Appointment of Mr. D. B Engineer as Independent Director. 6. To borrow in excess of the aggregate of the paid up capital and free reserves of the Company under section 180(1)(c) of the Companies Act, 2013. 7. To create Mortgages/charges under Section 180(1)(a) of the Companies Act, 2013

All the resolutions including special resolutions set out in the respective notices calling the AGM were passed by the shareholders. No postal ballots were used for voting at these meetings.

There is no proposal to pass any Special Resolution through postal ballot at the ensuing Annual General Meeting.

- B. **Details of the Court Convened Meeting of the Company held during the financial year 2014-15.**

Meeting of	Date & Time of the Meeting	Place of the Meeting	Resolution Passed
Equity Shareholders	23 <sup>rd</sup> January, 2015 at 12:00 noon	Conference Hall, Ginger Hotel, Near Indira College, Wakad Naka, Pune- 411057	For Approval of Scheme of Amalgamation and Arrangement between PCS International Limited, Mauritius (the transferor company) and PCS Technology Limited (the transferee company) and their respective Shareholders pursuant to sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013
Secured Creditors	23 <sup>rd</sup> January, 2015 at 2:00 p.m	Conference Hall, Ginger Hotel, Near Indira College, Wakad Naka, Pune- 411057	For Approval of Scheme of Amalgamation and Arrangement between PCS International Limited, Mauritius (the transferor company) and PCS Technology Limited (the transferee company) and their respective Shareholders pursuant to sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013
Unsecured Creditors	23 <sup>rd</sup> January, 2015 at 3:00 p.m	Conference Hall, Ginger Hotel, Near Indira College, Wakad Naka, Pune- 411057	For Approval of Scheme of Amalgamation and Arrangement between PCS International Limited, Mauritius (the transferor company) and PCS Technology Limited (the transferee company) and their respective Shareholders pursuant to sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013

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The resolution passed at all above said three meeting were also passed through Postal Ballot & E-voting facility provided by the Company to the members. The resolution was passed by an overwhelming majority of the Equity Shareholders in favour of the Resolution.

## 13. Disclosures

i) Disclosure on materially significant related party transactions that may have potential conflict with the interest of the Company at large.  
None

Transactions with the related parties are disclosed in the notes to the accounts forming part of the Annual Report.

ii) Details of non-compliance by the Company, penalties and strictures imposed on the Company by SEBI, ROC, Stock Exchanges or any other statutory authorities on any matter related to capital market during the last 3 financial years.

Recently Company had been awarded an order by CLB vide its order dated 13th February, 2015, Compounding of an offence under Section 621 A of the Companies Act, 1956 for the disclosure required under section 211(3A) of the Companies Act, 1956 in respect of Related Party Transactions in the Balance sheet as on 31st March, 2011. The Company had adequately disclosed the same in its balance sheet and XBRL B/S filed with the ROC by giving the net effect of the Related Party Transactions as required under XBRL form, except the one in kind mentioned above the Company has not filed any application for Compounding of an offence under the Companies Act in past.

iii) The Company has complied with all the mandatory requirements of Corporate Governance under Clause 49 of the Listing Agreement. The Company is yet to adopt the non-mandatory requirements of the Clause 49 of the Listing Agreement pertaining to Corporate Governance.

iv) The CEO/CFO certification forms part of this Annual Report.

## 14. Means of Communication

- ◆ The quarterly and half yearly results are forthwith communicated to all the Stock Exchanges with whom the Company has listing arrangements as soon as they are approved and taken on record by the Board of Directors of the Company. Further the results are published in the leading newspapers in compliance with the Listing Agreement.
- ◆ Management discussion and Analysis forms part of the Annual Report, which is posted to the Shareholders of the Company.
- ◆ The Company also issues financial results to the print media.
- ◆ Information about the Company would be available on its website. www.pcstech.com, E-mail ID : investorsgrievances@pcstech.com

## 15. GENERAL SHAREHOLDER INFORMATION

<b>Date, time &amp; venue of the Annual General Meeting</b>	September 16th, 2015 at 11.30 a.m. at Hotel Aaradhana Garden, Gat no. 123, Alandi Markaal Road, Alandi, Dist. Pune 412 106
<b>Financial Calendar 2015 – 16</b>	
I Financial Year	: April to March
ii First Quarterly Results	: On or before 14 <sup>th</sup> August 2015
iii Half Yearly Results	: On or before 14 <sup>th</sup> November 2015
iv Third Quarter Results	: On or before 14 <sup>th</sup> February 2016
v Audited results	: On or before 30 <sup>th</sup> May, 2016
<b>Date of Book Closure</b>	: 10.09.2015 to 16.09.2015 (both days inclusive)

<b>Dividend Payment Date</b>	:	Not Applicable
<b>Listing at Stock Exchanges (Stock Code)</b>	a)	Pune Stock Exchange Limited (11179)
	b)	The Bombay Stock Exchange Limited, Mumbai (517119)
<b>ISIN Number for NSDL &amp; CDSL INE 834B01012</b>		

Annual Listing Fees have been paid to Bombay stock Exchange for the financial year 2015-2016.

### Market Price Data:

High/Low of Market price of the Company's shares traded on Bombay Stock Exchange (BSE) during the financial Year 2014-15 furnished below:

Year	Month	Highest (₹)	Lowest (₹)	
2014	April	17.9	14.65	
	May	20.95	14.05	
	June	26.8	15.65	
	July	28.7	20.3	
	August	25.85	19.65	
	September	35.7	21.6	
	October	39.5	30.55	
	November	40	30.2	
	December	40	28	
	2015	January	34.5	29.15
		February	32.45	25.25
		March	29.8	22.65

### REGISTRARS AND TRANSFER AGENT FOR SHARES HELD IN DEMAT AS WELL AS PHYSICAL FORM

M/s. Bigshare Services Private Limited,  
E-2/3, Ansa Industrial Estate,  
Saki Vihar Road, Saki Naka,  
Andheri (East), Mumbai 400 072.  
Tel: 2847 0652 / 0653, 4043 0200,  
Fax: 022-2847 5207

### Share Transfer system

All share transfers, subject to correctness and completion of all documents would normally be registered and returned within 2 weeks from the date of receipt.

### The distribution of shareholding as on March 31, 2015 is as follows :

No. of equity shares held	No. of share-holders	%	Shares	%	
Upto 5000	5000	30301	97.4340	2368711	11.3061
5001 to 10000	10000	406	1.3055	323137	1.5424
10001 to 20000	20000	167	0.5370	259812	1.2401
20001 to 30000	30000	50	0.1608	130100	0.6210
30001 to 40000	40000	31	0.0997	111371	0.5316
40001 to 50000	50000	40	0.1286	186560	0.8905
50001 to 100000	100000	41	0.1318	285328	1.3619
100001 & 999999999	999999999	63	0.2026	17285658	82.5064
<b>Grand Total</b>		<b>31099</b>	<b>100.00</b>	<b>20950677</b>	<b>100.00</b>
No. of shareholders in Physical Mode		-	-	1600422	07.6389
No. of shareholders in Electronic Mode		-	-	19350255	92.3611

# PCS TECHNOLOGY LIMITED

## Shareholding pattern as on March 31, 2015 is as follows :

Category	No. of shareholders	No. of shares	% holding
Indian Promoters	34	14699995	70.17
Banks, FIs and Insurance Companies	12	214378	01.02
UTI and Mutual Funds	7	131583	00.63
FIs, NRIs and OBC	47	135291	00.65
Domestic Companies	203	150270	00.72
Resident Individuals	30781	5545255	26.46
Clearing Member	15	73905	0.35
Trusts	0	0	00.00
<b>Total</b>	<b>31099</b>	<b>20950677</b>	<b>100.00</b>

Dematerialization of shares and liquidity	:	As on 31 <sup>st</sup> March, 2015, 92.36% of the paid-up share capital was held in dematerialized form.
Outstanding GDRs/ADRs/warrants/convertible instruments etc	:	Not applicable since none of the said instruments are ever issued.
Graph of Share Price/ BSE Sensex	:	see Annexure A

### Address for Correspondence:

Shareholders may correspond on all matters relating to transfer/dematerialization of shares and any other query relating to shares of the Company at the below mentioned address:

### M/s. Bigshare Services Private Limited

E- 2/3, Ansa Industrial Estate,  
Saki Vihar Road, Saki Naka,  
Andheri (East), Mumbai 400 072.  
Tel.: 2847 0652 / 0653, 4043 0200  
Fax: 022-2847 5207

## GREEN INITIATIVE IN CORPORATE GOVERNANCE- SERVICE OF DOCUMENTS IN ELECTRONIC FORM

As you are aware, Ministry of Corporate Affairs (MCA), Government of India vide its Circular Nos.17 and 18 dated 21<sup>st</sup> April, 2011 and 29<sup>th</sup> April, 2011 respectively, has now allowed the companies henceforth to send Notices of General Meetings/ other Notices, Audited Financial Statements, Directors' Report, Auditors' Report etc., to their shareholders electronically as a part of its Green Initiative in Corporate Governance.

Keeping in view the aforesaid green initiative of MCA, your Company shall send the Annual Report and other documents to its shareholders in electronic form at the email-address provided by them and made available to us by the Depository.

To,

The Members of  
**PCS Technology Limited**

It is hereby certified and confirmed that as provided in Clause 49 II (E) of the listing agreement entered with the stock exchanges, the Board members and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended on 31<sup>st</sup> March, 2015.

For PCS Technology Limited  
**H. C. Tandon**  
Managing Director & CEO

Place : Mumbai  
Date : 30th May, 2015



## AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of  
**PCS TECHNOLOGY LIMITED**

I have examined the Compliance of conditions of Corporate Governance by PCS Technology Limited for the financial Year ended on 31<sup>st</sup> March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and explanations given to me, I certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in the above mentioned listing agreement.

I further state that, such compliance is neither an assurance as to future viability of the Company, nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For S. C. BANDI & COMPANY**  
Chartered Accountants

S. C. Bandi  
(Proprietor)  
M.No.16932

Mumbai  
30<sup>th</sup> MAY, 2015

## Certification by the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) on the Financial Statements of the Company

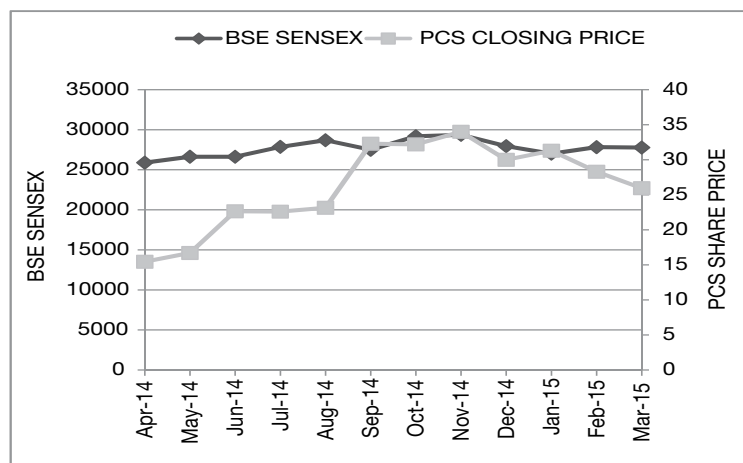
**We H. C. Tandon, Managing Director & CEO and M. P. Jain, Chief Financial Officer, of PCS Technology Limited, certify that:**

- (a) We have reviewed financial statements and the cash flow statement for the financial year ended on 31<sup>st</sup> March, 2015 and that to the best of our knowledge and belief;
  - i. these financial statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transaction is entered into by the company during the year which is fraudulent, illegal or violative of the Company's code of conduct.
- (c) We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee :
  - i. significant changes in internal control during the year;
  - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For PCS Technology Limited**  
**H. C. Tandon**  
Managing Director & CEO  
**M. P. Jain**  
CFO

Mumbai, 30<sup>th</sup> May 2015

### Annexure A



# PCS TECHNOLOGY LIMITED

## MANAGEMENT DISCUSSIONS AND ANALYSIS

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### **Industry Scenario & Review**

The domestic IT sector comprises of Computer hardware – manufacturing and selling and IT services- software development, implementation, IT infrastructure and facility management services. The Company is mainly engaged in the activities of IT infrastructure facility management services. The domestic IT sourcing services market in India had been under pressure during the last couple of years, with large enterprises either cutting down or deferring their spending decisions largely because of weakness in the domestic economy.

During the year, the IT spending in Government as well in private sector were under the impact of slow-down in decision making on account of economic uncertainties, inflation and rupee volatility and others.

### **Performance & Review IT Services**

The Company continued to focus on its IT infrastructure & Facility Management Services. The Company has achieved Sales of Rs.10045.92 lakhs against previous year's Rs.10059.59 lakhs and net profit of Rs.545.82 lakhs as against previous year's of Rs. 401.49 lakhs.

### **Operations**

The Company has maintained its upward trend on sales as well as net profit by focusing on its business of IT Infrastructure and Facility Management Services and enjoyed customer confidence. However, the pricing competition continued with MNC and major players also put pressure on margins.

Other services such as Laboratory and Hospital Management solutions, GPS have performed well and the Company has established overseas market in Africa, Nigeria, Philippines, etc.

### **Opportunities, Threats & Risks**

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 Services are impacted by pricing competition from large players.

### **Future Outlook**

The Company is one of the leading managed services provider for IT infrastructures. With the growth in IT Infrastructure and Company's PAN India presence coupled with strong existing client relationship, the Company is well placed and able to meet potential business opportunities. The Company will continue to develop and improve service offerings in IT infrastructure and Facility Management to clients. However, we may face competition from IT and ITES companies operating on large volume services.

The Company has a good overseas customer base for its Laboratory and Hospital Management solutions. The company will continue to give its focus on these services.

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

### **Overseas Subsidiaries**

#### **PCS International Limited, Mauritius**

As described in the Director's Report of current financial year, the subsidiary is in the process of merger with its parent company under the Scheme of Amalgamation and Arrangement.

#### **PCS Technology USA, Inc.**

The US subsidiary Company did not make any business transaction during the year due to Companies operations were adversely affected in the past.

### **Indian Subsidiary**

#### **PCS Positioning Systems (India) Limited**

The subsidiary did not involve in business. The management is evaluating various options to restructure the activities in the best interest of the Company.

#### **PCS Infotech Limited**

This is third year of the business operations of the Company, the subsidiary recorded a revenue of Rs.223.37 lakhs (previous year Rs.192.49 Lakhs) in the current financial year.

### **Internal Control and Adequacy**

The Company has an appropriate internal control system for business process and operations, financial reporting and compliance with applicable regulations and laws and to ensure that all the assets are safeguard, protected against loss from unauthorised use or disposition and those transactions are authorised, recorded and reported correctly.

The internal audit & financial reports are reviewed for corrective actions wherever required. The views of statutory auditors are also considered to ascertain the adequacy of the internal control system in the Company.

### **Human Resources**

Human resources are a valuable assets and Company seek to attract and retain the best talent available. Systematic training, development, continuance of productivity and employee satisfactions is some of the highlight of human resources development activities during the year. Employee relations continued to be cordial. Your Directors acknowledge and thank employees for their continued contribution.

### **Cautionary Statement**

*Statement in this Management Discussions and Analysis describing company's objective and predictions may be "forward looking statement" within the meaning of applicable laws and regulations. Actual results may differ from those expressed herein. Important factors that could make difference to the operations include Government regulations, tax structures, and country's economic development, availability of input and their prices and other incidental factors.*

## Annexure 6

### Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries as on 31<sup>st</sup> March, 2015**

#### Part "A": Subsidiaries

(Information in respect of each subsidiary presented with amounts in Rupees )

Sr. No.	Particulars	Name of the Subsidiaries Companies			
		PCS Positioning Systems (India) Limited	PCS Infotech Limited	PCS International Limited, Mauritius	PCS Technology USA, Inc.
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as holding company's reporting period	Same as holding company's reporting period	Same as holding company's reporting period	Same as holding company's reporting period
2	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	NA	NA	US Dollar 62.53/Rs.	US Dollar 62.53/Rs.
3	Share capital	Rs. 1,76,00,000/-	Rs. 50,00,000/-	Rs. 4,70,88,450/-	Rs.2,17,850/-
4	Reserves & surplus	(5,10,21,255)	16,04,421	(5,73,82,263)	(43,99,676)
5	Total assets	46,70,761	94,54,430	84,916	3,35,34,032
6	Total Liabilities	46,70,761	94,54,430	84,916	3,35,34,032
7	Investments	-	-	-	-
8	Turnover	-	2,23,37,220	-	-
9	Profit before taxation	(37,07,698)	16,78,548	(2,82,64,258)	(78,381)
10	Provision for taxation	-	5,46,000	-	-
11	Profit after taxation	(37,07,698)	11,32,548	(2,82,64,258)	(78,381)
12	Proposed Dividend	NIL	NIL	NIL	NIL
13	% of shareholding	100%	100%	100%	100%

#### Notes:

- Names of subsidiaries which are yet to commence operations: Not Applicable
- Names of subsidiaries which have been liquidated or sold during the year: Not Applicable

**Annexure – 6(A)**

#### FORM NO. AOC -2

#### Particulars of contracts/arrangements made with related parties

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

This Form pertains to disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013.

Name of related party	Nature of Relationship	Duration of contract	Salient terms <sup>(1)</sup>	Amount (Rupees)
<b>Nature of Contract</b>				
<u>Kalpavruksh Systems Limited</u> Rendering sales and services like Facility Management Services etc..	Group Company	April 2014 – Ongoing	Not applicable	10,06,980/-
<u>PCS Infotech Limited</u> Rendering sales and services like Facility Management Services, Annual Maintenance services with or without supply of hardware parts, manpower supply and also cost sharing arrangement.	Subsidiary (WOS)	April 2014 – Ongoing	Not applicable	1,84,64,255/-

# PCS TECHNOLOGY LIMITED

<u>Patni Healthcare Limited</u> Rendering sales and services like Facility Management Services etc..	Affiliates Company	April 2014 – Ongoing	Not applicable	8,16,534/-
Taking on Leave and License basis the office premises Situated 12 <sup>th</sup> Floor Technocity Building, Mahape, Navi Mumbai, owned by Mr. Apoorva Patni, Director of the Company.	Director of the Company	2 Years	Rent paid Rs. 25,000/- per month	3,00,000/-
Taking on Leave and License basis the residential premises situated in building known as “Trishul Gold Coast”, Navi Mumbai, owned by Mr. Ashok Kumar Patni, Director of the Company.	Director of the Company	2 Years	Rent paid Rs. 18,000/- per month	2,16,000/-

(1) Appropriate approvals have been taken for related party transactions.

## Particulars of employees

## Annexure 7

### DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF CHAPTER XIII THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- i. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and the comparison of remuneration

Sr. No	Name of Director/KMP and Designation	Remuneration of Director/ KMP for financial year 2014-15 (Rs. in Lacs)	% increase in Remuneration in the Financial Year 2014-15	Ratio of remuneration of each Director/ to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	Gajendrakumar Patni Chairman & Non-Executive Director	-	-	-	-
2	Ashokkumar Patni Vice-Chairman & Non-Executive Director	-	-	-	-
3	Harish Chandra Tandon Managing Director & CEO	32.06	16.62 %	5.91	The profit before tax increased by 14.68% and Profit after tax increased by 35.95%
4	Mr. G. M. Dave Non-Executive Independent Director	-	-	-	-
5	Mr. K. K. Barjatya Non-Executive Independent Director	-	-	-	-
6	Mr. Satish Ajmera Non-Executive Independent Director	-	-	-	-
7	Mr. D. B Engineer Non-Executive Independent Director	-	-	-	-
8	Mr. Apoorva Patni Non-Executive Director	-	-	-	-
9	Mr. Narendrakumar Patni # Non-Executive Director	-	-	-	-
10	Mr. P. V. Mehta ## Non-Executive Independent Director	-	-	-	-
10	Mrs. Vandana Gupta ### Non-Executive Independent Director	-	-	-	-
11	Mr. M. P. Jain CFO	Rs. 15.95	-	N. A	The profit before tax increased by 14.68% and Profit after tax increased by 35.95%
12	Mr. Bhaskar Patel Company Secretary	Rs. 12.91	10%	N. A.	

\* Independent Directors are paid only sitting fees and not considered as part of remuneration

\*\* Non-Executive Directors are neither paid any remuneration or sitting fees

# Mr. Narendrakumar Patni – Expired on June 03, 2014.

## Mr. P. V. Mehta – Resigned w.e.f. September 15, 2014

### Mrs. Vandana Gupta – Appointed as Woman Director w. e. f. March 16, 2015.

- ii. The median remuneration of employees of the Company during the financial year was Rs. 1,89,750/-
- iii. In the financial year, there was an increase of 8.05% in the median remuneration of employees
- iv. There were 2356 permanent employees on the rolls of the Company as on March 31, 2015
- v. Relationship between average increase in remuneration and company performance: The profit before Tax for the financial year ended March 31, 2015 increased by 14.68% whereas the increase in median remuneration was 8.05%. The average increase in median remuneration was in line with the performance of the Company.
- vi. Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company.  
The Total remuneration of Key Managerial Personnel increased by 10.42% from Rs. 55.17 lakhs in 2013-14 to Rs. 60.92 lakhs in 2014-15 whereas the Profit before tax increased by 17% to Rs. 881 lakhs in 2014-15 (Rs. 748 lakhs in 2013-14).
- vii. a) Variation in the market capitalisation of the Company: The market capitalisation as on March 31, 2015 was Rs. 52.31 crore (Rs. 33.33 crore as on March 31, 2014)  
b) Price Earning ratio of the Company was 9.94 as at March 31, 2015 and was 8.41 as at March 31, 2014
- viii. Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2014-15 was 8.63% whereas the increase in the managerial remuneration for the same financial year was 16.62%
- ix. The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- x. The ratio of remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the Highest paid Director during the year – Not Applicable
- xi. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

## ANNEXURE 8

Particulars required under the Companies (Accounts) Rules, 2014.

### (A) Conservation of Energy

Your Company consumes electricity only for in-house operations of Computers. Though the consumption of electricity is negligible as compared to the total turnover of the Company, your Company has taken effective steps at every stage to reduce consumption of electricity.

### (B) Technology Absorption

Not applicable

### (C) Foreign Exchange Earnings/Outgo

Your Company has earned foreign exchange worth 191.16 lakhs and has spent foreign exchange worth Rs. 37.03 lakhs under the following heads.

Particulars:	(₹ in Lacs)
(i) Stores & Spares	—
(ii) Capital Goods	—
(iii) Other Expenses	37.03
Total	<u>37.03</u>

On behalf of the Board of Directors

**G.K. Patni**  
Chairman

Mumbai, May 30, 2015

# PCS TECHNOLOGY LIMITED

## INDEPENDENT AUDITORS' REPORT

### TO THE MEMBERS OF PCS TECHNOLOGY LIMITED

#### 1. Report on the Standalone Financial Statements

I have audited the accompanying standalone financial statements of PCS Technology Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

#### 2. Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### 3. Auditor's Responsibility

- i. My responsibility is to express an opinion on these standalone financial statements based on my audit.
- ii. I have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
- iii. I conducted my audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
- iv. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
- v. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the standalone financial statements.

#### 4. Opinion

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2015, and its profit and its cash flows for the year ended on that date.

#### 5. Report on Other Legal and Regulatory Requirements

As required by 'the Companies (Auditor's Report) Order, 2015' issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis

of such checks of the books and records of the Company as I considered appropriate and according to the information and explanations given to me, I give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

#### 6. As required by Section 143 (3) of the Act, I report that:

- i. I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit.
- ii. In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books.
- iii. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- iv. In my opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014; read with Note 31 to the financial statements for the year ended 31<sup>st</sup> March 2015, regarding scheme of Amalgamation and Arrangement.
- v. On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- vi. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in my opinion and to the best of my information and according to the explanations given to me:
  - a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 30 to the financial statements;
  - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **S.C. Bandi & Co.**  
Chartered Accountants  
Firm Reg. No.130850W

**S.C. BANDI**  
(Proprietor)  
M. No.16932

Place: Mumbai

Date : 30<sup>th</sup> May 2015

### ANNEXURE TO THE AUDITOR'S REPORT

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The assets have been physically verified by the management during the year and no major discrepancies were noticed on such verification.
- (ii) (a) The inventory has been physically verified during the year by the management. In my opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) (a) There is no stipulation as to the time period for payment of the principal amount of unsecured loans granted.

- (b) There is no stipulation as to the time period for payment of the principal amount of unsecured loans granted. Hence, the provisions of sub-clauses (b) of clause (iii) of paragraph 3 of the Order are not applicable.
- (iv) In my opinion and according to the information and explanations given to me, there are adequate internal control procedures commensurate with the size of the Company and the nature of business with regard to purchases of inventory, fixed asset and with regard to the sale of goods and services. During the course of my audit, no major weakness has been noticed in internal control system.
- (v) The Company has not accepted any deposits from the public and hence, the provisions of clause (v) of paragraph 3 of the Order are not applicable to the Company.
- (vi) The Central Government has not prescribed the maintenance of cost records under Section 209(1) (d) of the Companies Act 1956 for any of the products of the Company.
- (vii) (a) The Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.
- According to the information and explanations given to me, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues were in arrears as at 31<sup>st</sup> March 2015 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to me, the status of disputed dues payable in respect of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess as at 31<sup>st</sup> March 2015 is as follows:
- The Commissioner Of Service Tax, Mumbai has passed an order confirming the demand of Rs.2,29,04,559 (Previous Year: Rs.4,69,24,929) u/s 73 of Finance Act 1994 purchase of software under category of Intellectual Property Rights for the period Dec2004 – Mar2009.

The Company has obtained the legal opinion that the software purchase does not attract provisions of Intellectual Property Rights under Service Tax Rules, and now is in process of filing appeal before Appellate Tribunal.

  - The Company has received a demand of Rs.19,12,633 from the Commissioner Of Central Excise, Pondicherry u/s 11A of Central Excise Act imposing Central Excise on pre-loading of software for the period Sept2006 - Mar2010.

The Company has filed an appeal before Appellant Tribunal Central Excise, Customs & Service Tax, Chennai. Tribunal has passed the order granting stay on the demand. The proceedings are pending before the Tribunal at Chennai.

  - The Company has received a demand of Rs.5,04,995 from the Commissioner Of Central Excise (Appeal), Vapi on the ground of irregular availment of Central Excise during the period Apr2004 - Mar2005.

The Company has filed appeal before Appellant Tribunal Central Excise, Customs & Service Tax, Ahmedabad. Tribunal has passed the order granting stay on the demand. The proceedings are pending before the Tribunal at Ahmedabad.

  - The Company has received a demand of Rs.44,28,762 from the Commissioner Of Central Excise(Appeal), Vapi on the ground of irregular availment of Central Excise during April 2004 - March 2005.
- The Company has filed appeal before Appellant Tribunal Central Excise, Customs & Service Tax, Ahmedabad. Tribunal has passed the order granting stay on the demand. The proceedings are pending before the Tribunal at Ahmedabad.
- 5 The Company has received a Show Cause Notice from Director of Intelligence demanding Rs. 2,15,40,551 u/s 28 of Custom Act 1962 on account of Custom Duty on import of OPK from Microsoft during the period of Apr2006 - Mar2007.
- The proceedings are pending before Commissioner of Customs, Delhi. On the basis of the legal opinion obtained, the matter has merits in favor of the Company. The Company has deposited Rs. 50 lakhs as pre-deposit under protest.
- 6 The Company has received an order of Rs.43,11,000 in FY 2006-07 from Commissioner of Central Excise (Appeal) Mumbai on account of alleged non-submission of import documents of various goods under Project Import Regulation Act 1986.
- The Company has filed as appeal before CESTAT Mumbai, on the grounds of merits of the case. The Hon'ble High Court of Judicature at Bombay has set aside the order of CESTAT dated 8th June 2006 for pre-deposit of Rs.15 lakhs.
- 7 The Company has received a show cause notice u/s 73 of Finance Act 1994 from Commissioner Of Service Tax, Mumbai demanding Rs.25,21,282 on account of wrong availment of Cenvat Credit for the period Apr2012 - Mar2013.
- The Company has filed its reply denying the demand on the merits and grounds.
- (c) During the financial year covered by my audit, no amount was required to be transferred to investor education and protection fund.
- (viii) The Company has no accumulated losses and has not incurred any cash losses during the financial year covered by my audit or in the immediately preceding financial year.
- (ix) According to the information and explanations given to me, the Company has not defaulted in repayment of dues to financial institutions or banks.
- (x) In my opinion and according to the information and explanations given to me, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) The Company has not raised any new term loan during the year and therefore clause (xi) of the said Order relating to application of term loan for the purpose for which it was obtained is not applicable.
- (xii) According to the information and explanations given to me, no fraud on or by the company has been noticed or reported during the course of my audit.

For **S.C. Bandi & Co.**  
Chartered Accountants  
Firm Reg. No.130850W

**S.C. BANDI**  
(Proprietor)  
M.No.16932

Place: Mumbai  
Date : 30<sup>th</sup> May 2015

# PCS TECHNOLOGY LIMITED

## BALANCE SHEET AS AT 31ST MARCH, 2015

(Amount in ₹)

Particulars	Note No.	As at 31 <sup>st</sup> March, 2015	As at 31 <sup>st</sup> March, 2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' Fund</b>			
Share capital	3	249,256,770	249,256,770
Reserves and surplus	4	812,498,812	761,682,342
<b>2 Non-Current Liabilities</b>			
Long term borrowings	5	20,000,000	33,647,535
Deferred tax liability (Net)	6	31,196,000	33,838,000
Long term provisions	7	3,288,577	3,173,424
<b>3 Current Liabilities</b>			
Short term borrowings	8	96,978,460	118,351,082
Trade payables	9	22,333,844	93,507,853
Other current liabilities	10	52,148,779	42,452,760
Short term provisions	11	407,753	847,411
<b>TOTAL</b>		<b>1,288,108,995</b>	<b>1,336,757,177</b>
<b>II. ASSETS</b>			
<b>1 Non-Current Assets</b>			
Fixed assets			
(a) Tangible assets	12	237,831,669	258,376,841
(b) Intangible assets	12	1,103,152	1,319,841
(c) Capital work-in-progress		1,736,653	-
(d) Intangible assets under development		938,744	1,778,744
Non-current investments	13	134,077,512	65,574,730
Long term loans and advances	14	76,639,102	103,548,697
Other non-current assets	15	1,127,947	2,718,178
<b>2 Current assets</b>			
Inventories	16	72,508,853	80,373,629
Trade receivables	17	585,849,667	705,597,053
Cash and bank balances	18	104,503,614	29,884,504
Short term loans and advances	19	47,205,368	60,947,358
Other current assets	20	24,586,714	26,637,602
<b>TOTAL</b>		<b>1,288,108,995</b>	<b>1,336,757,177</b>

The accompanying notes are an integral part of financial statements

As per my report of even date attached

For **S. C. BANDI & COMPANY**  
Chartered Accountants

**S. C. Bandi**  
Proprietor  
Membership no. 16932

Place : Mumbai  
Date : 30<sup>th</sup> May, 2015

For and on behalf of the Board of Directors

**G. K. Patni**  
(Chairman)

**A. K. Patni**  
(Vice Chairman)

**H.C. Tandon**  
(Managing Director & CEO)



# THIRTY FORTH ANNUAL REPORT 2014-2015

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2015



(Amount in ₹)

Particulars		Note No.	Year ended 31 <sup>st</sup> March, 2015	Year ended 31 <sup>st</sup> March, 2014
I.	Revenue from operations (net)	21	1,004,592,123	1,005,959,499
II.	Other Income	22	8,505,924	13,230,058
III.	<b>Total Revenue (I+II)</b>		<b>1,013,098,047</b>	<b>1,019,189,557</b>
IV.	<b>Expenses:</b>			
	Purchases of stock-in-trade		192,761,469	190,390,084
	Changes in inventories of stock-in-trade	23	2,799,022	2,139,051
	Employee benefits expense	24	507,535,467	506,068,833
	Finance costs	25	13,046,487	29,032,292
	Depreciation and amortisation expense	26	10,448,714	7,341,963
	Other expenses	27	199,754,901	209,441,261
	<b>Total expenses</b>		<b>926,346,060</b>	<b>944,413,484</b>
V.	<b>Profit Before Corporate Social Responsibility and Tax</b>		<b>86,751,987</b>	<b>74,776,073</b>
	Less: Corporate Social Responsibility Expense		1,000,000	-
VI.	<b>Profit Before Tax</b>		<b>85,751,987</b>	<b>74,776,073</b>
VII.	<b>Tax expense</b>			
	Current tax		33,807,000	28,661,000
	Deferred tax		(2,638,000)	904,000
	Taxation pertaining to earlier years		-	5,061,849
	<b>Total tax expense</b>		<b>31,169,000</b>	<b>34,626,849</b>
	<b>Profit for the year (VI-VII)</b>		<b>54,582,987</b>	<b>40,149,224</b>
	Basic and Diluted earnings per equity shares of Rs.10 each			
	1) Before extra ordinary items		2.61	1.92
	2) After extra ordinary items		2.61	1.92

The accompanying notes are an integral part of financial statements

As per my report of even date attached

For **S. C. BANDI & COMPANY**  
Chartered Accountants

**S. C. Bandi**  
Proprietor  
Membership no. 16932

Place : Mumbai  
Date : 30<sup>th</sup> May, 2015

For and on behalf of the Board of Directors

**G. K. Patni**  
(Chairman)

**A. K. Patni**  
(Vice Chairman)

**H.C. Tandon**  
(Managing Director & CEO)

# PCS TECHNOLOGY LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015

(Amount in ₹)

Particulars	Year ended 31/03/2015	Year ended 31/03/2014
<b>A. Cash flow from operating activities</b>		
Net profit before tax and extra ordinary items	85,751,987	74,776,073
Adjustments for:		
Depreciation	10,448,714	7,341,963
Sundry balances written off	29,186,859	27,388,473
Fixed assets written off	4,952,105	2,164,444
(Profit)/ Loss from sale of fixed assets	-	-
Interest received	(7,651,013)	(4,019,608)
Dividend received	(82,800)	(32,400)
Excess provision written back of last year	-	7,710,019
Finance cost	13,046,487	29,032,292
<b>Operating profit before working capital changes</b>	<b>135,652,339</b>	<b>144,361,256</b>
Decrease/ (increase) in trade and others receivables	140,804,139	71,438,699
Decrease/ (increase) in inventories	7,864,776	1,751,873
(Decrease)/ increase in trade and other payables	(61,802,495)	(53,171,978)
<b>Cash generated from operations</b>	<b>222,518,759</b>	<b>164,379,850</b>
Income tax paid (net of refunds)	(40,071,284)	(39,687,101)
<b>Net cash flow from/ (used in) operating activities</b>	<b>182,447,475</b>	<b>124,692,749</b>
<b>B. Cash flow from investing activities</b>		
Purchase of fixed assets (including capital work-in-progress and capital advances)	(2,646,128)	(2,372,010)
Purchase of non-current investments	(68,643,212)	-
Proceeds from sale of fixed assets	2,500,000	150,404
Interest received	7,354,588	4,062,664
Movement in Margin money deposits with original maturity of more than 12 months	1,590,231	665,974
Dividend received	82,800	32,400
<b>Net cash from/ (used in) investing activities</b>	<b>(59,761,721)</b>	<b>2,539,432</b>
<b>C. Cash from financing activities</b>		
Repayment of long-term borrowings (net)	(13,647,535)	(74,058,557)
Repayment of short-term borrowings (net)	(21,372,622)	(25,536,670)
Finance cost	(13,046,487)	(29,032,292)
<b>Net cash from/ (used in) financing activities</b>	<b>(48,066,644)</b>	<b>(128,627,519)</b>
Net increase/ (decrease) in cash and cash equivalents	74,619,110	(1,395,338)
Cash and cash equivalents at beginning of the year	29,884,504	31,279,842
Cash and cash equivalents at end of the year	104,503,614	29,884,504

As per my report of even date attached

For **S. C. BANDI & COMPANY**  
Chartered Accountants

**S. C. Bandi**  
Proprietor  
Membership no. 16932

Place : Mumbai  
Date : 30<sup>th</sup> May, 2015

For and on behalf of the Board of Directors

**G. K. Patni**  
(Chairman)

**H.C. Tandon**  
(Managing Director & CEO)

**A. K. Patni**  
(Vice Chairman)

# THIRTY FORTH ANNUAL REPORT 2014-2015

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

### 1. BASIS OF PREPARATION

These financial statements have been prepared in accordance with the generally accepted accounting principles in India, under the historical cost convention, except for certain revalued fixed assets, and on accrual basis. These financial statements comply in all material respects with the applicable Accounting Standards notified under the Companies (Accounting Standard) Rules, 2006 and the relevant provisions of the Companies Act, 2013.

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### (A) Fixed Assets:

- (i) Fixed Assets other than mentioned in item no.(ii), (iii) and (iv) below, are stated at cost of acquisition or construction, including any cost attributable to bringing the assets to their working condition for their intended use less accumulated depreciation. Preoperative expenses capitalized forms part of the cost of assets.
- (ii) On 1st January 1995, the Company had revalued its immovable property in Kolkata by Rs.12,294,500 on the basis of a report of Government approved valuer. Consequently, increase in value of Rs.12,294,500 was transferred to the Revaluation Reserve Account.
- (iii) On 30th June 2009, the Company has revalued Land and Buildings in Kolkata by Rs.7,987,166 on the basis of a report of Government approved valuer. Consequently, increase in value of Rs.7,987,166 was transferred to the Revaluation Reserve Account.
- (iv) On 28th December 2011, the Company has revalued its office premises located in Technocity, Navi Mumbai, on the basis of a Government approved valuer. Consequently, increase in value of Rs.87,705,187 is transferred to Revaluation Reserve Account.

#### (B) Depreciation:

##### (i) Revalued assets

Depreciation is provided on the revalued amount at the rates calculated as per straight line method over the residual life of revalued assets, as certified by the Government approved valuer. The difference between depreciation provided on revalued amount and on historical cost is transferred from Revaluation Reserve to Profit and Loss Account.

##### (ii) Assets carried at historical cost

At the rates and in the manner as specified in Schedule II of the Companies Act, 2013. Individual items of Fixed Assets added during the year costing upto Rs.5,000 each are fully depreciated in the first year.

#### (C) Impairment of assets:

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to Profit & Loss account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

#### (D) Investments:

Long-term investments are carried at cost. Provision for diminution is made to recognize a decline, other than temporary in value of long-term investments. Current investments are carried at lower of cost and fair value.

#### (E) Revenue recognition:

Revenue from sale of products is recognized when risk and reward are passed on to the customer which is generally on dispatch of goods. Gross revenues from product sales are inclusive of excise duty but net of sales tax. Income from services is recognized for the work completed in terms of the contract. Income from maintenance contracts is recognized on a time proportionate basis.

#### (F) Inventories:

Inventories are valued at cost or net realizable value, whichever is lower. Cost is determined using weighted average method.

#### (G) Borrowing costs:

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of cost of such asset till such time as the asset is ready for its intended use or sale. All other borrowing costs are recognized as an expense in the period in which they are incurred.

#### (H) Employees benefits:

Short term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered. Company's contribution towards Provident and Pension funds vis-à-vis defined contribution plan paid/payable during the year are charged to Profit and Loss account. Post employment benefits in the form of Gratuity and Leave encashment are recognized as expense in the Profit and Loss account at present value of the amounts payable determined on the basis of actuarial valuation technique, using the projected unit credit method. Actuarial gains and losses are recognized in the Profit and Loss Account.

#### (I) Foreign currency transactions:

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities are translated at year end exchange rates. Exchange difference arising on settlement of transactions and translation of monetary items are recognized as income or expenses in the year in which they arise.

#### (J) Finance lease accounting:

Assets given under finance lease are recognized as receivable at an amount equal to the net investment in the lease. Lease rentals are apportioned between principal and interest on the basis of internal rate of return. The principal amount is reduced from the net investment in the lease, while Finance charges are recognized as revenue.

#### (K) Taxes on income:

Income tax expenses comprise current tax and deferred tax charges or release. Deferred tax is recognized on timing difference subject to consideration and prudence, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent period.

#### (L) Provisions, contingent liabilities and contingent assets:

Provisions involving substantial degree of estimation are recognized when there is present obligation as a result of past events and it is probable that there will be outflow of resources. Contingent Liabilities are not recognized but are disclosed in the Notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

#### (M) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumption that affect the reported balances of assets and liabilities and disclosure of contingent liabilities, at the end of the accounting year and reported amounts of revenue and expenses during the year. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

# PCS TECHNOLOGY LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

(Amount in ₹)

Particulars	As at 31/03/2015	As at 31/03/2014
<b>3 SHARE CAPITAL</b>		
<b>Authorised:</b>		
21,025,000 Equity shares of Rs.10 each	210,250,000	210,250,000
3,975,000 Redeemable, Non-Convertible & Non-Cumulative Preference Shares of Rs.10 each	39,750,000	39,750,000
	<b>250,000,000</b>	250,000,000
<b>Issued, Subscribed and paid up:</b>		
20,950,677 (Previous year - 20,950,677) Equity Shares of Rs.10 each	209,506,770	209,506,770
3,975,000 (Previous year - 3,975,000) 9% Redeemable, Non-Convertible & Non-Cumulative Preference Shares of Rs.10 each	39,750,000	39,750,000
	<b>249,256,770</b>	249,256,770

**a) Terms/ Rights attached to Equity Shares:**

The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**b) Terms/ Rights attached to Preference Shares:**

The Company has only one class of preference shares having a par value of Rs.10 per share, redeemable in the 12th and 13th year from the date of allotment or earlier as the Board of Directors may decide. Each holder of preference share is entitled to one vote per share. In the event of liquidation of the company, before any entitlement of assets to holders of equity shares, the holders of preference shares will be entitled to receive remaining assets of the company, after distribution of all other preferential amounts. The distribution will be in proportion to the number of preferential shares held by the shareholders.

**c) Reconciliation of the shares outstanding at the beginning and end of the year 31st March 2015.**

Particulars	Equity Shares		Preference Shares	
	Number	Amount in ₹	Number	Amount in ₹
Shares outstanding at the beginning of the year	20950677	209,506,770	3975000	39,750,000
Shares outstanding at the end of the year	20950677	209,506,770	3975000	39,750,000

**d) Details of shareholding more than 5% Equity Shares of total Equity Shares in the company:**

Name of shareholder	As at 31/03/2015		As at 31/03/2014	
	No. of shares	% holding	No. of shares	% holding
Mrs. Rajnikanta Patni	2428930	11.39	*2428930	11.39
PCS Finance Private Limited	1901560	9.08	1901560	9.08
Ashoka Computer Systems Private Limited	1901560	9.08	1901560	9.08
PCS Cullinet Private Limited	1901559	9.08	1901559	9.08
Mrs. Sadhana A. Patni	1657087	7.89	**1657087	7.89

\*No. of shares rectified from 2386116 to 2428930 and \*\*No. of shares rectified from 1652122 to 1657087

**e) Details of shareholding more than 5% Preference Shares of total Preference Shares in the company:**

Name of shareholder	As at 31/03/2015		As at 31/03/2014	
	No. of shares	% holding	No. of shares	% holding
Mr. Ashok Kumar Patni	1965000	49.43	1965000	49.43
Mr. Gajendra Kumar Patni	1480000	37.23	1480000	37.23

(Amount in ₹)

Particulars	As at 31/03/2015	As at 31/03/2014
<b>4 RESERVES AND SURPLUS</b>		
<b>Capital reserves</b>		
Opening balance	733,418	733,418
Add: Transfer from forfeited partly paid up equity shares	-	-
Closing balance	<b>733,418</b>	733,418

# THIRTY FORTH ANNUAL REPORT 2014-2015

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015



Particulars	(Amount in ₹)	
	As at 31/03/2015	As at 31/03/2014
<b>Securities premium account</b>		
Opening balance	496,875,000	496,875,000
Add: on account of issue of Preference Shares during the current year	-	-
Closing balance	<u>496,875,000</u>	<u>496,875,000</u>
<b>Revaluation reserve</b>		
Opening balance	99,624,076	101,415,037
Less: Transfer to Statement of Profit and Loss		
- On account of depreciation	1,777,178	1,790,961
- On account of loss on sale of revalued assets	42,128	-
Less: Transfer to General Reserve on sale of revalued fixed assets (note below)	1,941,692	-
Closing balance	<u>95,863,078</u>	<u>99,624,076</u>
<b>General Reserve</b>		
Opening balance	64,477,728	64,477,728
Less: Transfer for completed useful life of fixed assets	1,317,211	-
Add: Transfer from Revaluation Reserve (net of taxes-see note below)	1,311,692	-
Closing balance	<u>64,472,209</u>	<u>64,477,728</u>
<b>Surplus in Statement of Profit and Loss</b>		
Opening balance	99,972,120	59,822,896
Add: Profit for the year	54,582,987	40,149,224
Closing balance	<u>154,555,107</u>	<u>99,972,120</u>
	<u>812,498,812</u>	<u>761,682,342</u>
<b>5 LONG TERM BORROWINGS</b>		
<b>Secured</b>		
<u>Term loans:</u>		
a) From banks	-	647,535
b) Other than banks	-	-
	-	<u>647,535</u>
<b>Unsecured</b>		
Directors	20,000,000	33,000,000
Inter corporate deposits	-	-
	<u>20,000,000</u>	<u>33,000,000</u>
<b>Total long term borrowings</b>	<u>20,000,000</u>	<u>33,647,535</u>
a) Term loans taken from Banks is secured by hypothecation of vehicles. Details as regards interest and repayment are as follows:		
- The vehicle loan of Rs.16,86,608 was taken from ICICI Bank Limited and carries interest @10-11% p.a. The loan is repayable in 36 monthly instalments of Rs.60,730 from January 2013.		
- The vehicle loan of Rs.7,71,000 was taken from Volkswagen Finance Private Limited and carries interest @10-11% p.a. The loan is repayable in 36 monthly instalments of Rs.24,272 from January 2013.		
b) The loans taken from Directors are interest free and are returnable after 31st March, 2016.		
<b>6 DEFERRED TAX LIABILITY</b>		
Deferred tax liability: on account of depreciation	32,396,000	35,143,000
Deferred tax asset: on expenses allowed on payment basis	(1,200,000)	(1,305,000)
Deferred tax liability (Net)	<u>31,196,000</u>	<u>33,838,000</u>

**Note:** The profit on revalued assets, to the extent of revalued portion had been transferred from Revaluation Reserve to General Reserve, net of current and deferred tax charge.

# PCS TECHNOLOGY LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

(Amount in ₹)

Particulars	As at 31/03/2015	As at 31/03/2014
<b>7 LONG TERM PROVISIONS</b>		
Long-term provision for leave benefits	3,288,577	3,173,424
	<b>3,288,577</b>	<b>3,173,424</b>
<b>8 SHORT TERM BORROWINGS</b>		
<b>Secured</b>		
Cash credit from banks	75,147,941	94,096,287
Working capital loan	21,830,519	24,254,795
	<b>96,978,460</b>	<b>118,351,082</b>
a) Cash credit and Working Capital Demand Loan is secured against hypothecation of inventories and bookdebts of the Company as well as first charge on the fixed assets of the Company and carries interest @ 12.25%-12.50% p.a.		
<b>9 TRADE PAYABLES</b>		
Trade payables	22,333,844	93,507,853
(Refer note 32 for details of dues to Micro, Small and Medium enterprises)		
	<b>22,333,844</b>	<b>93,507,853</b>
<b>10 OTHER CURRENT LIABILITIES</b>		
Current maturities of long term debt (refer note 5)	647,536	903,951
Trade advances	4,920,195	2,637,958
Income received in advance	35,532,182	23,350,722
Statutory dues and taxes payable	11,048,866	15,560,129
	<b>52,148,779</b>	<b>42,452,760</b>
<b>11 SHORT TERM PROVISIONS</b>		
Short-term provision for leave benefits	407,753	847,411
	<b>407,753</b>	<b>847,411</b>

### 12 FIXED ASSETS

(Amount in ₹)

Particulars	Gross Block			Depreciation				Net Block		
	As at		As at	As at	For current	On	As at	As at	As at	
	01/04/2014	Additions	Deductions	31/03/2015	01/04/2014	period	Deductions	31/03/2015	31/03/2015	31/03/2014
<b>Tangible Assets</b>										
1 Leasehold Land	1,177,904	-		1,177,904	513,807	27,492	-	541,299	636,605	664,097
2 Building	229,246,352	-	2,949,750	226,296,602	13,632,472	3,732,435	407,622	16,957,285	209,339,317	215,613,880
3 Plant and Equipment	13,982,920	-	5,918,820	8,064,100	4,293,051	666,942	2,951,405	2,008,588	6,055,512	9,689,869
4 Furniture and Fixture	11,451,993	29,250	4,089,799	7,391,444	3,922,208	874,441	2,493,251	2,303,398	5,088,046	7,529,785
5 Vehicle	9,437,071	-	427,701	9,009,370	2,892,292	1,308,294	334,098	3,866,488	5,142,882	6,544,779
6 Office Equipment	29,543,619	823,044	11,674,094	18,692,569	11,209,188	5,342,418	9,428,344	7,123,262	11,569,307	18,334,431
	<b>294,839,859</b>	<b>852,294</b>	<b>25,060,164</b>	<b>270,631,989</b>	<b>36,463,018</b>	<b>11,952,022</b>	<b>15,614,720</b>	<b>32,800,320</b>	<b>237,831,669</b>	<b>258,376,841</b>
<b>Intangible Assets</b>										
7 Software	1,617,617	57,181	-	1,674,798	297,776	273,870	-	571,646	1,103,152	1,319,841
<b>Total</b>	<b>296,457,476</b>	<b>909,475</b>	<b>25,060,164</b>	<b>272,306,787</b>	<b>36,760,794</b>	<b>12,225,892</b>	<b>15,614,720</b>	<b>33,371,966</b>	<b>238,934,821</b>	<b>259,696,682</b>
Previous Year	309,868,461	2,262,623	15,673,608	296,457,476	40,989,961	9,132,924	13,362,091	36,760,794	259,696,682	

# THIRTY FORTH ANNUAL REPORT 2014-2015



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

(Amount in ₹)

Particulars			As at 31/3/2015	As at 31/3/2014
<b>13 NON-CURRENT INVESTMENTS</b>				
(Non-trade, at-cost, un-quoted, unless otherwise stated)				
	<b>Number</b>	<b>Face Value per unit</b>		
<b>a) Investments in equity instruments</b>				
<b>In subsidiary companies (Unquoted)</b>				
PCS International Limited, Mauritius	111,000	USD 10	47,088,450	47,088,450
PCS Technology Inc., USA	2,500	USD 2	217,850	217,850
PCS Positioning Systems (India) Limited	1,760,000	INR 10	17,510,000	17,510,000
PCS Infotech Limited	500,000	INR 10	5,000,000	500,000
			<b>69,816,300</b>	65,316,300
<b>In Other Companies (Quoted)</b>				
Longview tea Limited	200	10	13,000	13,000
Chennai Petroleum Corporation Limited	1,300	10	104,000	104,000
NEPC Micon Limited	400	10	12,000	12,000
Asit C Mehta Financial Services limited	5,000	10	50,000	50,000
Riga Sugar Co Limited	2,200	10	110,000	110,000
Western India Industries Limited	7,500	10	450,000	450,000
			<b>739,000</b>	739,000
<b>In Others (Unquoted)</b>				
Saraswat Coop Bank Limited	1,000	10	10,000	10,000
			<b>10,000</b>	10,000
Total of investments in equity instruments			<b>70,565,300</b>	66,065,300
<b>b) Investment in Government securities</b>				
National Savings Certificate	4	1000	4,000	4,000
			<b>4,000</b>	4,000
<b>c) Investment in Mutual funds (Quoted)</b>				
Master shares of UTI	14,400	10	-	140,430
			-	140,430
<b>d) Investment in Non-Convertible Debentures</b>				
Alliance Infrastructure Projects Private Limited	1,025		18,773,890	-
Total Environment Living Private Limited	550		45,359,322	-
			<b>64,133,212</b>	-
<b>e) Investment in Share Certificates</b>				
Membership of Technocity Co-operative Society			10,000	-
			<b>10,000</b>	-
Total investments			<b>134,712,512</b>	66,209,730
Less: Provision for dimunition in value of quoted investments			<b>635,000</b>	635,000
<b>Net investments</b>			<b>134,077,512</b>	65,574,730
Aggregate amount of quoted Investments (Market value Rs.3,25,931 previous year Rs.6,08,834)			<b>739,000</b>	879,430
Aggregate amount of Unquoted Investments			<b>133,973,512</b>	65,330,300
Aggregate provision for dimunition in value of investments			<b>635,000</b>	635,000

# PCS TECHNOLOGY LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

Particulars	(Amount in ₹)	
	As at 31/03/2015	As at 31/03/2014
<b>14 LONG TERM LOANS AND ADVANCES</b>		
<b>Unsecured, Considered good</b>		
Security Deposits	9,764,343	12,666,853
Rent deposit - Related Parties (refer note 36)	2,254,000	4,306,700
Income tax paid (Net of provisions)	34,495,345	55,309,544
Advances recoverable in cash or in kind	5,078,215	4,265,600
Advances - Related Parties (refer note 36)	25,047,199	27,000,000
	<u>76,639,102</u>	<u>103,548,697</u>
<b>15 OTHER NON CURRENT ASSETS</b>		
Non Current Bank Balances (refer note no 18)	1,127,947	2,718,178
	<u>1,127,947</u>	<u>2,718,178</u>
<b>16 INVENTORIES</b>		
Stores & Spares*	71,930,138	76,995,892
Stock-in-trade	578,715	3,377,737
	<u>72,508,853</u>	<u>80,373,629</u>
<b>17 TRADE RECEIVABLES</b>		
<b>Unsecured</b>		
Over six months*	466,360,289	424,017,053
Other Debts	119,489,378	281,580,000
	<u>585,849,667</u>	<u>705,597,053</u>
<b>18 CASH AND BANK BALANCES</b>		
<b>Cash &amp; Cash Equivalents</b>		
Cash in hand	6,069,150	5,982,062
Balances with Banks		
In Current account	96,548,214	19,214,458
Deposits with original maturity of less than 3 months	252,396	1,608,733
	<u>102,869,760</u>	<u>26,805,253</u>
<b>Other Bank Balances</b>		
Deposits with Original maturity of more than 3 months but less than 12 months	1,633,854	3,079,251
Deposits with Original maturity of more than 12 months	1,127,947	2,718,178
	<u>2,761,801</u>	<u>5,797,429</u>
<b>Total Cash &amp; Bank Balances</b>	<b>105,631,561</b>	<b>32,602,682</b>
<b>Less: Non-current portion included in Other Non current assets</b>	<b>1,127,947</b>	<b>2,718,178</b>
	<u>104,503,614</u>	<u>29,884,504</u>
<b>19 SHORT TERM LOANS AND ADVANCES</b>		
Loans and advances to employees	28,090	869,225
Deposits/ Balance with Excise/ Sales Tax Authorities*	10,921,934	10,921,934
Advance to Suppliers*	15,155,837	23,541,282
Earnest Money Deposit*	13,184,888	13,462,468
Advances recoverable in cash or in kind (short term)	6,884,105	11,608,022
Advances - Related Parties (refer note 36)	1,030,514	544,427
	<u>47,205,368</u>	<u>60,947,358</u>
<b>20 OTHER CURRENT ASSETS</b>		
Revenue Accrued	24,151,111	26,498,424
Interest Accrued	435,603	139,178
	<u>24,586,714</u>	<u>26,637,602</u>
<b>21 REVENUE FROM OPERATIONS</b>		
Traded goods		
Computers peripherals & softwares	238,527,426	232,785,405
Sales of Services		
Computers related IT services	766,064,697	773,174,094
Other operating revenue	-	-
Net Sales	<u>1,004,592,123</u>	<u>1,005,959,499</u>

\* Refer note no.31 of Notes to the Financial Statements for Scheme of Amalgamation and Arrangement and setting off certain stressed assets upto Rs.65 cr or using Security Premium Reserve and other available Reserves. The Scheme has been approved by Hon'ble High Court of Bombay on 8th May 2015, the effect of the same will be given upon receipt of the Order from Hon'ble High Court.



# THIRTY FORTH ANNUAL REPORT 2014-2015



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

Particulars	(Amount in ₹)	
	Year ended 31/03/2015	Year ended 31/03/2014
<b>22 OTHER INCOME</b>		
Dividend from long term investments	82,800	32,400
Foreign exchange difference (Net)	324,337	1,231,499
Interest income	7,651,013	4,019,608
Other non-operating income	447,774	7,946,551
	<u>8,505,924</u>	<u>13,230,058</u>
<b>23 CHANGES IN INVENTORIES OF STOCK IN TRADE</b>		
Inventory at the end of the year		
Trading - Computers peripherals & software	578,715	3,377,737
Inventory at the beginning of the year		
Trading - Computers peripherals & software	<u>3,377,737</u>	<u>5,516,788</u>
(Increase)/ Decrease in Inventory	<u>2,799,022</u>	<u>2,139,051</u>
<b>24 EMPLOYEE BENEFIT EXPENSES</b>		
Salaries & Wages	458,981,763	463,316,918
Contribution to Provident fund etc	41,131,345	36,322,553
Staff Welfare expenses	7,422,359	6,429,362
	<u>507,535,467</u>	<u>506,068,833</u>
Refer Note No.28 for disclosures as required by AS -15 "Employee Benefits"		
<b>25 FINANCE COST</b>		
Interest expense	12,399,369	25,925,156
Other borrowing cost	647,118	3,107,136
	<u>13,046,487</u>	<u>29,032,292</u>
<b>26 DEPRECIATION</b>		
Depreciation and amortisation	12,225,892	9,132,924
Less: Transfer from revaluation reserve	<u>(1,777,178)</u>	<u>(1,790,961)</u>
	<u>10,448,714</u>	<u>7,341,963</u>
<b>27 OTHER EXPENSES</b>		
Power & fuel	4,323,272	4,309,692
Rent	6,671,732	6,833,659
Rates & taxes	503,191	978,249
Insurance	3,004,142	2,611,550
Advertisement & sales promotion	2,171,660	2,144,657
Travelling and conveyance expenses	33,400,800	37,889,676
Consumable, stores and spares	46,843,480	51,955,803
Office maintainence	3,884,522	4,296,281
Printing & stationery	3,519,177	3,553,399
Repairs to building	716,026	964,696
Communication expenses	5,095,636	4,129,827
Auditors' remuneration		
- As Auditors	417,500	417,500
- For Tax audit	50,000	50,000
- For Certificate/ limited review	190,000	170,143
Legal, professional & consultancy charges	10,047,003	9,503,197
Freight & forwarding	5,588,052	7,459,151
Directors sitting fees	450,001	350,000
Bad debts written off	16,905,464	14,979,948
Capital work in progress written off	840,000	4,202,946
Subcontracting charges paid	27,033,044	33,428,560
Sales & Work contract tax paid	1,364,603	1,620,282
Loss on sale/ disposal of non-revalued fixed assets	4,952,105	2,164,444
Miscellaneous expenses	22,783,491	15,427,601
	<u>200,754,901</u>	<u>209,441,261</u>

# PCS TECHNOLOGY LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

### 28. Employee Benefits:

- a) Contribution to Provident Fund of Rs.2,30,11,688 (previous year Rs. 1,95,70,530) is recognized as an expense and included in Contribution to Provident Funds etc. in the Statement of Profit and Loss.
- b) Defined Benefit plans in respect of Gratuity and leave encashment - as per actuarial valuation. (Amount in ₹)

Particulars	Current Year		Previous Year	
	Gratuity (Funded)	Leave encashment (Non funded)	Gratuity (Funded)	Leave encashment (Non funded)
<b>1 Change in benefit obligation</b>				
Liability at the beginning of the year	15,322,554	4,020,835	15,700,842	4,773,973
Interest cost	1,318,373	305,696	1,142,992	327,911
Current service cost	2,328,517	1,833,508	1,655,268	1,324,327
Past service cost-(vested benefits)	-	-	-	-
Benefit paid	(2,015,952)	(1,403,326)	(2,826,878)	(1,350,182)
Actuarial (Gain)/ Loss	3,447,781	(1,060,383)	(349,670)	(1,055,194)
Liability at the end of the year	<b>20,401,273</b>	<b>3,696,330</b>	<b>15,322,554</b>	<b>4,020,835</b>
<b>2 Change in Fair value of Plan Assets</b>				
Fair value of Plan assets at beginning of year	16,027,637	-	15,827,046	-
Adjustments to opening balance	(674)	-	(977,451)	-
Expected Return on Plan assets	2,118,778	-	1,843,339	-
Contributions	5,275,000	1,403,326	3,850,000	1,350,182
Benefit paid	(2,015,952)	(1,403,326)	(2,826,878)	(1,350,182)
Actuarial (Gain)/ Loss on plan assets	(999,764)	-	(1,688,419)	-
Fair value of Plan assets at end of year	<b>20,405,025</b>	<b>-</b>	<b>16,027,637</b>	<b>-</b>
<b>3 Expenses recognized in Profit &amp; Loss</b>				
Current service cost	2,328,517	1,833,508	1,655,268	1,324,327
Interest cost	1,318,373	305,696	1,142,992	327,911
Expected Return on Plan assets	(2,118,778)	-	(1,843,339)	-
Actuarial (Gain)/ Loss	4,447,545	(1,060,383)	1,338,749	(1,055,194)
Expenses recognized in the P&L a/c	<b>5,975,657</b>	<b>1,078,821</b>	<b>2,293,670</b>	<b>597,044</b>
<b>4 Actuarial Assumptions</b>				
Discount rate		8.00%		8.00%
Salary escalation rate		5.00%		5.00%
Expected Return on Plan assets		12.00%		12.00%
Retirement age		58 Years		58 Years
Mortality		IALM (2006-08) Ult.		IALM (2006-08) Ult.

The estimate of future salary increase, considered in actuarial valuation, taken into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

### 29. Note on Contingent Liability:

In respect of outstanding performance bank guarantees furnished to various customers against margin deposits as on 31st March 2015 is Rs.3,25,06,983 (Previous Year – Rs.7,05,10,715).

### 30 a) Status of statutory dues under disputes on which amount has been paid:

- 1 The Company has received a show cause notice u/s 73 of Finance Act 1994 from Commissioner Of Service Tax, Mumbai demanding Rs.50,45,046 as recipient of services for the period Apr2009 - Mar2010.

The Company has filed its reply denying the demand on the facts and grounds that the Company has paid Service Tax under the head Information Technology Services with effect from the date, the entry became applicable. Hence, the Company is not liable for further dues.

- 2 The Company has received a show cause notice u/s 73 of Finance Act 1994 from Commissioner Of Service Tax, Mumbai demanding Rs.29,13,810 as recipient of services for the period Apr2010 - Mar2011.

The Company has filed its reply denying the demand on the facts and grounds that the Company has paid Service Tax under the head Information Technology Services with effect from the date, the entry became applicable. Hence, the Company is not liable for further dues.

- 3 The Company has received a show cause notice u/s 73 of Finance Act 1994 from Commissioner Of Service Tax, Mumbai demanding Rs.5,96,410 as recipient of services for the period Apr2011 - Mar2012.

The Company has filed its reply denying the demand on the facts and grounds that the Company has paid Service Tax under the head Information Technology Services with effect from the date, the entry became applicable. Hence, the Company is not liable for further dues.

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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

**b) Status of statutory dues under disputes on which amount has not been paid:**

- 1 The Commissioner of Service Tax, Mumbai has passed an order confirming the demand of Rs.2,29,04,559 (Previous Year: Rs.4,69,24,929) u/s 73 of Finance Act 1994 purchase of software under category of Intellectual Property Rights for the period Dec2004 – Mar2009.  
The Company has obtained the legal opinion that the software purchase does not attract provisions of Intellectual Property Rights under Service Tax Rules, and now is in process of filing appeal before Appellate Tribunal.
- 2 The Company has received a demand of Rs.19,12,633 from the Commissioner of Central Excise, Pondicherry u/s 11A of Central Excise Act imposing Central Excise on pre-loading of software for the period Sept2006 - Mar2010.  
The Company has filed an appeal before Appellant Tribunal Central Excise, Customs & Service Tax, Chennai. Tribunal has passed the order granting stay on the demand. The proceedings are pending before the Tribunal at Chennai.
- 3 The Company has received a demand of Rs.5,04,995 from the Commissioner Of Central Excise (Appeal), Vapi on the ground of irregular availment of Central Excise during the period Apr2004 - Mar2005.  
The Company has filed appeal before Appellant Tribunal Central Excise, Customs & Service Tax, Ahmedabad. Tribunal has passed the order granting stay on the demand. The proceedings are pending before the Tribunal at Ahmedabad.
- 4 The Company has received a demand of Rs.44,28,762 from the Commissioner Of Central Excise(Appeal), Vapi on the ground of irregular availment of Central Excise during April 2004 - March 2005.  
The Company has filed appeal before Appellant Tribunal Central Excise, Customs & Service Tax, Ahmedabad. Tribunal has passed the order granting stay on the demand. The proceedings are pending before the Tribunal at Ahmedabad.
- 5 The Company has received a Show Cause Notice from Director of Intelligence demanding Rs. 2,15,40,551 u/s 28 of Custom Act 1962 on account of Custom Duty on import of OPK from Microsoft during the period of Apr2006 - Mar2007.  
The proceedings are pending before Commissioner of Customs, Delhi. On the basis of the legal opinion obtained, the matter has merits in favor of the Company. The Company has deposited Rs. 50 lakhs as pre-deposit under protest.
- 6 The Company has received an order of Rs.43,11,000 in FY 2006-07 from Commissioner of Central Excise (Appeal) Mumbai on account of alleged non-submission of import documents of various goods under Project Import Regulation Act 1986.  
The Company has filed as appeal before CESTAT Mumbai, on the grounds of merits of the case. The Hon'ble High Court of Judicature at Bombay has set aside the order of CESTAT dated 8th June 2006 for pre-deposit of Rs.15 lakhs.
- 7 The Company has received a show cause notice u/s 73 of Finance Act 1994 from Commissioner Of Service Tax, Mumbai demanding Rs.25,21,282 on account of wrong availment of Cenvat Credit for the period Apr2012 - Mar2013.  
The Company has filed its reply denying the demand on the merits and grounds.

- 31.** "The Scheme of Amalgamation and Arrangement between PCS International Limited, Mauritius ('PIL Mauritius' or 'the Transferor Company') and PCS Technology Limited ('PTL' or 'the Company' or '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, ("the Scheme") has been sanctioned by the Hon'ble Bombay High Court on 8th May, 2015.

The Scheme was approved by the Board of Directors in its meeting held on 21st May, 2014 and the Company received 'No Objection' letter in support of the Scheme from BSE Ltd, Pune Stock Exchange Ltd. Subsequently, the Scheme was approved by the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Company on 23rd January, 2015. The Scheme inter-alia provides for the merger of PIL Mauritius into the Company and also provides for financial restructuring of the Company with respect to its unproductive activities. Accordingly, it proposed to write off certain stressed assets against the Securities Premium Account and other available reserves.

Currently, the Company is awaiting to receive the authenticated copy of the Order approving the Scheme from the Hon'ble Bombay High Court. Pursuant to receipt of the Order, the Company shall file the copy of the Order vide e-form INC 28 with the Registrar of Companies, Pune and also with the Regulatory Authority at Mauritius for the striking off the name of PIL Mauritius from their records.

The Appointed Date for the Scheme is 1st April 2014. However, as the Scheme would only be effective pursuant to striking off the name of the Transferor Company by Regulatory Authority at Mauritius, no effect of the Scheme has been given in the financial statements of the Company for FY 2014-15."

- 32. Particulars of dues to Micro, Small and Medium Enterprises under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act):**

(Amount in ₹)

Particulars	As at	
	31/3/2015	31/3/2014
Principle amount due to suppliers under MSMED Act at the year end	603,774	28,164
Interest accrued & due to suppliers under MSMED Act on the above amount, unpaid at the year end	7,416	3,367
Payment made to suppliers (other than interest) beyond the appointed day during the year	-	16,875
Interest paid to suppliers under MSMED Act during the year	-	-
Interest due & payable to suppliers under MSMED Act for payments already made	-	566
Interest accrued & remaining unpaid at the end of the year to supplier under MSMED Act.	7,416	3,933

- 33 (A) Value of imported and indigenous Computer and Peripherals Accessories consumed and percentage there of: (Amount in ₹)**

Particulars	31/3/2015		31/3/2014	
	Value	%	Value	%
Imported	-	-	1,526,742	0.80%
Indigenous	192,761,469	100.00%	188,863,342	99.20%
	192,761,469	100.00%	190,390,084	100.00%

# PCS TECHNOLOGY LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

(B) Value of imports on CIF basis in respect of: (Amount in ₹)

Particulars	31/3/2015	31/3/2014
Raw Material, Store & spares and Computer Peripherals	-	1,615,246

(C) Expenditure in foreign currency: (Amount in ₹)

Particulars	31/3/2015	31/3/2014
Traveling	3,703,317	5,396,786

(D) Earning in foreign currency: (Amount in ₹)

Particulars	31/3/2015	31/3/2014
Export sales and services	19,115,547	40,964,140

### 34 Particulars of Earnings per Shares:

Particulars	31/3/2015	31/3/2014
a) Net Profit for the year		
Before extraordinary items (Rs.)	54,582,987	40,149,224
After extraordinary items (Rs.)	54,582,987	40,149,224
b) Number of equity shares outstanding at the beginning and at the end of the year	20,950,677	20,950,677
c) Nominal Value of the shares (Rs.)	10.00	10.00
d) Basic and diluted Earning per share (Rs.) (a/b)		
Before extraordinary items	2.61	1.92
After extraordinary items	2.61	1.92

### 35. Segment Reporting:

The Company is engaged mainly in Computer peripherals, software's and related IT services and as such it is the only reportable business segment. The export sales of the company are less than 10% of the total turnover and hence there is single reportable geographical segment.

### 36.1 Related parties disclosures:

#### A Names of the related parties (where control exists) - Subsidiary Companies

- |  |                                     |
|--|-------------------------------------|
| 1. PCS International Limited, Mauritius    | 4. Mr. Arihant Patni                |
| 2. PCS Technology USA, Inc.                | (Son of Mr. G.K. Patni)             |
| 3. PCS Positioning Systems (India) Limited | 5. Mrs. Ruchi Patni                 |
| 4. PCS Infotech Limited                    | (Daughter-in-law of Mr. G.K. Patni) |

#### B Other Related parties with whom there are transactions during the year.

##### a) Key Management Personnel

- |                                       |  |
|---------------------------------------|--|
| 1. Mr. G.K.Patni (Chairman)           | 7. Estate of Late Mr. Sobhagmal M. Patni |
| 2. Mr. A.K.Patni (Vice Chairman)      | 8. Estate of Late Mrs Kanchanbai Patni   |
| 3. Mr. H C Tandon (Managing Director) |  |

##### b) Relatives of key management personnel

1. Mrs. Rajnikanta Patni  
(Wife of Mr. G.K. Patni)
2. Mrs. Sadhna Patni  
(Wife of Mr. A.K. Patni)
3. Mr. Apoorva Patni (Director)  
(Son of Mr. A.K.Patni)

##### c) Affiliates (Enterprises over which Key Management personnel or their relatives have significant influence)

1. Ashoka Computer Systems Private Limited
2. PCS Cullinet Private Limited
3. PCS Finance Private Limited
4. Kalpavruksh Systems Limited
5. Saulese Energija Limited
6. AAP & Associates, LLP
7. Patni Healthcare Limited

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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

### 36.2 Transactions carried out with related parties referred above, in ordinary course of business:

(Amount in Rs.)

Description	Subsidiaries Companies	Key Management Personnel	Relative of key Management Personnel	Affiliates	Total
1 Sales of goods and services	19,951,809 (19,613,697)	- (-)	- (-)	1,823,514 (930,987)	20,287,769 (20,544,684)
2 Rent paid	- (-)	516,000 (255,000)	- (-)	- (-)	516,000 (255,000)
3 Reimbursement of expenses paid	- (-)	- (-)	- (-)	- (428,988)	- (428,988)
4 Recovery of expenses received	538,786 (622,052)	- (-)	- (-)	- (480,411)	538,786 (1,102,463)
5 Advances given	1,750,000 (27,000,000)	- (-)	- (-)	- (-)	1,750,000 (27,000,000)
6 Advances recovered	3,750,000 (-)	- (-)	- (-)	- (-)	3,750,000 (-)
7 Investments	4,500,000 (-)	- (-)	- (-)	- (-)	4,500,000 (-)
8 Security Deposit (Rent) given	- (-)	- (54,000)	- (-)	- (-)	- (54,000)
9 Security Deposit (Rent) received back	- (-)	- (-)	1,700,000 (-)	- (406,700)	1,700,000 (406,700)
10 Loan Refunded	- (-)	13,000,000 (65,800,000)	- (-)	- (950,000)	13,000,000 (66,750,000)
11 Remuneration to Directors	- (-)	3,206,434 (2,749,400)	- (-)	- (-)	3,206,434 (2,749,400)

### 36.3 Balance outstanding as at year end:

(Amount in Rs.)

Description	Subsidiaries Companies	Key Management Personnel	Relative of key Management Personnel	Affiliates	Total
1 Receivable	29,004,133 (29,678,158)	- (-)	- (-)	102,908 (438,878)	29,107,041 (30,117,036)
2 Loan taken	- (-)	20,000,000 (33,000,000)	- (-)	- (-)	20,000,000 (33,000,000)
3 Advances given	25,000,000 (27,000,000)	- (-)	- (-)	- (-)	25,000,000 (27,000,000)
4 Property deposits	- (-)	54,000 (54,000)	2,200,000 (3,900,000)	- (-)	2,254,000 (3,954,000)

### 36.4 Significance closing balances outstanding as at year end:

(Amount in Rs.)

Description	Subsidiaries Companies	Key Management Personnel	Relative of key Management Personnel	Affiliates
1 <b>Receivable</b>				
PCS Positioning Systems (India) Limited	11,733,050 (11,685,851)	- (-)	- (-)	- (-)
PCS Infotech Limited	2,074,349 (3,774,975)	- (-)	- (-)	- (-)
PCS International Limited	9,760,069 (8,903,506)	- (-)	- (-)	- (-)
PCS Technology USA Inc.,	5,436,665 (5,313,826)	- (-)	- (-)	- (-)
Patni Healthcare Limited	- (-)	- (-)	- (-)	81,371 (438,878)
Kalpavruksh Systems Limited	- (-)	- (-)	- (-)	21,537 (-)
2 <b>Loan Taken</b>				
Mr. A.K. Patni	- (-)	10,000,000 (23,000,000)	- (-)	- (-)
Mr. G.K. Patni	- (-)	10,000,000 (10,000,000)	- (-)	- (-)
3 <b>Advances given</b>				
PCS Positioning Systems (India) Limited	25,000,000 (25,000,000)	- (-)	- (-)	- (-)

# PCS TECHNOLOGY LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

### 36.4 Significance closing balances outstanding as at year end:

(Amount in Rs.)

Description	Subsidiaries Companies	Key Management Personnel	Relative of key Management Personnel	Affiliates
<b>4 Property Deposits</b>				
Late Mrs. Kanchanbai Patni	-	-	-	-
	(-)	(-)	(1,100,000)	(-)
Mrs. Rajnikanta Patni	-	-	<b>500,000</b>	-
	(-)	(-)	(600,000)	(-)
Mrs. Sadhana Patni	-	-	<b>500,000</b>	-
	(-)	(-)	(700,000)	(-)
Mr. Apoorva Patni	-	-	<b>600,000</b>	-
	(-)	(-)	(600,000)	(-)
Mr. Arihant Patni	-	-	<b>500,000</b>	-
	(-)	(-)	(500,000)	(-)
Sobhagmal Maganmal Patni HUF	-	-	<b>100,000</b>	-
	(-)	(-)	(200,000)	(-)
Mr. A.K. Patni	-	<b>54,000</b>	-	-
	(-)	(54,000)	(-)	(-)

### 36.5 Significant transactions carried out with related parties referred above, in ordinary course of business:

(Amount in Rs.)

Description	Subsidiaries Companies	Key Management Personnel	Relative of key Management Personnel	Affiliates
<b>1 Sales of goods and services</b>				
PCS Infotech Limited	<b>19,951,809</b>	-	-	-
	(19,613,697)	(-)	(-)	(-)
Kalpavruksh Systems Limited	-	-	-	<b>1,006,980</b>
	(-)	(-)	(-)	(930,987)
Patni Healthcare Limited	-	-	-	<b>816,534</b>
	(-)	(-)	(-)	-
<b>2 Rent paid</b>				
Mr. A. K. Patni	-	<b>216,000</b>	-	-
	(-)	(180,000)	(-)	(-)
Mr. Apoorva Patni	-	<b>300,000</b>	-	-
	(-)	(75,000)	(-)	(-)
<b>3 Reimbursement of expenses paid</b>				
AAP & Associates LLP	-	-	-	-
	(-)	(-)	(-)	(428,988)
<b>4 Recovery of expenses received</b>				
PCS Infotech Limited	<b>5,500</b>	-	-	-
	(77,625)	(-)	(-)	(-)
Saulese Energija Limited	-	-	-	-
	(-)	(-)	(-)	(135,297)
Patni Healthcare Limited	-	-	-	-
	(-)	(-)	(-)	(301,597)
Kalpavruksh Systems Limited	-	-	-	-
	(-)	(-)	(-)	(43,517)
PCS Positioning Systems (India) Limited	<b>47,199</b>	-	-	-
	(-)	(-)	(-)	(-)
PCS International Limited, Mauritius	<b>486,087</b>	-	-	-
	(544,427)	(-)	(-)	(-)
<b>5 Advances given</b>				
PCS Infotech Limited	1,750,000	-	-	-
	<b>(2,000,000)</b>	(-)	(-)	(-)
PCS Positioning Systems (India) Limited	-	-	-	-
	(25,000,000)	(-)	(-)	(-)
<b>6 Advances recovered</b>				
PCS Infotech Limited	3,750,000	-	-	-
	(-)	(-)	(-)	(-)
<b>7 Investments made</b>				
PCS Infotech Limited	4,500,000	-	-	-
	(-)	(-)	(-)	(-)

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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

### 36.5 Significant transactions carried out with related parties referred above, in ordinary course of business:

(Amount in Rs.)

Description	Subsidiaries Companies	Key Management Personnel	Relative of key Management Personnel	Affiliates
8 <b>Security Deposit (rent) refunded</b>				
Late Mrs. Kanchanbai Patni	-	-	1,100,000	-
	(-)	(-)	(-)	(-)
Mrs. Rajnikanta G. Patni	-	-	100,000	-
	(-)	(-)	(-)	(-)
Mrs. Sadhana A. Patni	-	-	200,000	-
	(-)	(-)	(-)	(-)
Sobhagmal Maganmal Patni HUF	-	-	100,000	-
	(-)	(-)	(-)	(-)
Late Mr. Sobhagmal Maganmal Patni	-	-	100,000	-
	(-)	(-)	(-)	(-)
Mrs. Ruchi A. Patni	-	-	100,000	-
	(-)	(-)	(-)	(-)
Ashoka Computer System Private Limited	-	-	-	-
	(-)	(-)	(-)	(100,270)
PCS Cullinet Private Limited	-	-	-	-
	(-)	(-)	(-)	(101,400)
PCS Finance Private Limited	-	-	-	-
	(-)	(-)	(-)	(205,030)
9 <b>Loan refunded</b>				
Mr. A. K. Patni	-	13,000,000	-	-
	(-)	(65,800,000)	(-)	(-)
Ashoka Computer System Private Limited	-	-	-	-
	(-)	(-)	(-)	(200,000)
PCS Cullinet Private Limited	-	-	-	-
	(-)	(-)	(-)	(200,000)
PCS Finance Private Limited	-	-	-	-
	(-)	(-)	(-)	(550,000)
10 <b>Remuneration to Directors</b>				
H.C.Tandon	-	3,206,434	-	-
	(-)	(2,749,400)	(-)	(-)

### 37.1 Disclosure required by Clause 32 of the Listing Agreement:

Amount of loans and advances in nature of loans outstanding from subsidiaries:

(Amount in Rs.)

PCS Positioning Systems (India) Limited	25,000,000
	(-)
PCS Infotech Limited	-
	(2,000,000)

Note: Previous year figures are shown in brackets

### 37.2 Details of Investment by the Loanee in the shares of the company:

None of the Loanee have made investments in the shares of the company.

38. Figures for the previous year have been regrouped/ rearranged wherever necessary.

As per my report of even date attached

For **S. C. BANDI & COMPANY**  
Chartered Accountants

**S. C. Bandi**  
Proprietor  
Membership no. 16932

Place : Mumbai  
Date : 30<sup>th</sup> May, 2015

For and on behalf of the Board of Directors

**G. K. Patni**  
(Chairman)

**H.C. Tandon**  
(Managing Director & CEO)

**A. K. Patni**  
(Vice Chairman)

# PCS POSITIONING SYSTEMS (INDIA) LIMITED

## MANAGEMENT & ADMINISTRATION

**DIRECTORS** : H. C. Tandon Yash Bhardwaj A. K. Patni  
D. B. Maheshwari M. P. Jain

**Registered Office** : S. No. 1-A, F-1, Irani Market Compound,  
Yerawada, Pune - 411 106.

**CIN** : U72900PN2004PLC019448

## DIRECTORS' REPORT

The Members,

### PCS POSITIONING SYSTEMS (INDIA) LIMITED

Your Directors of the Company are pleased to present the Eleventh Annual Report with the statement of Audited financial accounts for the financial year ended 31st March, 2015.

### FINANCIAL RESULTS (Rs in lakhs)

Particulars	Financial Year ended 31.03.2015	Financial Year ended 31.03.2014
Sales and other Income	-	-
Profit/(Loss) before interest, depreciation & taxation	(37.08)	(0.15)
Interest	-	-
Depreciation	-	3.25
Profit/(Loss) before taxation	(37.08)	(3.40)
Profit/(Loss) after taxation	(37.08)	(3.40)
Profit/(Loss) as per last balance sheet	(473.00)	(470.00)
Balance carried to Balance sheet	(510.21)	(473.00)

### OPERATIONS

During the year under review, your Company has not carried out any business activity; however the management is evaluating various options to restructure the activities in the best interest of the Company.

Considering the revisions in the useful life of various fixed assets as per schedule II of the Companies Act, 2013, the useful life of all fixed assets have been reviewed and accordingly ceased assets have been written off in the current year.

### EXTRACTS OF ANNUAL RETURN

The details forming part of the extracts of the Annual return in Form MGT-9 is enclosed in Annexure I

### DIVIDEND

In view of the losses incurred by Company, your Directors express their inability to recommend any dividend for the financial year ended 31<sup>st</sup> March 2015.

### RESERVES

Since the Company do not recommend any dividend, it is not required to transfer any amount to the General Reserve of the Company for the year under review.

### MATERIAL CHANGES & COMMITMENTS AFFECTING THE FINANCIAL POSITIONS OF THE COMPANY

No, material changes & Commitments have occurred between the end of Financial year of the Company to which the Financial statement relates and the date of this report which affects the financial position of the Company.

### SUBSIDIARY COMPANY:

As on March 31, 2015, the Company does not have any subsidiary

### CORPORATE SOCIAL RESPONSIBILITY:

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility

### DECLARATION BY INDEPENDENT DIRECTORS

The Company was not required to appoint Independent Directors under Section 149(4) and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 hence no declaration has been obtained

## DIRECTORS

### Retirement by Rotation

As per Article 105 of the Articles of Association of the Company, Mr. D.B Maheshwari and Mr. Mir Prakash Jain, Directors of the Company retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment on the Board of your company.

### Meetings

During the year under review, six Board Meetings were convened and held as on 6<sup>th</sup> May, 2014, 29<sup>th</sup> May, 2014, 17<sup>th</sup> July, 2014, 23<sup>rd</sup> October, 2014, 29<sup>th</sup> January, 2015 and 25<sup>th</sup> February, 2015. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

### Statutory Auditors

The Company's Auditors, Mr. S. C Bandi of M/s. S.C Bandi & Co., Chartered Accountants, Mumbai who retire at the ensuing Annual General Meeting of the Company are eligible for reappointment. He has confirmed his eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder for reappointment as Statutory Auditors of the Company.

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to sub-section (3C) of Section 134 of the Companies Act, 2013, the Board of Directors of the Company hereby confirms that:

1. In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
2. Appropriate accounting policies have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the company as at 31st March, 2015 and of the loss of the company for the said year;
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
4. Annual Accounts have been prepared on a going concern basis.
5. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS AND RELATED PARTY TRANSACTIONS

All the details regarding Loans, Guarantees, Investments and Related Party Transactions, as required under the Companies Act, 2013 are given in the notes to the Financial Statements.

### DEPOSITS

Your Company has neither invited nor accepted any deposits from the public so far.

### PARTICULARS OF EMPLOYEES

During the financial year, there were no employees drawing remuneration in excess of the monetary ceiling prescribed under Section 197 read with Rule, 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/OUTGO

Since the Company has not carried out any business activity, it is not required to disclose information under the Section 134 (3) (m) of the Companies Act, 2013.

### ACKNOWLEDGEMENTS

Your Directors express their warm appreciation to all the employees for their diligence and contribution towards the successful commencement of the operations of the Company. The Board of Directors takes this opportunity to thank every stakeholder including customers of the Company for their co-operation extended to the Company.

On behalf of the Board of Directors

Place: Mumbai,  
Date: 29<sup>th</sup> May, 2015

**H.C Tandon**  
Director

**A.K. Patni**  
Director



# ANNUAL REPORT 2014-2015

## PCS POSITIONING SYSTEMS (INDIA) LTD.



Annexure 1

### FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

#### I. REGISTRATION & OTHER DETAILS:

CIN	U72900PN2004PLC019448
Registration Date	29/06/2004
Name of the Company	PCS POSITIONING SYSTEMS (INDIA) LIMITED
Category/Sub-category of the Company	Computer Software, Information Technology & Information Technology Enabled Services
Address of the Registered office & contact details	S. No. 1A, F-1, Irani Market Compound, Yerawada, Pune- 411006
Whether listed company	No
Name, Address & contact details of the Registrar & Transfer Agent, if any.	N.A

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Computer software and related Activities	6202	100%

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
1	PCS Technology Limited	L74200MH1981PLC024279	Holding Company	100%	2(46)

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Government	-	-	-	-	-	-	-	-	-
c) State Government(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	1760000	1760000	100%	-	1760000	1760000	100%	-
e) Banks / Financial Institutions	-	-	-	-	-	-	-	-	-
f) Director/ Relatives	-	-	-	-	-	-	-	-	-
g) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total A(1)</b>	-	1760000	1760000	100%	-	1760000	1760000	100%	-
(2) Foreign	-	-	-	-	-	-	-	-	-
a) Individuals (NRIs/Foreign Individuals)	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) State Government(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks / Financial Institutions	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total A(2)</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A) =(A) (1)+(A)(2)</b>	-	1760000	1760000	100%	-	1760000	1760000	100%	-
<b>B. Public Shareholding</b>	-	-	-	-	-	-	-	-	-
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks / Financial Institutions	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Central Government	-	-	-	-	-	-	-	-	-
d) State Government	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) Foreign Institutional Investors	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub Total (B)(1)</b>	-	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>	-	-	-	-	-	-	-	-	-
a) Bodies Corporate	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Any Other	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Other Directors / Relatives	-	-	-	-	-	-	-	-	-
Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
OCB	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2)</b>	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	-	-	-	-	-	-	-	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	1760000	1760000	100%	-	1760000	1760000	100%	-

## ii. Shareholding of Promoter & Promoter Group

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	M/s PCS Technology Limited	1749996	100%	-	1749996	100%	-	-
2	Mr. Arihant G Patni (Nominee of PCS Technology Ltd.)	9990	0%	-	9990	0%	-	-
3	Mr. Dinesh B. Maheshwari (Nominee of PCS Technology Ltd.)	10	0%	-	10	0%	-	-
4	Mr. A S Velanpur (Nominee of PCS Technology Ltd.)	1	0%	-	1	0%	-	-
5	Mr. Yash V. Bhardwaj (Nominee of PCS Technology Ltd.)	1	0%	-	1	0%	-	-
6	Mr. Harish C. Tandon (Nominee of PCS Technology Ltd.)	1	0%	-	1	0%	-	-
7	Mr. Mir Prakash Jain (Nominee of PCS Technology Ltd.)	1	0%	-	1	0%	-	-

# ANNUAL REPORT 2014-2015

## PCS POSITIONING SYSTEMS (INDIA) LTD.



### iii. Change in Promoters' Shareholding (please specify, if there is no change)

There is no change in the Promoter's Shareholding pattern.

**Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	N.A.	N.A.	N.A.	N.A.	N.A.

### iv. Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Ashokkumar S. Patni	0	0%	0	0%
2	Mr. Harish C. Tandon	1	0%	1	0%
3	Mr. Yash Bhardwaj	1	0%	1	0%
4	Mr. Mir Prakash Jain	1	0%	1	0%
5	Mr. Dinesh Baboo Maheshwari	1	0%	1	0%

### V. INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Rupees)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	2,50,00,000	-	2,50,00,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	2,50,00,000	-	2,50,00,000
<b>Change in Indebtedness during the financial year</b>				
* Addition	-	-	-	-
* Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	2,50,00,000	-	2,50,00,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	2,50,00,000	-	2,50,00,000

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

#### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of Managing Director	Total Amount Rs.
1	Gross salary	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify...	-	-
5	Others, please specify	-	-
	Total (A)	-	-
	Ceiling as per the Act	-	-

**B. Remuneration to other directors (Independent)**

(Rupees)

SN.	Particulars of Remuneration	Name of Directors						Total Amount
	<b>Independent Directors</b>	-	-	-	-	-	-	
	Fee for attending board & committee meetings	-	-	-	-	-	-	
	Commission	-	-	-	-	-	-	
	Others, please specify	-	-	-	-	-	-	
	Total (1)	-	-	-	-	-	-	
	<b>Other Non-Executive Directors</b>	-	-	-	-	-	-	
	Fee for attending board committee meetings	-	-	-	-	-	-	
	Commission	-	-	-	-	-	-	
	Others, please specify	-	-	-	-	-	-	
	Total (2)	-	-	-	-	-	-	
	Total (B)=(1+2)	-	-	-	-	-	-	
	Total Managerial Remuneration	-	-	-	-	-	-	
	Overall Ceiling as per the Act	-	-	-	-	-	-	

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

(Rupees)

SN	Particulars of Remuneration	Name of the KMP		
1	Gross salary	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total	-	-	-

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

## **INDEPENDENT AUDITOR'S REPORT**

To the Members of PCS Positioning Systems (India) Limited

### **1. Report on the Standalone Financial Statements**

I have audited the accompanying standalone financial statements of PCS Positioning Systems (India) Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### **2. Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **3. Auditor's Responsibility**

- a. My responsibility is to express an opinion on these standalone financial statements based on my audit.
- b. I have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
- c. I conducted my audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
- d. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
- e. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the standalone financial statements.

### **4. Opinion**

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid standalone financial statements give the information required by the Act in the manner so required and

give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2015, and its profit and its cash flows for the year ended on that date.

### **5. Report on Other Legal and Regulatory Requirements**

As required by 'the Companies (Auditor's Report) Order, 2015' issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as I considered appropriate and according to the information and explanations given to me, I give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

### **6. As required by Section 143 (3) of the Act, I report that:**

- a. I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit.
- b. In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In my opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in my opinion and to the best of my information and according to the explanations given to me:
  - i. There were no pending litigations on Company's financial position in its financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **S.C. Bandi & Co.**  
Chartered Accountants  
Firm Reg. No.130850W

**S.C. BANDI**  
(Proprietor)  
M.No.16932

Place: Mumbai  
Date: 29<sup>th</sup> May 2015

# PCS POSITIONING SYSTEMS (INDIA) LIMITED

## ANNEXURE TO THE AUDITORS' REPORT

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The assets have been physically verified by the management during the year and no major discrepancies were noticed on such verification.
- (ii) The Company do not hold any physical inventories during the current financial year covered under audit and also in immediately preceding financial year. Therefore, the provisions of sub-clauses (a) to (c) of clause (ii) of paragraph 3 of the Order are not applicable.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Therefore, the provisions of sub-clauses (a) and (b) of clause (iii) of paragraph 3 of the Order are not applicable.
- (iv) In my opinion and according to the information and explanations given to me, there are adequate internal control procedures commensurate with the size of the Company and the nature of business with regard to purchases of inventory, fixed asset and with regard to the sale of goods and services. During the course of my audit, no major weakness has been noticed in internal control system.
- (v) The Company has not accepted any deposits from the public and hence, the provisions of clause (v) of paragraph 3 of the Order are not applicable to the Company.
- (vi) The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act 2013 for any of the products of the Company.
- (vii) (a) The Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.
- According to the information and explanations given to me, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues were in arrears as at 31<sup>st</sup> March 2015 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to me, there are no cases in which dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess have not been deposited on account of any dispute as at 31<sup>st</sup> March 2015.
- (c) During the financial year covered by my audit, no amount was required to be transferred to investor education and protection fund.

- (viii) The Company has no accumulated losses and has not incurred any cash losses during the financial year covered by my audit or in the immediately preceding financial year.
- (ix) According to the information and explanations given to me, the Company has not defaulted in repayment of dues to financial institutions or banks.
- (x) In my opinion and according to the information and explanations given to me, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) The Company has not raised any new term loan during the year and therefore clause (xi) of the said Order relating to application of term loan for the purpose for which it was obtained is not applicable.
- (xii) According to the information and explanations given to me, no fraud on or by the company has been noticed or reported during the course of my audit.

For **S.C. Bandi & Co.**  
Chartered Accountants  
Firm Reg. No.130850W

**S.C. BANDI**  
(Proprietor)  
M.No.16932

Place: Mumbai  
Date :29<sup>th</sup> May 2015

# ANNUAL REPORT 2014-2015

## PCS POSITIONING SYSTEMS (INDIA) LTD.



### BALANCE SHEET AS AT 31ST MARCH 2015

Particulars	Note	As at 31st March 2015 (Amount in ₹)	As at 31st March 2014 (Amount in ₹)
<b>Equity and Liabilities</b>			
<b>Shareholders' funds</b>			
Share Capital	3	17,600,000	17,600,000
Reserves and Surplus	4	(51,021,255)	(47,313,557)
<b>Non-current liabilities</b>			
Long term borrowings	5	25,000,000	25,000,000
<b>Current liabilities</b>			
Trade payables	6	12,718,642	12,671,443
Other current liabilities	7	373,374	373,374
<b>TOTAL</b>		<b>4,670,761</b>	<b>8,331,260</b>
<b>Assets</b>			
<b>Non-current assets</b>			
Fixed Assets			
Tangible Assets	8	-	3,660,499
Intangible Assets	8	450,747	450,747
Long term Loans and advances	9	441,627	441,627
<b>Current assets</b>			
Trade Receivables	10	3,062,965	3,062,965
Cash and Bank balances	11	36,416	36,416
Short Term loans and advances	12	679,006	679,006
<b>TOTAL</b>		<b>4,670,761</b>	<b>8,331,260</b>

The accompanying notes are an integral part of the financial statements

As per my Report of even date

For **S C BANDI & CO.**  
(Chartered Accountants)

For and on behalf of the Board of Directors

**A.K. Patni** Director  
**H. C. Tandon** Director  
**Yash Bharadwaj** Director

**S C Bandi**  
(Proprietor)

Membership No.16932

Place : Mumbai

Date : 29th May, 2015

### STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 ST MARCH 2015

Particulars	Note	Year Ended 31st March 2015 (Amount in ₹)	Year Ended 31st March 2014 (Amount in ₹)
Revenue from Operation (net)		-	-
Other Income		-	-
<b>Total Revenue</b>		<b>-</b>	<b>-</b>
<b>Expenses</b>			
Other expenses	13	3,707,698	15,460
Depreciation	8	-	325,082
<b>Total Expenses</b>		<b>3,707,698</b>	<b>340,542</b>
<b>Loss before tax</b>		<b>( 3,707,698)</b>	<b>(340,542)</b>
<b>Tax expense</b>		<b>-</b>	<b>-</b>
<b>Loss for the year</b>		<b>( 3,707,698)</b>	<b>(340,542)</b>
Basic & Diluted earning per share of ₹ 10/- each		<b>(2.11)</b>	<b>(0.19)</b>

The accompanying notes are an integral part of the financial statements

As per my Report of even date

For **S C BANDI & CO.**  
(Chartered Accountants)

For and on behalf of the Board of Directors

**A.K. Patni** Director  
**H. C. Tandon** Director  
**Yash Bharadwaj** Director

**S C Bandi**  
(Proprietor)

Membership No.16932

Place : Mumbai

Date : 29th May, 2015

# PCS POSITIONING SYSTEMS (INDIA) LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

PARTICULARS	Year Ended 31st March 2015 (Amount in ₹)	Year Ended 31st March 2014 (Amount in ₹)
<b>Cash flow arising from operating activities:</b>		
Net loss before tax	(3,707,698)	(340,542)
Adjustment for:		
Fixed assets written-off	3,660,499	-
Depreciation	-	325,082
<b>Operating loss before working capital changes</b>	<b>(47,199)</b>	<b>(15,460)</b>
Decrease/ (Increase) in Trade and other Receivables	-	-
(Decrease)/ Increase in Trade and other payables	47,199	8,427
<b>Cash generated from operations</b>	<b>-</b>	<b>(7,033)</b>
Income Tax paid (net of refunds)	-	-
<b>Net cash flow from/used operating activities</b>	<b>-</b>	<b>(7,033)</b>
<b>Cash flow arising from investing activities</b>	<b>-</b>	<b>-</b>
<b>Cash flow arising from financing activities</b>	<b>-</b>	<b>-</b>
Proceeds from Unsecured Loans taken from holding company	-	25,000,000
Repayment of Unsecured Loan taken from Directors	-	(25,000,000)
<b>Net Cash from financing activities</b>	<b>-</b>	<b>-</b>
<b>Net Increase/(Decrease) in Cash/ Cash Equivalents</b>	<b>-</b>	<b>(7,033)</b>
<b>Cash and Cash Equivalents at the beginning of the year</b>	<b>36,416</b>	<b>43,449</b>
<b>Cash and Cash Equivalents at end of the year 31st March, 2015</b>	<b>36,416</b>	<b>36,416</b>

As per my Report of even date

For **S C BANDI & CO.**  
(Chartered Accountants)

For and on behalf of the Board of Directors

**A. K. Patni** Director

**H. C. Tandon** Director

**Yash Bharadwaj** Director

**S C Bandi**

(Proprietor)

Membership No.16932

Place : Mumbai

Date : 29th May, 2015

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2015

### 1 Basis of Preparation

These financial statements have been prepared in accordance with the generally accepted accounting principles in India, under the historical cost convention, and on accrual basis. These financial statements comply in all material respects with the applicable Accounting Standards specified under Section 133 of the Act read with rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013.

### 2 Significant Accounting Policies

#### Fixed Assets

Fixed Assets are stated at cost of acquisitions net of modvat/ cervat credit. All cost relating to acquisition and installation are capitalized. Pre-operative expenses capitalized forms part of the cost of assets.

#### Depreciation

Depreciation is provided on straight line method, at the rates and in a manner prescribed in Schedule II to the Companies Act, 2013.

#### Revenue Recognition

Sale is recognized when risks and rewards of ownership are passed on to the customers, which is on dispatch of goods. Sales are stated exclusive of excise duty and sales tax including VAT wherever applicable. Service revenues are recognized in accordance with the terms and conditions of the contract.

#### Foreign Exchange Transaction

Transactions in foreign currencies are converted in rupees using the exchange rate prevailing on the date of transaction. Monetary assets and liabilities in foreign currency at the end of year are converted at the rate prevailing on the date. Exchange rate differences are recognized in the Statement of Profit and Loss.

#### Borrowing cost

Borrowing costs that is not directly attributable to the acquisition, construction or production of a qualifying asset is charged to the statement of profit and loss.

Particulars	As at 31/03/2015 Amount in ₹	As at 31/03/2014 Amount in ₹
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### 3 SHARE CAPITAL

#### Authorised

3,000,000 Equity shares of Rs.10/- each	<b>30,000,000</b>	<u>30,000,000</u>
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#### Issued, Subscribed and Paid up

1,760,000 Equity shares of Rs.10/- each fully paid up	<b>17,600,000</b>	<u>17,600,000</u>
---	-------------------	-------------------

	<b>17,600,000</b>	<u>17,600,000</u>
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#### (a) Terms /Rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.



# ANNUAL REPORT 2014-2015

## PCS POSITIONING SYSTEMS (INDIA) LTD.



(b) Details of shareholders holding more than 5% shares in the company

Name of shareholder	31.03.2015		31.03.2014	
	No.	%	No.	%
PCS Technology Limited	1760000	100	1760000	100

(Amount in ₹)

Particulars	31.03.2015	31.03.2014
<b>4 RESERVES AND SURPLUS</b>		
<b>Deficit in the statement of profit and loss</b>		
Balance as per last Financial Statement	(47,313,557)	(46,973,015)
Loss for the year	(3,707,698)	(340,542)
	<u>(51,021,255)</u>	<u>(47,313,557)</u>
<b>5 LONG TERM BORROWINGS</b>		
<b>Unsecured</b>		
Directors	-	-
Inter corporate deposits	25,000,000	25,000,000
	<u>25,000,000</u>	<u>25,000,000</u>
<b>6 TRADE PAYABLE</b>		
Trade Payable	12,718,642	12,671,443
(Refer note 14 for details of dues to Micro and small enterprises)		
	<u>12,718,642</u>	<u>12,671,443</u>
<b>7 OTHER CURRENT LIABILITIES</b>		
Trade Advances	373,374	373,374
	<u>373,374</u>	<u>373,374</u>

(Amount in ₹)

Particulars	31.03.2015	31.03.2014
<b>9 LONG TERM LOANS AND ADVANCES</b>		
Income tax paid (net)	318,483	318,483
FBT paid (net)	123,144	123,144
	<u>441,627</u>	<u>441,627</u>
<b>10 TRADE RECEIVABLE</b>		
Unsecured, considered good		
- Over six months	3,062,965	3,062,965
- Other debts	-	-
	<u>3,062,965</u>	<u>3,062,965</u>
<b>11 CASH AND BANK BALANCES</b>		
<b>Cash and Cash Equivalent</b>		
Cash in hand	2,000	2,000
Balances with Banks - in Current account	34,416	34,416
	<u>36,416</u>	<u>36,416</u>
<b>12 SHORT TERM LOANS AND ADVANCES</b>		
Advances to Suppliers	500,503	500,503
Earnest Money Deposit	20,000	20,000
Advance recoverable in cash or in kind	113,503	113,503
Deposits	45,000	45,000
	<u>679,006</u>	<u>679,006</u>
<b>13 OTHER EXPENSES</b>		
Rates & Taxes	14,311	2,033
Legal, Professional & Consultancy charges	24,461	5,000
Auditor's Remuneration - As auditors	8,427	8,427
Depreciation	-	325,082
Bank Charges	-	-
Fixed assets written-off	3,660,499	-
	<u>3,707,698</u>	<u>340,542</u>

### 8 FIXED ASSETS

(Amount in ₹)

Particulars	Gross Block			Depreciation			Net Block	
	As at 01/04/14	Additions/ Deductions	As at 31/03/15	As at 01/04/14	On Deductions	As at 31/03/15	As at 31/03/15	As at 31/03/14
<b>Tangible Assets</b>								
Plant & Equipments	5,186,612	(5,186,612)	-	2,078,657	(2,078,657)	-	-	3,107,955
Furniture & Fixtures	1,135,157	(1,135,157)	-	664,381	(664,381)	-	-	470,776
Office equipments	1,100,408	(1,100,408)	-	1,018,640	(1,018,640)	-	-	81,768
<b>Intangible Assets</b>								
Software	9,014,964	-	9,014,964	8,564,217	-	8,564,217	450,747	450,747
<b>Total</b>	<b>16,437,141</b>	<b>(7,422,177)</b>	<b>9,014,964</b>	<b>12,325,895</b>	<b>(3,761,678)</b>	<b>8,564,217</b>	<b>450,747</b>	<b>4,111,246</b>
Previous year	16,437,141	-	16,437,141	12,000,813	325,082	12,325,895	4,111,246	

# PCS POSITIONING SYSTEMS (INDIA) LIMITED

14 There is no amount due to "Micro or Small Enterprises" under Micro, Small, and Medium Enterprise Act, 2006. Further no interest is paid/ payable in the terms of section 16 of the said Act.

Current liabilities, has been determined to the extent such parties have been identified on the basis of the information available with the company.

15 The Company has brought forward losses and unabsorbed depreciation as per Income Tax Act. However in view of absence of virtual certainty that the brought forward losses and unabsorbed depreciation will be utilized in future, deferred tax asset in respect of these items is not recognized.

16 **Particulars of Earnings per share :**

	Particulars	31/03/15	31/03/14
(a)	Net (Loss) for the year (Rs.)	(3,707,698)	(340,542)
(b)	Number of equity shares outstanding at the beginning and at the end of the year	1,760,000	1,760,000
(c)	Weighted average number of shares outstanding during the year	1,760,000	1,760,000
(d)	Nominal value of the shares (Rs.)	10	10
(e)	Basic Earning per share (Rs.)	(2.11)	(0.19)

17 **Related parties disclosures:**

A) **Name of related parties where control exists:**

a) **Holding Company**

1. PCS Technology Limited

B) **Other related parties with whom there are transactions during the year:**

a) **Key Management Personnel**

1. Mr. A.K.Patni (Director)

b) **Affiliates (Enterprises over which key management personnel or relatives has significant influence):**

1. PCS Technology USA, Inc

18 **Balance outstanding as on 31/03/2015** (Amount in ₹)

Description	Holding Compay	Key Management Personnel	Affiliates	Total
Receivable PCS Technology USA, Inc.	- (-)	- (-)	129,719 (129,719)	129,719 (129,719)
Payables PCS Technology Limited	11,733,050 (11,685,851)	- (-)	- (-)	11,733,050 (11,685,851)
Inter corporate deposits PCS Technology Limited	25,000,000 (25,000,000)	- (-)	- (-)	25,000,000 (25,000,000)

Note: Previous year figure are shown in brackets

19 Considering revision in useful life of fixed assets as per new Companies Act, 2013, the management decided to write-off the opening written down values of ceased assets in the statement of profit and loss in current financial year.

20 Figures for the previous year have been regrouped/ rearranged wherever necessary.

As per my Report of even date

For **S C BANDI & CO.**  
(Chartered Accountants)

For and on behalf of the Board of Directors

**S C Bandi**  
(Proprietor)

Membership No.16932

**A.K.Patni** Director  
**H. C. Tandon** Director  
**Yash Bharadwaj** Director

Place : Mumbai

Date : 29th May, 2015

# ANNUAL REPORT 2014-2015

## PCS INFOTECH LIMITED



### MANAGEMENT & ADMINISTRATION

**DIRECTORS** : G. K. Patni A. K. Patni Yash Bhardwaj  
D. B. Maheshwari S. Ravikumar

**REGISTERED OFFICE** : S. No. 1-A, F-1, Irani Market Compound, Yerawada,  
Pune - 411 106.

**CIN** : U72900PN2012PLC145598

### DIRECTORS' REPORT

The Members,

#### PCS INFOTECH LIMITED

Your Directors of the Company are pleased to present the 3<sup>rd</sup> Annual Report with the statement of Audited financial accounts for the financial year ended 31st March 2015.

#### FINANCIAL RESULTS (Rs in lakhs)

Particulars	Financial Year ended 31.03.2015	Financial Year ended 31.03.2014
Net sales and services	223.37	192.50
Gross Profit	16.71	(0.29)
Depreciation	-	-
Profit for the year from Operations	16.71	(0.29)
Provision for Taxation (Net)	5.43	-
Profit for the year / available for Appropriation	11.28	(0.29)
Less: Extraordinary items	-	-
Net surplus available for Appropriation	11.28	(0.29)
Balance of Profit/(Loss) available in Balance Sheet	10.54	(0.74)

#### OPERATIONS

As the business operations of the Company were started in previous year, interactions with customers are in progress and some orders are in process for further development of the Company.

#### EXTRACTS OF ANNUAL RETURN

The details forming part of the extracts of the Annual return in Form MGT-9 is enclosed in Annexure I

#### DIVIDEND

In order to conserve the resources of the Company, your Directors express their inability to recommend any dividend for the financial year ended 31<sup>st</sup> March 2015.

#### RESERVES

Since the Company do not recommend any dividend, it is not required to transfer any amount to the General Reserve of the Company for the year under review.

#### MATERIAL CHANGES & COMMITMENTS AFFECTING THE FINANCIAL POSITIONS OF THE COMPANY

No, material changes & Commitments have occurred between the end of Financial year of the Company to which the Financial statement relates and the date of this report which affects the financial position of the Company.

#### SUBSIDIARY COMPANY:

As on March 31, 2015, the Company does not have any subsidiary

#### CORPORATE SOCIAL RESPONSIBILITY:

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility

#### DECLARATION BY INDEPENDENT DIRECTORS

The Company was not required to appoint Independent Directors under Section 149(4) and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 hence no declaration has been obtained.

#### DIRECTORS

##### Retirement by Rotation

As per Article 105 of the Articles of Association of the Company, Mr. Yash Bhardwaj and Mr. D.B Maheshwari, Directors of the Company retire by

rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment on the Board of your company.

#### Meetings

During the year under review, five Board Meetings were convened and held as on 29<sup>th</sup> May, 2014, 23<sup>rd</sup> July, 2014, 8<sup>th</sup> October, 2014, 12<sup>th</sup> November, 2014 and 25<sup>th</sup> February, 2015. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

#### Statutory Auditors

The Company's Auditors, Mr. S. C Bandi of Messrs S.C Bandi & Co., Chartered Accountants, Mumbai who retire at the ensuing Annual General Meeting of the Company are eligible for reappointment. He has confirmed his eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder for reappointment as Statutory Auditors of the Company.

#### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to sub-section (3C) of Section 134 of the Companies Act, 2013, the Board of Directors of the Company hereby confirms that:

- In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- Appropriate accounting policies have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the company as at 31st March, 2015 and of the profit of the company for the said year;
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- Annual Accounts have been prepared on a going concern basis.
- The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS AND RELATED PARTY TRANSACTIONS

All the details regarding Loans, Guarantees and Investments and Related Party Transactions as required under Companies Act, 2013 are given in the notes to the Financial Statements.

#### DEPOSITS

Your Company has neither invited nor accepted any deposits from the public so far.

#### PARTICULARS OF EMPLOYEES

During the financial year, there were no employees drawing remuneration in excess of the monetary ceiling prescribed under Section 197 read with Rule, 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/OUTGO

The Information required under the above heads in accordance with the provision of section 134(3) (m) of the Companies Act, 2013 read with the rule 8 of the Companies (Accounts) Rules, 2014, are as under:

##### (A) Conservation of Energy

The Company consumes electricity only for in-house consumption which is negligible in respect of nature of business operations.

##### (B) Technology Absorption - Not applicable

##### (C) Foreign Exchange Earnings/Outgo- Nil

#### ACKNOWLEDGEMENTS

Your Directors express their warm appreciation to all the employees for their diligence and contribution towards the successful commencement of the operations of the Company. the Board of Directors takes this opportunity to thank every stakeholder including customers of the Company for their co-operation extended to the Company.

On behalf of the Board of Directors

Place: Mumbai,  
Date: 29<sup>th</sup> May, 2015

**G.K Patni**  
Director  
**A.K Patni**  
Director

# ANNUAL REPORT 2014-2015

## PCS INFOTECH LIMITED



FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN

Annexure 1

As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

### I. REGISTRATION & OTHER DETAILS:

CIN	U72900PN2012PLC145598
Registration Date	05/12/2012
Name of the Company	PCS Infotech Limited
Category/Sub-category of the Company	Computer Software, Information Technology & Information Technology Enabled Services
Address of the Registered office & contact details	S. No. 1A, F-1, Irani Market Compound, Yerawada, Pune- 411006
Whether listed company	No
Name, Address & contact details of the Registrar & Transfer Agent, if any.	N.A

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Computer software and related Activities	6202	100%

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Name and Address of the Company	CIN/GLN	Holding/Subsidiary/Associate	% of shares held	Applicable Section
PCS Technology Limited	L74200MH1981PLC024279	Holding Company	100%	2(46)

### V. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Government	-	-	-	-	-	-	-	-	-
c) State Government(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate*	-	50000	50000	100%	0	500000	500000	100%	450000
e) Banks / Financial Institutions	-	-	-	-	-	-	-	-	-
f) Director/ Relatives	-	-	-	-	-	-	-	-	-
g) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total A(1)</b>	-	50000	50000	100%	0	500000	500000	100%	450000
(2) Foreign									
a) Individuals (NRIs/Foreign Individuals)	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) State Government(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks / Financial Institutions	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total A(2)</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	-	50000	50000	100%	0	500000	500000	100%	450000
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks / Financial Institutions	-	-	-	-	-	-	-	-	-
c) Central Government	-	-	-	-	-	-	-	-	-
d) State Government	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) Foreign Institutional Investors	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub Total (B)(1)</b>	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corporate	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Any Other	-	-	-	-	-	-	-	-	-

# PCS INFOTECH LIMITED

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Other Directors / Relatives	-	-	-	-	-	-	-	-	-
Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
OCB	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2)</b>	-	-	-	-	-	-	-	-	-
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	-	-	-	-	-	-	-	-	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	50000	50000	100%	0	500000	500000	100%	450000

\* All 7 (Seven) individuals holds shares on behalf of said body corporate.

## ii. Shareholding of Promoter & Promoter Group

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	M/s PCS Technology limited (PTL)	49993	100%	-	49993	100%	-	450000
2	Mr. A. K. Patni- Nominee of PTL	1	0%	-	1	0%	-	-
3	Mr. Gajendrakumar Patni- Nominee of PTL	1	0%	-	1	0%	-	-
4	Mr. Harish Chandra Tandon- Nominee of PTL	1	0%	-	1	0%	-	-
5	Mr. Yash Bhardwaj- Nominee of PTL	1	0%	-	1	0%	-	-
6	Mr. Ravi Kumar Sankaran- Nominee of PTL	1	0%	-	1	0%	-	-
7	Mr. Mir Prakash Jain- Nominee of PTL	1	0%	-	1	0%	-	-
8	Mr. Dinesh Maheshwari- Nominee of PTL	1	0%	-	1	0%	-	-

## iii. Change in Promoters' Shareholding (please specify, if there is no change)

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	50000	100%	50000	100%
Increase in Promoters Shareholding during the year (Sale)	450000	100%	500000	100%
At the end of the year	500000	100%	500000	100%

Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
N.A.	N.A.	N.A.	N.A.	N.A.

## iv. Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Gajendrakumar Patni	1	0%	1	0%
2	Mr. Ashokkumar Patni	1	0%	1	0%
3	Mr. Yash Bhardwaj	1	0%	1	0%
4	Mr. Ravi kumar Sankaran	1	0%	1	0%
5	Mr. Dinesh Baboo Maheshwari	1	0%	1	0%

## vi. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Rupees)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	Nil	20,00,000	Nil	20,00,000
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	Nil	20,00,000	Nil	20,00,000
<b>Change in Indebtedness during the financial year</b>				
* Addition	Nil	Nil	Nil	Nil
* Reduction	Nil	20,00,000	Nil	(20,00,000)
<b>Net Change</b>	Nil	(20,00,000)	Nil	(20,00,000)
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	Nil	Nil	Nil	Nil

**VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of Managing Director	Total Amount Rs.
1	Gross salary	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify...	-	-
5	Others, please specify	-	-
	Total (A)	-	-
	Ceiling as per the Act	-	-

**B. Remuneration to other directors (Independent)**

(Rupees)

SN.	Particulars of Remuneration	Name of Directors						Total Amount
	<b>Independent Directors</b>	-	-	-	-	-	-	
	Fee for attending board & committee meetings	-	-	-	-	-	-	
	Commission	-	-	-	-	-	-	
	Others, please specify	-	-	-	-	-	-	
	Total (1)	-	-	-	-	-	-	
	<b>Other Non-Executive Directors</b>	-	-	-	-	-	-	
	Fee for attending board committee meetings	-	-	-	-	-	-	
	Commission	-	-	-	-	-	-	
	Others, please specify	-	-	-	-	-	-	
	Total (2)	-	-	-	-	-	-	
	Total (B)=(1+2)	-	-	-	-	-	-	
	Total Managerial Remuneration	-	-	-	-	-	-	
	Overall Ceiling as per the Act	-	-	-	-	-	-	

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

(Rupees)

SN	Particulars of Remuneration	Name of the KMP		
1	Gross salary	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total	-	-	-

**VIII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

**INDEPENDENT AUDITOR'S REPORT**

**TO THE MEMBERS OF PCS INFOTECH LIMITED**

**1. Report on the Standalone Financial Statements**

I have audited the accompanying standalone financial statements of PCS Infotech Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

**2. Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**3. Auditor's Responsibility**

- a. My responsibility is to express an opinion on these standalone financial statements based on my audit.
- b. I have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
- c. I conducted my audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
- d. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
- e. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the standalone financial statements.

**4. Opinion**

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2015, and its profit and its cash flows for the year ended on that date.

**5. Report on Other Legal and Regulatory Requirements**

- a. As required by 'the Companies (Auditor's Report) Order, 2015' issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as I considered appropriate and according to the information and explanations given to me, I give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
- b. As required by Section 143 (3) of the Act, I report that:
  1. I have sought and obtained all the information and explanations which to the best of I knowledge and belief were necessary for the purposes of my audit.
  2. In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books.
  3. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  4. In my opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  5. On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
  6. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in my opinion and to the best of my information and according to the explanations given to me:
    - i. There were no pending litigations on Company's financial position in its financial statements;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **S.C. Bandi & Co.**  
Chartered Accountants  
Firm Reg. No.130850W

**S.C. BANDI**  
(Proprietor)  
M.No.16932

Place: Mumbai  
Date: 29<sup>th</sup> May 2015

# PCS INFOTECH LIMITED

## ANNEXURE TO THE AUDITOR'S REPORT

- (i) The Company is not holding physical fixed assets during the current period covered under audit. Therefore, the provisions of sub-clauses (a) and (b) of clause (i) of paragraph 3 of the Order are not applicable.
- (ii) The Company do not hold any physical inventories during the current financial year covered under audit and also in immediately preceding financial year. Therefore, the provisions of sub-clauses (a) to (c) of clause (ii) of paragraph 3 of the Order are not applicable.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Therefore, the provisions of sub-clauses (a) and (b) of clause (iii) of paragraph 3 of the Order are not applicable.
- (iv) In my opinion and according to the information and explanations given to me, there are adequate internal control procedures commensurate with the size of the Company and the nature of business with regard to purchases of inventory, fixed asset and with regard to the sale of goods and services. During the course of my audit, no major weakness has been noticed in internal control system.
- (v) The Company has not accepted any deposits from the public and hence, the provisions of clause (v) of paragraph 3 of the Order are not applicable to the Company.
- (vi) The Central Government has not prescribed the maintenance of cost records under Section 148 (1) of the Companies Act 2013 for any of the products of the Company.
- (vii) (a) The Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.

According to the information and explanations given to me, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues were in arrears as at 31st March 2015 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to me, there are no cases in which dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess have not been deposited on account of any dispute as at 31st March 2015.
- (c) During the financial year covered by my audit, no amount was required to be transferred to investor education and protection fund.
- (viii) The Company has been registered for a period less than five year. Therefore, the provisions of clause (viii) of paragraph 3 of the Order are not applicable.
- (ix) According to the information and explanations given to me, the Company has not defaulted in repayment of dues to financial institutions or banks.
- (x) In my opinion and according to the information and explanations given to me, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) The Company has not raised any new term loan during the year and therefore clause (xi) of the said Order relating to application of term loan for the purpose for which it was obtained is not applicable.
- (xii) According to the information and explanations given to me, no fraud on or by the company has been noticed or reported during the course of my audit.

For **S.C. Bandi & Co.**  
Chartered Accountants  
Firm Reg. No.130850W

**S.C. BANDI**  
(Proprietor)  
M.No.16932

Place: Mumbai

Date :29<sup>th</sup> May 2015



# ANNUAL REPORT 2014-2015

## PCS INFOTECH LIMITED



### BALANCE SHEET AS AT 31ST MARCH 2015

(Amount in ₹)

Particulars	Note	As at 31 <sup>st</sup> March, 2015	As at 31 <sup>st</sup> March, 2014
<b>EQUITY AND LIABILITIES</b>			
Shareholders' funds			
Share Capital	3	5,000,000	500,000
Reserves and Surplus	4	1,053,921	(74,127)
<b>Non-Current Liabilities</b>			
Long term borrowings	5	-	2,000,000
<b>Current Liabilities</b>			
Trade payables	6	1,753,957	4,023,193
Other current liabilities	7	1,103,552	372,993
		<u>8,911,430</u>	<u>6,822,059</u>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Long Term Loans and advances	8	2,766,534	547,332
Other Non-Current Assets	9	-	-
<b>Current assets</b>			
Trade receivables	10	3,739,492	5,784,658
Cash and Bank balances	11	2,369,408	320,256
Short term loans and advances	12	12,068	145,109
Other Current Assets	13	23,928	24,704
		<u>8,911,430</u>	<u>6,822,059</u>

The accompanying notes are an integral part of the financial statements

As per my report of even date attached

**For S.C. Bandi & Co.**                      **For and on behalf of the Board of Directors**  
Chartered Accountants

**S. C. Bandi**  
(Proprietor)  
M. No. 16932

**A. K. Patni**  
(Director)

**Y. V. Bhardwaj**  
(Director)

**G. K. Patni**  
(Director)

**R. Sankaran**  
(Director)

Place: Mumbai  
Date : 29<sup>th</sup> May, 2015

### STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in ₹)

Particulars	Note	Year ended 31 <sup>st</sup> March, 2015	Year ended 31 <sup>st</sup> March, 2014
<b>REVENUE</b>			
Revenue from operations (Net)	14	22,337,220	19,249,150
Other Income		-	-
Total Revenue		<u>22,337,220</u>	<u>19,249,150</u>
<b>EXPENSES</b>			
Purchases of stock-in-trade		405,260	628,529
Employee benefits expense	15	1,642,177	1,066,426
Other expenses	16	18,618,735	17,582,804
Total Expenses		<u>20,666,172</u>	<u>19,277,759</u>
Profit before tax		1,671,048	(28,609)
<b>Tax expenses:</b>			
Current tax		543,000	-
Deferred tax		-	-
Total tax expenses		<u>543,000</u>	<u>-</u>
<b>Profit after tax</b>		<u>1,128,048</u>	<u>(28,609)</u>
<b>Earning per equity share:</b>			
Basic		2.26	(0.57)
Diluted		2.26	(0.57)

The accompanying notes are an integral part of the financial statements

As per my report of even date attached

**For S.C. Bandi & Co.**                      **For and on behalf of the Board of Directors**  
Chartered Accountants

**S. C. Bandi**  
(Proprietor)  
M. No. 16932

**A. K. Patni**  
(Director)

**Y. V. Bhardwaj**  
(Director)

**G. K. Patni**  
(Director)

**R. Sankaran**  
(Director)

Place: Mumbai  
Date : 29<sup>th</sup> May, 2015

# PCS INFOTECH LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015

Particulars	(Amount in ₹)	
	Year ended 31 <sup>st</sup> March, 2015	Year ended 31 <sup>st</sup> March, 2014
<b>A. Cash flow from operating activities</b>		
Net profit before tax and extra ordinary items	1,128,048	(28,609)
<b>Operating profit before working capital changes</b>	1,128,048	(28,609)
Decrease/ (increase) in trade and others receivables	(40,219)	(6,442,370)
(Decrease)/ increase in trade and other payables	(1,538,677)	4,396,186
<b>Cash generated from operations</b>	(450,848)	(2,074,793)
Income tax paid (net of refunds)	-	-
<b>Net cash flow from/ (used in) operating activities</b>	(450,848)	(2,074,793)
<b>B. Cash flow from investing activities</b>	-	-
<b>C. Cash from financing activities</b>		
Repayment of long-term borrowings (net)	(2,000,000)	2,000,000
Issue of share capital	4,500,000	-
<b>Net cash from/ (used in) financing activities</b>	2,500,000	2,000,000
Net increase/ (decrease) in cash and cash equivalents	2,049,152	(74,793)
Cash and cash equivalents at beginning of the year	320,256	395,049
Cash and cash equivalents at end of the year	2,369,408	320,256

As per my report of even date attached

**For S.C. Bandi & Co.**      **For and on behalf of the Board of Directors**  
Chartered Accountants

**S. C. Bandi**  
(Proprietor)  
M. No. 16932

**A. K. Patni**  
(Director)

**Y. V. Bhardwaj**  
(Director)

**G. K. Patni**  
(Director)

**R. Sankaran**  
(Director)

Place: Mumbai  
Date : 29<sup>th</sup> May, 2015

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

### 1 Basis of preparation:

The Company was incorporated on 5th December, 2012, as a wholly owned subsidiary of PCS Technology Limited.

These financial statements have been prepared in accordance with the generally accepted accounting principles in India, under the historical cost convention and on accrual basis. These financial statements comply in all material respects with the applicable Accounting Standards specified under Section 133 of the Act read with rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013.

### 2 Significant Accounting Policies:

#### a. Revenue recognition:

Revenue is recognised as per the provisions of the Accounting Standards 9 on "Revenue Recognition" issued by Institute of Chartered Accountants of India and the provisions of the Companies Act, 2013

#### b. Fixed Assets

Fixed assets are stated at cost of acquisition or construction, including any cost attributable to bringing the assets to their working condition for their intended use less accumulated depreciation. Preoperative expenses capitalized forms part of the cost of assets. The provisions of Accounting Standard 10 on "Accounting for Fixed Assets" as issued by Institute of Chartered Accountants of India have been complied with.

#### c. Depreciation:

Depreciation is provided as per the provisions of Accounting Standard 6 on "Depreciation Accounting" as issued by Institute of Chartered Accountants of India and Schedule II of The Companies Act, 2013

#### d. Taxes on income:

Tax expenses comprise of current tax and deferred tax charges or release. Deferred tax is recognized on timing difference subject to consideration and prudence, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent period.

#### e. Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is present obligation as a result of past events and it is probable that there will be outflow of resources. Contingent Liabilities are not recognized but are disclosed in the Notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

# ANNUAL REPORT 2014-2015

## PCS INFOTECH LIMITED



### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

Particulars	(Amount in ₹)	
	As at 31 <sup>st</sup> March, 2015	As at 31 <sup>st</sup> March, 2014
<b>3 SHARE CAPITAL</b>		
<b>Authorised</b>		
1,000,000 Equity Shares (P.Y. 50,000) of ₹10 each	10,000,000	500,000
<b>Issued, Subscribed and Paid-up</b>		
5,00,000 Equity Shares (P.Y. 50,000) of ₹10 fully paid-up	5,000,000	500,000
	<u>5,000,000</u>	<u>500,000</u>

**a) Terms/ Rights attached to Equity Shares:**

The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**b) Reconciliation of the shares outstanding at the beginning and end of the year**

Particulars	Number	Amount in ₹
Shares outstanding at the beginning of the year	50,000	500,000
Shares issued during the year	450,000	4,500,000
Shares outstanding at the end of the year	<u>500,000</u>	<u>5,000,000</u>

**c) Details of shareholding more than 5% shares of total shares in the Company:**

Name of shareholder	As at 31/03/2015		As at 31/03/2014	
	No. of shares	% holding	No. of shares	% holding
PCS Technology Limited	500,000	100.00	50,000	100.00

Particulars	(Amount in ₹)	
	As at 31 <sup>st</sup> March, 2015	As at 31 <sup>st</sup> March, 2014
<b>4 Reserves and Surplus</b>		
Opening balance	(74,127)	(45,518)
Add: Profit for the year	1,128,048	(28,609)
Closing balance	<u>1,053,921</u>	<u>(74,127)</u>
<b>5 Long term borrowings</b>		
<b>Unsecured</b>		
Inter corporate deposits	-	2,000,000
	-	<u>2,000,000</u>
<b>6 Trade Payables</b>		
Trade Payables	1,753,957	4,023,193
	<u>1,753,957</u>	<u>4,023,193</u>
<b>7 Other current liabilities</b>		
Income received in advance	883,109	143,750
Statutory dues and taxes payable	220,443	229,243
	<u>1,103,552</u>	<u>372,993</u>

Particulars	(Amount in ₹)	
	As at 31 <sup>st</sup> March, 2015	As at 31 <sup>st</sup> March, 2014
<b>8 Long Term Loans and Advances</b>		
<b>Unsecured, Considered good</b>		
Security Deposits	132,025	35,025
Income tax paid (Net of provisions)	2,634,509	512,307
	<u>2,766,534</u>	<u>547,332</u>
<b>9 Other Non-Current Assets</b>		
Unamortized expenses	-	-
	-	-
<b>10 Trade Receivables</b>		
<b>Unsecured, considered good</b>		
Over six months	-	-
Other Debts	3,739,492	5,784,658
	<u>3,739,492</u>	<u>5,784,658</u>
<b>11 Cash and Bank Balances</b>		
<b>Cash &amp; Cash Equivalents</b>		
Cash in hand	-	-
Balances with Banks		
In Current account	2,369,408	320,256
	<u>2,369,408</u>	<u>320,256</u>
<b>12 Short Term Loans and Advances</b>		
Prepaid Expenses	12,068	145,109
	<u>12,068</u>	<u>145,109</u>
<b>13 Other Current Assets</b>		
Unamortized expenses (to write off in next 12 months)	-	24,704
Other Receivables	23,928	-
	<u>23,928</u>	<u>24,704</u>
<b>14 Revenue from operations</b>		
Traded goods		
Computers peripherals & softwares	681,080	1,005,312
Sales of Services		
Computers related IT services	21,656,140	18,243,838
Net Sales	<u>22,337,220</u>	<u>19,249,150</u>
<b>15 Employee benefit expenses</b>		
Salaries & Wages	1,607,820	1,046,093
Contribution to Provident fund etc	-	-
Staff Welfare expenses	34,357	20,333
	<u>1,642,177</u>	<u>1,066,426</u>

# PCS INFOTECH LIMITED

Particulars	Year end 31 <sup>st</sup> March, 2015	Year end 31 <sup>st</sup> March, 2014
<b>16 Other expenses</b>		
Subcontracting expenses	18,132,630	17,369,647
Travelling expenses	-	220
Rates & Taxes	265,499	58,066
Audit Fees	7,500	7,500
Bad Debts	50,272	-
Legal & Professional Charges	77,900	96,349
Telephone Expense	30,603	19,040
Web Space Charges	14,155	-
Preliminary Expense Amortized	24,704	24,704
Miscellaneous expenses	15,472	7,278
	<b>18,618,735</b>	<b>17,582,804</b>

17 There is no amount due to "Micro or Small Enterprises" under Micro, Small, and Medium Enterprise Act, 2006. Further no interest is paid/ payable in the terms of section 16 of the said Act.

**18 Particulars of Earnings Per Shares:**

Particulars	31.03.15	31.03.14
a) Net Profit for the year		
Before extraordinary items (₹)	1,128,048	(28,609)
After extraordinary items (₹)	1,128,048	(28,609)
b) Number of equity shares outstanding at the beginning and at the end of the year	500,000	50,000
c) Nominal Value of the shares (₹)	10.00	10.00
d) Basic and diluted Earning per share (₹) (a/b)		
Before extraordinary items	2.26	(0.57)
After extraordinary items	2.26	(0.57)

**19 Related parties disclosures:**

**A Names of the related parties (where control exists)**

PCS Technology Limited - Holding Company

**B Transactions carried out with related parties referred above, in ordinary course of business:**

Description	Holding Company	Total
Outsourcing services taken	19,908,784 (17,435,622)	19,908,784 (17,435,622)
Purchase of trading goods	43,025 (52,080)	43,025 (52,080)
Loan taken	1,750,000 (2,000,000)	1,750,000 (2,000,000)
Loan given back	3,750,000 (-)	3,750,000 (-)
Reimbursement of expenses given	5,500 (77,625)	5,500 (77,625)

**C Balance outstanding as on 31st March 2015:**

(Amount in ₹)

Description	Holding Company	Total
Trade payables - PCS Technology Limited	2,074,349 (3,774,975)	2,074,349 (3,774,975)
Loan taken - PCS Technology Limited	- (2,000,000)	- (2,000,000)

**D Significant transactions carried out with related parties referred above, in ordinary course of business:**

(Amount in ₹)

Description	Holding Company
Outsourcing services taken	19,908,784 (17,435,622)
Purchase of trading goods	43,025 (52,080)
Loan taken	1,750,000 (2,000,000)
Loan given back	3,750,000 (-)
Reimbursement of expenses given	5,500 (77,625)

**E Significance closing balances outstanding as on 31st March 2015:**

(Amount in ₹)

Description	Holding Company
Trade payables - PCS Technology Limited	2,074,349 (3,774,975)
Loan taken - PCS Technology Limited	- (2,000,000)

Note: Previous year figures are shown in brackets

As per my report of even date attached

**For S.C. Bandi & Co.**      **For and on behalf of the Board of Directors**  
Chartered Accountants

**S. C. Bandi**  
(Proprietor)  
M. No. 16932

**A. K. Patni**  
(Director)

**Y. V. Bhardwaj**  
(Director)

**G. K. Patni**  
(Director)

**R. Sankaran**  
(Director)

Place: Mumbai  
Date : 29<sup>th</sup> May, 2015

# ANNUAL REPORT 2014-2015

## PCS INTERNATIONAL LIMITED, MAURITIUS



### MANAGEMENT & ADMINISTRATION

**DIRECTORS** : Gajendra Kumar Patni Ashok Kumar Patni  
Amit Kumar Patni, Aveenash Ramtohul  
Gyaneshwarnath Gowrea

**REGISTERED OFFICE** : C/o. Multiconsult Limited Rogers House, 5 President John Kennedy Street, Port Louis, MAURITIUS

### DIRECTORS' REPORT

The Members,

#### PCS International Limited

Your Directors have the pleasure in presenting the Annual Report of your company together with Audited Balance Sheet for the year ended on 31st March 2015.

The Company has closed down its sole branch located at Jabel Ali in Dubai and surrendered the Trade Licence to the authorities on 24th December, 2012.

During the financial year under review, the Company has not done any business transaction (Previous year- Nil). The operations have resulted in a Net loss of Rs. 278.95 lakhs (Previous year- Rs. 18.89 lakhs). This has resulted in due to write off the unrealizable assets and other sundry expenses.

#### SCHEME OF AMALGAMATION AND ARRANGEMENT

The Directors of the Company has approved the Scheme of amalgamation for the purpose of merger of PCS International Limited, Mauritius with its parent company PCS Technology Limited, India. The Scheme has been approved by the Hon'ble High Court of Bombay, India. Considering the Appointed Date of merger is 1<sup>st</sup> April 2014 and pendency of receipt of authorised Order from Hon'ble High Court Bombay and the striking off the name of the Company from the Registrar of Companies, Mauritius. The effect of the Scheme will be given retrospectively on receipt of the said Order.

#### EXTRACTS OF ANNUAL RETURN

As the Company is Foreign Subsidiary Company of PCS Technology Limited, The extracts of the Annual return i.e Form MGT-9 is not applicable.

#### DIVIDEND

In view of losses incurred by the Company, your Directors express their inability to recommend any dividend for the financial year ended 31st March 2015.

#### RESERVES

Since the Company do not recommend any dividend, it is not required to transfer any amount to the General Reserve of the Company for the year under review.

#### MATERIAL CHANGES & COMMITMENTS AFFECTING THE FINANCIAL POSITIONS OF THE COMPANY

No, material changes & Commitments have occurred between the end of Financial year of the Company to which the Financial statement relates and the date of this report which affects the financial position of the Company.

#### CORPORATE SOCIAL RESPONSIBILITY:

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility

#### DECLARATION BY INDEPENDENT DIRECTORS

The Company was not required to appoint Independent Directors under Section 149(4) and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 hence no declaration has been obtained.

#### DIRECTORS

During the year under review, the Directors of the Company have circulated the written resolution and approved them from time to time.

#### Statutory Auditors

The Company's Auditors, Mr. S. C Bandi of Messrs S.C Bandi & Co., Chartered Accountants, Mumbai who retire at the ensuing Annual General Meeting of the Company are eligible for reappointment. He has confirmed his eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder for reappointment as Statutory Auditors of the Company.

#### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to sub-section (3C) of Section 134 of the Companies Act, 2013, the Board of Directors of the Company hereby confirms that:

1. In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
2. Appropriate accounting policies have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the company as at 31st March, 2015 and of the profit of the company for the said year;
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
4. Annual Accounts have been prepared on a going concern basis.
5. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Company has not given any loans and guarantees or made any investment under section 186 of the Companies Act, 2013.

#### RELATED PARTY TRANSACTIONS

The Company has not entered into any Contract/ arrangement with related parties under section 188 of the Companies Act, 2013. Thus provisions of Section 188 of the Companies Act, 2013 are not applicable.

#### DEPOSITS

Your Company has neither invited nor accepted any deposits from the public so far.

#### PARTICULARS OF EMPLOYEES

During the financial year, there were no employees drawing remuneration in excess of the monetary ceiling prescribed under Section 197 read with Rule, 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/OUTGO

During the Financial year under review, the Company has not carried out any business activities. Hence information required pursuant to section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Company (Accounts) Rules 2014 are not applicable

#### ACKNOWLEDGEMENTS

The Board of Directors takes this opportunity to thank every stakeholder including customers of the Company for their co-operation extended to the Company.

By Order of the Board of Directors

Place : Mumbai  
Date: 29<sup>th</sup> May, 2015

**A K Patni**                      **Amit Kumar Patni**  
Director                              Director

# PCS INTERNATIONAL LIMITED, MAURITIUS

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PCS INTERNATIONAL LIMITED

### 1. Report on the Standalone Financial Statements

I have audited the accompanying standalone financial statements of PCS International Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2015 and the Statement of Profit and Loss for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### 2. Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### 3. Auditor's Responsibility

- i. My responsibility is to express an opinion on these standalone financial statements based on my audit.
- ii. I have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
- iii. I conducted my audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
- iv. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
- v. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the standalone financial statements.

### 4. Opinion

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2015, and its loss for the year ended on that date.

### 5. Report on Other Legal and Regulatory Requirements

As required by 'the Companies (Auditor's Report) Order, 2015' issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as I considered appropriate and according to the information and explanations given to me, I give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

### 6. As required by Section 143 (3) of the Act, I report that:

- i. I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit.
- ii. In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books.
- iii. The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
- iv. In my opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- v. On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- vi. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in my opinion and to the best of my information and according to the explanations given to me:
  - a. There were no pending litigations on Company's financial position in its financial statements;
  - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **S.C. Bandi & Co.**  
Chartered Accountants  
Firm Reg. No.130850W

**S.C. BANDI**  
(Proprietor)  
M.No.16932

Place: Mumbai

Date: 29<sup>th</sup> May 2015

# ANNUAL REPORT 2014-2015

## PCS INTERNATIONAL LIMITED, MAURITIUS



### BALANCE SHEET AS AT 31ST MARCH 2015

(Amount in Rs.)

Particulars	Note	As at 31-Mar-15	As at 31-Mar-14
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
Share capital	4	47,088,450	47,088,450
Reserves and surplus	5	(57,003,957)	(29,257,606)
<b>2 Current liabilities</b>			
Trade payables	6	9,714,661	9,172,015
Other current liabilities	7	285,762	448,005
<b>TOTAL</b>		<b>84,916</b>	<b>27,450,864</b>
<b>II. ASSETS</b>			
<b>1 Non-current assets</b>			
Other non-current assets	8	-	-
<b>2 Current assets</b>			
Trade receivables	9	-	26,984,874
Cash and bank balances	10	-	361,563
Short term loans and advances	11	84,916	104,427
<b>TOTAL</b>		<b>84,916</b>	<b>27,450,864</b>

The accompanying notes are an integral part of the financial statements

As per my report of even date attached

For S.C.Bandi & Co. For and on behalf of Board of Directors  
Chartered Accountants

S.C.Bandi A. K. Patni Amit Kumar Patni  
(Proprietor) (Director) (Director)  
Membership No. 16932

Place : Mumbai  
Date: 29th May, 2015

### STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2015

(Amount in Rs.)

Particulars	Note	Year ended 31-Mar-15	Year ended 31-Mar-14
<b>I. Revenue from Operations (net)</b>			
<b>II. Other Income</b>			
<b>Total Revenue</b>			
<b>III. Expenses</b>			
Changes in inventories of stock in trade	14	-	-
Other expenses	15	27,894,941	1,888,878
<b>Total expenses</b>		<b>27,894,941</b>	<b>1,888,878</b>
<b>IV. Earning before Interest, Tax, Depreciation and Amortisation (EBITDA)</b>		<b>(27,894,941)</b>	<b>(1,888,878)</b>
<b>Less: Finance costs</b>		-	-
<b>Less: Depreciation and amortisation expense</b>		-	-
<b>V. Loss before tax</b>		<b>(27,894,941)</b>	<b>(1,888,878)</b>
<b>VI. Tax expense</b>		-	-
<b>VII. Loss for the year</b>		<b>(27,894,941)</b>	<b>(1,888,878)</b>
Basic and Diluted Earnings per share		<b>(251.31)</b>	<b>(17.02)</b>

The accompanying notes are an integral part of the financial statements

As per my report of even date attached

For S.C.Bandi & Co. For and on behalf of Board of Directors  
Chartered Accountants

S.C.Bandi A. K. Patni Amit Kumar Patni  
(Proprietor) (Director) (Director)  
Membership No. 16932

Place : Mumbai  
Date: 29th May, 2015

# PCS INTERNATIONAL LIMITED, MAURITIUS

## Notes to Financial Statements for the year ended 31<sup>st</sup> March 2015

### 1 BACKGROUND

PCS International Limited was incorporated in Port Louis on 3rd September 1999 as a wholly owned subsidiary of PCS Technology Ltd. The Financial statements are for year ended 31st March 2015. PCS International Limited is engaged in the business of providing Consultancy services.

### 2 PRINCIPAL ACCOUNTING POLICIES

#### Basis of Preparation

- a) These financial statements have been prepared under the historical cost convention on the accrual basis of accounting and in accordance with the accounting standards and provisions of the Companies Act, 2013 as applicable to bodies corporate.
- b) These financial statements have been prepared for the purpose of compliance with the provisions of Section 129 of Indian Companies Act, 2013 by the holding company PCS Technology Ltd. Accordingly these financial statements will be attached to the financial statements of PCS Technology Ltd. as prescribed under Section 129 of the Indian Companies Act, 2013. The Balance Sheet and Statement of Profit and Loss of the Company have been drawn up in terms of US dollars representing the functional currency of the Company. However, for purposes of Compliance with the requirements of section 129 of the Indian Companies Act 2013, these financial statements have been translated into Indian Rupees in accordance with the methodology prescribed for conversion of financial statements of a non-integral operation in the revised Accounting Standard 11 on Accounting for the effects of changes in foreign exchange rates.
- c) The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities at the date of financial statements and the results of operations during the reporting period. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of financial statement. Actual results may differ from the estimates and assumptions used in preparing the accompanying financial statements
- d) The Fixed assets are stated at cost less accumulated depreciation. The rate of depreciation is based on the estimated useful lives of the fixed assets.

- 3 Income and expenditure incurred in foreign exchange have been translated at the average conversion rate of the accounting year. Current assets and current liabilities have been translated at the conversion rate as at 31st March 2015.

(Amount in ₹)

Particulars	As at 31-Mar-15	As at 31-Mar-14
<b>4 SHARE CAPITAL</b>		
<b>Authorised</b>		
1,11,000 Equity shares of par value of USD 10 each	<u>47,088,450</u>	<u>47,088,450</u>
<b>Issued Subscribed and Paid up</b>		
1,11,000 Equity shares of par value of USD 10 each	<u>47,088,450</u>	<u>47,088,450</u>
	<u>47,088,450</u>	<u>47,088,450</u>

- a) Terms /Rights attached to equity shares

The Company has only one class of equity shares having a par value of USD 10 per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

- b) Details of shareholders holding more than 5% shares in the company

Name of the shareholder	No.	%	No.	%
PCS Technology Limited	111000	100	111000	100

(Amount in ₹)

Particulars	As at 31st March, 2015	As at 31st March, 2014
<b>5 RESERVES AND SURPLUS</b>		
<b>Deficit in the Statement of Profit and Loss</b>		
Opening balance	(42,003,669)	(40,114,791)
Loss for The Year	<u>(27,894,941)</u>	<u>(1,888,878)</u>
Closing balance	<u>(69,898,610)</u>	<u>(42,003,669)</u>
<b>Currency Fluctuation Reserve</b>	<u>12,894,653</u>	<u>12,746,063</u>
<b>Total Reserves and Surplus</b>	<u>(57,003,957)</u>	<u>(29,257,606)</u>
<b>6 TRADE PAYABLES</b>		
Trade Payables	<u>9,714,661</u>	<u>9,172,015</u>
	<u>9,714,661</u>	<u>9,172,015</u>
<b>7 OTHER CURRENT LIABILITIES</b>		
Trade Advances	-	172,820
Other Payables	<u>285,762</u>	<u>275,185</u>
	<u>285,762</u>	<u>448,005</u>
<b>8 OTHER NON-CURRENT ASSETS</b>		
Non-current Bank Balances	-	-
	-	-
<b>9 TRADE RECEIVABLES</b>		
<b>Unsecured, Considered good</b>		
Over Six months	-	26,984,874
Other Debts	-	-
	-	<u>26,984,874</u>



# ANNUAL REPORT 2014-2015

## PCS INTERNATIONAL LIMITED, MAURITIUS



### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2015

Particulars	(Amount in ₹)	
	As at 31st March, 2015	As at 31st March, 2014
<b>10 CASH AND BANK BALANCES</b>		
<b>Cash and Cash Equivalents</b>		
Cash in hand	-	-
Balances with Banks		
In Current account	-	361,563
<b>Total Cash &amp; Cash Equivalents</b>	<u>-</u>	<u>361,563</u>
<b>Other Bank Balances</b>		
Deposits with original maturity of more than 12 months	-	-
	<u>-</u>	<u>-</u>
<b>Total Cash &amp; Bank Balances</b>	-	361,563
Less : Non-current portion included in the other Non-current assets	-	-
	<u>-</u>	<u>361,563</u>
<b>11 SHORT TERM LOANS AND ADVANCES</b>		
Advances recoverable in cash or kind	<u>84,916</u>	<u>104,427</u>
	<u>84,916</u>	<u>104,427</u>
<b>12 REVENUE FROM OPERATIONS</b>		
Sales of Services	-	-
	<u>-</u>	<u>-</u>
<b>13 OTHER INCOME</b>		
Miscellaneous Income	-	-
	<u>-</u>	<u>-</u>

Particulars	(Amount in ₹)	
	As at 31st March, 2015	As at 31st March, 2014
<b>14 CHANGES IN INVENTORIES</b>		
Opening Stock	-	-
Purchases	-	-
Closing Stock	-	-
	<u>-</u>	<u>-</u>
<b>15 OTHER EXPENSES</b>		
Rates & Taxes	109,879	150,710
Rent	-	-
Communication Expenses	-	-
Subcontracting charges paid	-	-
Sundry balances written off	27,412,997	1,153,735
Legal Professional & Consultancy	-	179,274
Audit fees	124,225	127,882
Director Fees	91,566	89,637
Foreign Exchange Difference	-	-
Misc. Expenses	156,274	187,640
	<u>27,894,941</u>	<u>1,888,878</u>

16 Figures for the previous year have been regrouped/ rearranged wherever necessary.

As per my report of even date attached

For S.C.Bandi & Co.  
Chartered Accountants

For and on behalf of Board of Directors

S.C.Bandi  
(Proprietor)  
Membership No. 16932

A. K. Patni  
(Director)

Amit Kumar Patni  
(Director)

Place : Mumbai  
Date: 29th May, 2015

# PCS TECHNOLOGY USA., INC

## MANAGEMENT & ADMINISTRATION

**DIRECTORS** : H. C. Tandon Yash Bhardwaj  
Sunil Doshi  
**REGISTERED OFFICE** : 6705 Shadow Oaks CT, Monmouth Junction,  
NJ 08852-2228, USA

## DIRECTORS' REPORT

The Members,

### PCS TECHNOLOGY USA, INC.

Your Directors have the pleasure in presenting their Tenth Annual Report of your company together with Audited Balance Sheet for the Financial Year ended on 31st March 2015.

During the financial year under review, the Company has not involved in any business transaction due to Companies operations were adversely affected in the past. The operations have resulted in a Net loss of Rs.0.86 lakhs on account of sundry expenses.

### EXTRACTS OF ANNUAL RETURN

As the Company is Foreign Subsidiary Company of PCS Technology Limited, The extracts of the Annual return i.e Form MGT-9 is not applicable.

### DIVIDEND

In view of losses incurred by the Company, your Directors express their inability to recommend any dividend for the financial year ended 31st March 2015.

### RESERVES

Since the Company do not recommend any dividend, it is not required to transfer any amount to the General Reserve of the Company for the year under review.

### MATERIAL CHANGES & COMMITMENTS AFFECTING THE FINANCIAL POSITIONS OF THE COMPANY

No, material changes & Commitments have occurred between the end of Financial year of the Company to which the Financial statement relates and the date of this report which affects the financial position of the Company.

### SUBSIDIARY COMPANY:

As on March 31, 2015, the Company does not have any subsidiary

### CORPORATE SOCIAL RESPONSIBILITY:

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

### DECLARATION BY INDEPENDENT DIRECTORS

The Company was not required to appoint Independent Directors under Section 149(4) and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 hence no declaration has been obtained.

### DIRECTORS MEETINGS

During the year under review, the meetings were held by the Board of Directors of the Company as and when required.

### Statutory Auditors

The Company's Auditors, Mr. S. C Bandi of Messrs S.C Bandi & Co., Chartered Accountants, Mumbai who retire at the ensuing Annual General Meeting of the Company are eligible for reappointment. He has confirmed his eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder for reappointment as Statutory Auditors of the Company.

## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to sub-section (3C) of Section 134 of the Companies Act, 2013, the Board of Directors of the Company hereby confirms that:

1. In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
2. Appropriate accounting policies have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the company as at 31st March, 2015 and of the profit of the company for the said year;
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
4. Annual Accounts have been prepared on a going concern basis.
5. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS AND RELATED PARTY TRANSACTIONS

All the details regarding Loans, Guarantees and Investments and Related Party Transactions, as required under the Companies Act, 2013 are given in the notes to the Financial Statements.

### DEPOSITS

Your Company has neither invited nor accepted any deposits from the public so far.

### PARTICULARS OF EMPLOYEES

During the financial year, there were no employees drawing remuneration in excess of the monetary ceiling prescribed under Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/OUTGO

Since the Company has not carried out any business activity, it is not required to disclose information under the Section 134 (3) (m) of the Companies Act, 2013.

### ACKNOWLEDGEMENTS

Your Directors express their warm appreciation to all the employees for their diligence and contribution towards the successful commencement of the operations of the Company. the Board of Directors takes this opportunity to thank every stakeholder including customers of the Company for their co-operation extended to the Company.

**By Order of the Board of Directors**

**Place :** Mumbai  
**Date :** 29<sup>th</sup> May 2015

**Yash Bhardwaj**  
**Director**

**H. C. Tandon**  
**Director**

# ANNUAL REPORT 2014-2015

PCS TECHNOLOGY USA., INC



## AUDITOR'S REPORT TO THE MEMBERS

To the Members of PCS Technology USA, Inc.

### 1. Report on the Standalone Financial Statements

I have audited the accompanying standalone financial statements of PCS Technology USA, Inc. ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2015 and the Statement of Profit and Loss for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### 2. Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### 3. Auditor's Responsibility

- i. My responsibility is to express an opinion on these standalone financial statements based on my audit.
- ii. I have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
- iii. I conducted my audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
- iv. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
- v. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the standalone financial statements.

### 4. Opinion

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2015, and its loss for the year ended on that date.

### 5. Report on Other Legal and Regulatory Requirements

As required by 'the Companies (Auditor's Report) Order, 2015' issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as I considered appropriate and according to the information and explanations given to me, I give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

### 6. As required by Section 143 (3) of the Act, I report that:

- i. I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit.
- ii. In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books.
- iii. The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
- iv. In my opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- v. On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- vi. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in my opinion and to the best of my information and according to the explanations given to me:
  - a. There were no pending litigations on Company's financial position in its financial statements;
  - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For S.C. Bandi & Co.**  
Chartered Accountants  
Firm Reg. No.130850W

**S.C. BANDI**  
(Proprietor)  
M.No.16932

Place: Mumbai  
Date: 29<sup>th</sup> May 2015

# PCS TECHNOLOGY USA., INC

## BALANCE SHEET AS AT 31ST MARCH 2015

(Amount in Rs.)

Particulars	Note	As at 31-Mar-15	As at 31-Mar-14
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	4	217,850	217,850
Reserves and surplus	5	(4,407,367)	(4,137,562)
<b>Current liabilities</b>			
Trade payables	6	35,918,277	34,252,909
Other current liabilities	7	1,805,272	1,725,243
<b>TOTAL</b>		<b>33,534,032</b>	<b>32,058,440</b>
<b>II. ASSETS</b>			
<b>Non-current assets</b>			
Long term loans and advances	8	474,485	453,451
<b>Current assets</b>			
Trade receivables	9	30,635,923	29,277,810
Cash and bank balances	10	30,601	40,240
Short term loans and advances	11	2,393,023	2,286,939
<b>TOTAL</b>		<b>33,534,032</b>	<b>32,058,440</b>

The accompanying notes are an integral part of the financial statements

As per my report of even date attached

**For S.C.Bandi & Company**  
Chartered Accountants

**For and on behalf of Board of Directors**

**S.C.Bandi**  
(Proprietor)  
Membership No. 16932

**Yash Bharadwaj**  
Director

**H.C.Tandon**  
Director

Place : Mumbai  
Date: 29th May, 2015

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2015

(Amount in Rs.)

Particulars	Note	Year ended 31-Mar-15	Year ended 31-Mar-14
<b>I. Revenue from Operations (net)</b>			
		-	-
<b>II. Other Income</b>			
		-	-
<b>Total Revenue</b>		<b>-</b>	<b>-</b>
<b>III. Expenses</b>			
Other expenses	12	85,889	18,821
<b>Total expenses</b>		<b>85,889</b>	<b>18,821</b>
<b>IV. Earning before Interest, Tax, Depreciation and Amortisation (EBITDA) (II-III)</b>		<b>(85,889)</b>	<b>(18,821)</b>
<b>Less: Finance costs</b>		-	-
<b>Less: Depreciation and amortisation expense</b>		-	-
<b>V. Loss before tax</b>		<b>(85,889)</b>	<b>(18,821)</b>
<b>VI. Tax expense</b>		-	-
<b>VII. Loss for the year</b>		<b>(85,889)</b>	<b>(18,821)</b>
Basic and Diluted Earnings per share		<b>(34.36)</b>	<b>(7.53)</b>

The accompanying notes are an integral part of the financial statements

As per my report of even date attached

**For S.C.Bandi & Company**  
Chartered Accountants

**For and on behalf of Board of Directors**

**S.C.Bandi**  
(Proprietor)  
Membership No. 16932

**Yash Bharadwaj**  
Director

**H.C.Tandon**  
Director

Place : Mumbai  
Date: 29th May, 2015:

# ANNUAL REPORT 2014-2015

PCS TECHNOLOGY USA., INC



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

### 1 BACKGROUND

PCS Technology USA, Inc. was incorporated in the state of New Jersey, USA on 29th November 2004 as a wholly owned subsidiary of PCS Technology Ltd. The Financial statements are for year ended 31st March 2015. PCS Technology USA, Inc. is engaged in the business of providing Consultancy services.

### 2 PRINCIPAL ACCOUNTING POLICIES

#### Basis of Preparation

- These financial statements have been prepared under the historical cost convention on the accrual basis of accounting and in accordance with the accounting standards and provisions of the Companies Act, 2013 as applicable to bodies corporate.
- These financial statements have been prepared for the purpose of compliance with the provisions of Section 129 of Indian Companies Act, 2013 by the holding company PCS Technology Ltd. Accordingly these financial statements will be attached to the financial statements of PCS Technology Ltd. as prescribed under Section 129 of the Indian Companies Act, 2013. The Balance Sheet and Statement of Profit and Loss of the Company have been drawn up in terms of US dollars representing the functional currency of the Company. However, for purposes of Compliance with the requirements of section 129 of the Indian Companies Act 2013, these financial statements have been translated into Indian Rupees in accordance with the methodology prescribed for conversion of financial statements of a non-integral operation in the revised Accounting Standard 11 on Accounting for the effects of changes in foreign exchange rates.
- The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities at the date of financial statements and the results of operations during the reporting period. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of financial statement. Actual results may differ from the estimates and assumptions used in preparing the accompanying financial statements
- The Fixed assets are stated at cost less accumulated depreciation. The rate of depreciation is based on the estimated useful lives of the fixed assets

- Income and expenditure incurred in foreign exchange have been translated at the average conversion rate of the accounting year. Current assets and current liabilities have been translated at the conversion rate as at 31st March 2015.

(Amount in Rs.)

Particulars	As at 31/03/15	As at 31/03/14
<b>4 SHARE CAPITAL</b>		
<b>Authorised</b>		
2,500 Equity shares of par value of USD 2 each	217,850	217,850
<b>Issued Subscribed and Paid up</b>		
2,500 Equity shares of par value of USD 2 each	217,850	217,850
	217,850	217,850

- Terms /Rights attached to equity shares

The Company has only one class of equity shares having a par value of USD 2 per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets

of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

- Details of shareholders holding more than 5% shares in the company

Name of the shareholder	No.	%	No.	%
PCS Technology Limited	2500	100	2500	100

(Amount in Rs.)

Particulars	As at 31/03/15	As at 31/03/14
<b>5 RESERVES AND SURPLUS</b>		
<b>Deficit in the Statement of Profit and Loss</b>		
Opening balance	(3,304,537)	(3,285,716)
Loss for The Year	(85,889)	(18,821)
Closing balance	(3,390,426)	(3,304,537)
<b>Currency Fluctuation Reserve</b>	(1,016,941)	(833,025)
<b>Total Reserves and Surplus</b>	(4,407,367)	(4,137,562)
<b>6 TRADE PAYABLES</b>		
Trade Payables	35,918,277	34,252,909
	35,918,277	34,252,909
<b>7 OTHER CURRENT LIABILITIES</b>		
Consultancy Charges Payable	1,805,272	1,725,243
	1,805,272	1,725,243
<b>8 LONG TERM LOANS AND ADVANCES</b>		
Security Deposits	18,699	17,870
Taxes paid	455,786	435,581
	474,485	453,451
<b>9 TRADE RECEIVABLES</b>		
Unsecured, Considered good		
Over Six months	30,635,923	29,277,810
Other Debts	-	-
	30,635,923	29,277,810
<b>10 CASH AND BANK BALANCES</b>		
Cash in hand	6,152	5,879
Balances with Banks		
In Current account	24,449	34,361
	30,601	40,240
<b>11 SHORT TERM LOANS AND ADVANCES</b>		
Advances to Related Parties	2,393,023	2,286,939
	2,393,023	2,286,939
<b>12 OTHER EXPENSES</b>		
Auditors Fees	7,508	18,821
Consultancy charges	67,149	-
Bank Charges	11,232	-
	85,889	18,821
<b>13 Figures for the previous year have been regrouped/ rearranged wherever necessary.</b>		

As per my Report of even date attached

**For S.C.Bandi & Company**  
Chartered Accountants

**For and on behalf of Board of**

**S.C.Bandi**  
(Proprietor)  
Membership No. 16932

**Yash Bharadwaj**  
Director

**H.C.Tandon**  
Director

Place : Mumbai  
Date: 29<sup>th</sup> May, 2015

# PCS TECHNOLOGY LIMITED

## INDEPENDENT AUDITOR'S REPORT (CONSOLIDATED ACCOUNTS)

### TO THE MEMBERS OF PCS TECHNOLOGY LIMITED

#### 1. Report on the Consolidated Financial Statements

I have audited the accompanying consolidated financial statements of PCS Technology Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements")

#### 2. Management's Responsibility for the Consolidated Financial Statements

- a. The Holding Company's Board of Directors' are responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- b. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

#### 3 Auditor's Responsibility

- a. My responsibility is to express an opinion on these consolidated financial statements based on my audit. While conducting the audit, I have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
- b. I conducted my audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
- c. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.
- d. I believe that the audit evidence obtained by me and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph of the Other Matters, below, is sufficient and appropriate to provide a basis for my audit opinion on the consolidated financial statements.

#### 4. Opinion

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2015, and their consolidated profit/loss and their consolidated cash flows for the year ended on that date.

#### 5. Other Matter

I did not audit the financial statements of PCS International Limited, Mauritius subsidiary, whose financial statements reflect total assets of Rs.0.84 lakhs as at 31st March, 2015, total revenues of Rs.Nil and net cash flows amounting to Rs.3.62 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, jointly controlled entities and associates, is based solely on the reports of the other auditors.

#### 6. Report on Other Legal and Regulatory Requirements

- a. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company and subsidiary companies, I give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- b. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - a. I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit of the aforesaid consolidated financial statements.
  - b. In my opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from my examination of those books and the reports of the other auditors.
  - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d. In my opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in my opinion and to the best of my information and according to the explanations given to me:
    - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 30 to the consolidated financial statements;
    - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies.

For S.C. Bandi & Co.  
Chartered Accountants  
Firm's Reg. No. 130850W

S.C. Bandi  
(Proprietor)  
M. No. 16932

Place: Mumbai  
Date : 30<sup>th</sup> May 2015

## ANNEXURE TO THE AUDITORS' REPORT

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The assets have been physically verified by the management during the year and no major discrepancies were noticed on such verification.
- (ii) (a) The inventory has been physically verified during the year by the management. In my opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) (a) There is no stipulation as to the time period for payment of the principal amount of unsecured loans granted.
- (b) There is no stipulation as to the time period for payment of the principal amount of unsecured loans granted. Hence, the provisions of sub-clauses (b) of clause (iii) of paragraph 3 of the Order are not applicable.
- (iv) In my opinion and according to the information and explanations given to me, there are adequate internal control procedures commensurate with the size of the Company and the nature of business with regard to purchases of inventory, fixed asset and with regard to the sale of goods and services. During the course of my audit, no major weakness has been noticed in internal control system.
- (v) The Company has not accepted any deposits from the public and hence, the provisions of clause (v) of paragraph 3 of the Order are not applicable to the Company.
- (vi) The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act 2013 for any of the products of the Company.
- (vii) (a) The Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.

According to the information and explanations given to me, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues were in arrears as at 31<sup>st</sup> March 2015 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to me, the status of disputed dues payable in respect of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess as at 31<sup>st</sup> March 2015 is as follows:

1 The Commissioner Of Service Tax, Mumbai has passed an order confirming the demand of Rs.2,29,04,559 (Previous Year: Rs.4,69,24,929) u/s 73 of Finance Act 1994 purchase of software under category of Intellectual Property Rights for the period Dec2004 – Mar2009.

The Company has obtained the legal opinion that the software purchase does not attract provisions of Intellectual Property Rights under Service Tax Rules, and now is in process of filing appeal before Appellate Tribunal.

2 The Company has received a demand of Rs.19,12,633 from the Commissioner Of Central Excise, Pondicherry u/s 11A of Central Excise Act imposing Central Excise on pre-loading of software for the period Sept 2006 - Mar 2010.

The Company has filed an appeal before Appellant Tribunal Central Excise, Customs & Service Tax, Chennai. Tribunal has passed the order granting stay on the demand. The proceedings are pending before the Tribunal at Chennai.

3 The Company has received a demand of Rs.5,04,995 from the Commissioner Of Central Excise (Appeal), Vapi on the ground of irregular availment of Central Excise during the period Apr 2004 - Mar 2005.

The Company has filed appeal before Appellant Tribunal Central Excise, Customs & Service Tax, Ahmedabad. Tribunal has passed the order granting stay on the demand. The proceedings are pending before the Tribunal at Ahmedabad.

4 The Company has received a demand of Rs.44,28,762 from the Commissioner Of Central Excise(Appeal), Vapi on the ground of irregular availment of Central Excise during April 2004 - March 2005.

The Company has filed appeal before Appellant Tribunal Central Excise, Customs & Service Tax, Ahmedabad. Tribunal has passed the order granting stay on the demand. The proceedings are pending before the Tribunal at Ahmedabad.

5 The Company has received a Show Cause Notice from Director of Intelligence demanding Rs. 2,15,40,551 u/s 28 of Custom Act 1962 on account of Custom Duty on import of OPK from Microsoft during the period of Apr2006 - Mar2007.

The proceedings are pending before Commissioner of Customs, Delhi. On the basis of the legal opinion obtained, the matter has merits in favor of the Company. The Company has deposited Rs. 50 lakhs as pre-deposit under protest.

6 The Company has received an order of Rs.43,11,000 in FY 2006-07 from Commissioner of Central Excise (Appeal) Mumbai on account of alleged non-submission of import documents of various goods under Project Import Regulation Act 1986.

The Company has filed an appeal before CESTAT Mumbai, on the grounds of merits of the case. The Hon'ble High Court of Judicature at Bombay has set aside the order of CESTAT dated 8th June 2006 for pre-deposit of Rs.15 lakhs.

7 The Company has received a show cause notice u/s 73 of Finance Act 1994 from Commissioner Of Service Tax, Mumbai demanding Rs.25,21,282 on account of wrong availment of Cenvat Credit for the period Apr2012 - Mar2013.

The Company has filed its reply denying the demand on the merits and grounds.

- (c) During the financial year covered by my audit, no amount was required to be transferred to investor education and protection fund.

(viii) The Company has no accumulated losses and has not incurred any cash losses during the financial year covered by my audit or in the immediately preceding financial year.

(ix) According to the information and explanations given to me, the Company has not defaulted in repayment of dues to financial institutions or banks.

(x) In my opinion and according to the information and explanations given to me, the Company has not given any guarantee for loans taken by others from banks or financial institutions.

(xi) The Company has not raised any new term loan during the year and therefore clause (xi) of the said Order relating to application of term loan for the purpose for which it was obtained is not applicable.

(xii) According to the information and explanations given to me, no fraud on or by the company has been noticed or reported during the course of my audit.

For **S.C. Bandi & Co.**  
Chartered Accountants  
Firm Reg. No.130850W

**S.C. BANDI**  
(Proprietor)  
M. No.16932

Place: Mumbai  
Date : 30<sup>th</sup> May 2015

# PCS TECHNOLOGY LIMITED

## CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2015

(Amount in ₹)

Particulars		Note No.	As at 31/03/2015	As at 31/03/2014
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Shareholders' Fund</b>			
	Share capital	3	249,256,770	249,256,770
	Reserves and surplus	4	701,210,154	680,989,491
<b>2</b>	<b>Non-Current Liabilities</b>			
	Long term borrowings	5	20,000,000	33,647,535
	Deferred tax liability (Net)	6	31,196,000	33,838,000
	Long term provisions	7	3,288,577	3,173,424
<b>3</b>	<b>Current Liabilities</b>			
	Short term borrowings	8	96,978,460	118,351,082
	Trade payables	9	54,465,762	125,674,498
	Other current liabilities	10	54,686,225	43,647,132
	Short term provisions	11	407,753	847,411
	<b>TOTAL</b>		<b>1,211,489,701</b>	<b>1,289,425,343</b>
<b>II.</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-Current Assets</b>			
	Fixed assets			
	(a) Tangible assets	12	237,831,669	262,037,340
	(b) Intangible assets	12	1,553,899	1,770,588
	(c) Capital work-in-progress		1,736,653	-
	(d) Intangible assets under development		938,744	1,778,744
	Non-current investments	13	64,261,212	258,430
	Long term loans and advances	14	55,274,549	77,991,107
	Other non-current assets	15	1,127,947	2,718,178
<b>2</b>	<b>Current assets</b>			
	Inventories	16	72,508,853	80,373,629
	Trade receivables	17	595,361,627	741,029,203
	Cash and bank balances	18	106,940,039	30,642,979
	Short term loans and advances	19	49,367,795	64,162,839
	Other current assets	20	24,586,714	26,662,306
	<b>TOTAL</b>		<b>1,211,489,701</b>	<b>1,289,425,343</b>

The accompanying notes are an integral part of financial statements

As per my report of even date attached

For **S. C. BANDI & COMPANY**  
Chartered Accountants

**S. C. Bandi**  
Proprietor  
Membership no. 16932

Place : Mumbai  
Date : 30th May, 2015

For and on behalf of the Board of Directors

**G. K. Patni**  
(Chairman)

**A. K. Patni**  
(Vice Chairman)

**H.C. Tandon**  
(Managing Director & CEO)



# THIRTY FOURTH ANNUAL REPORT 2014-2015

## CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2015



(Amount in ₹)

Particulars	Note No.	Year ended 31/03/2015	Year ended 31/03/2014
I. Revenue from operations (Net)	21	1,006,977,534	1,005,594,952
II. Other Income	22	8,505,924	13,230,058
<b>III. Total Revenue (I+II)</b>		<b>1,015,483,458</b>	<b>1,018,825,010</b>
<b>IV. Expenses:</b>			
Purchases of stock-in-trade		193,123,704	191,018,613
Changes in inventories of stock-in-trade	23	2,799,022	2,139,051
Employee benefits expense	24	509,177,644	487,521,562
Finance costs	25	13,046,487	29,032,292
Depreciation and amortisation expense	26	10,448,714	7,667,045
Other expenses	27	230,153,380	228,947,223
<b>Total expenses</b>		<b>958,748,951</b>	<b>946,325,786</b>
<b>V. Profit Before Corporate Social Responsibility and Tax</b>		<b>56,734,507</b>	<b>72,499,224</b>
Less: Corporate Social Responsibility Expense		1,000,000	-
<b>VI. Profit Before Tax</b>		<b>55,734,507</b>	<b>72,499,224</b>
<b>VII. Tax expense</b>			
Current tax		34,350,000	28,661,000
Deferred tax		(2,638,000)	904,000
Taxation pertaining to earlier years		-	5,061,849
<b>Total tax expense</b>		<b>31,712,000</b>	<b>34,626,849</b>
<b>Profit for the year (VI-VII)</b>		<b>24,022,507</b>	<b>37,872,375</b>
Basic and Diluted earnings per equity shares of Rs.10 each			
1) Before extra ordinary items		1.15	1.81
2) After extra ordinary items		1.15	1.81

The accompanying notes are an integral part of financial statements

As per my report of even date attached

For **S. C. BANDI & COMPANY**  
Chartered Accountants

**S. C. Bandi**  
Proprietor  
Membership no. 16932

Place : Mumbai  
Date : 30th May, 2015

For and on behalf of the Board of Directors

**G. K. Patni**  
(Chairman)

**H.C. Tandon**  
(Managing Director & CEO)

**A. K. Patni**  
(Vice Chairman)

# PCS TECHNOLOGY LIMITED

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015

(Amount in ₹)

	Particulars	Year ended 31/03/2015	Year ended 31/03/2014
<b>A.</b>	<b>Cash flow from operating activities</b>		
	Net profit before tax and extra ordinary items	55,734,507	72,499,224
	Adjustments for:		
	Depreciation	10,448,714	7,667,045
	Sundry balances written off	56,650,128	27,353,999
	Fixed assets written off	8,612,604	2,013,257
	(Profit)/ Loss from sale of fixed assets	42,128	151,187
	Interest received	(7,651,013)	(4,019,608)
	Dividend received	(82,800)	(32,400)
	Excess provision written back of last year	-	7,710,019
	Finance cost	13,046,487	29,032,292
	Currency fluctuation reserve on capitalisation	(35,326)	1,421,555
	<b>Operating profit before working capital changes</b>	<b>136,765,429</b>	<b>143,796,570</b>
	Decrease/ (increase) in trade and others receivables	136,749,860	92,086,722
	Decrease/ (increase) in inventories	7,864,776	1,751,873
	(Decrease)/ increase in trade and other payables	(60,494,148)	(49,474,307)
	<b>Cash generated from operations</b>	<b>220,885,917</b>	<b>188,160,858</b>
	Income tax paid (net of refunds)	(41,400,922)	(44,501,156)
	<b>Net cash flow from/ (used in) operating activities</b>	<b>179,484,995</b>	<b>143,659,702</b>
<b>B.</b>	<b>Cash flow from investing activities</b>		
	Purchase of fixed assets (including capital work-in-progress and capital advances)	(2,646,128)	1,925,078
	Purchase of non-current investments	(64,002,782)	-
	Sale of non-current investments	-	-
	Proceeds from sale of fixed assets	2,500,000	150,404
	Interest received	7,354,588	4,062,664
	Movement in Margin money deposits with original maturity of more than 12 months	1,590,231	1,842,305
	Dividend received	82,800	32,400
	<b>Net cash from/ (used in) investing activities</b>	<b>(55,121,291)</b>	<b>8,012,851</b>
<b>C.</b>	<b>Cash from financing activities</b>		
	Repayment of long-term borrowings (net)	(13,647,535)	(99,058,557)
	Repayment of short-term borrowings (net)	(21,372,622)	(25,536,670)
	Finance cost	(13,046,487)	(29,032,292)
	<b>Net cash from/ (used in) financing activities</b>	<b>(48,066,644)</b>	<b>(153,627,519)</b>
	Net increase/ (decrease) in cash and cash equivalents	76,297,060	(1,954,966)
	Cash and cash equivalents at beginning of the year	30,642,979	32,597,945
	Cash and cash equivalents at end of the year	106,940,039	30,642,979

As per my report of even date attached

For **S. C. BANDI & COMPANY**  
Chartered Accountants

**S. C. Bandi**  
Proprietor  
Membership no. 16932

Place : Mumbai  
Date : 30th May, 2015

For and on behalf of the Board of Directors

**G. K. Patni**  
(Chairman)

**H.C. Tandon**  
(Managing Director & CEO)

**A. K. Patni**  
(Vice Chairman)

# THIRTY FOURTH ANNUAL REPORT 2014-2015



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

### 1. **CONSOLIDATION OF ACCOUNTS**

The Consolidated Financial Statement are prepared in accordance with Accounting Standard (AS) 21 on Consolidated Financial Statement issued by the Institute of Chartered Accountants of India. The Consolidated Financial Statements present the consolidated Accounts of PCS Technology Limited with its following Subsidiaries:

Name of the Subsidiary	Country of Incorporation	Percentage of Holding
PCS International Limited	Mauritius	100%
PCS Technology USA, Inc.	United States	100%
PCS Positioning System (India) Limited	India	100%
PCS Infotech Limited	India	100%

### 2. (A) **BASIS OF PREPARATION AND PRINCIPLES OF CONSOLIDATION**

The Company has prepared its financial statements in accordance with Schedule III notified under the Companies Act, 2013.

The Consolidated Financial Statements relate to PCS Technology Limited ('the Company') and its Subsidiary Companies. The Consolidated Financial Statements have been prepared on the following basis:

- The Financial Statements of the Company and its Subsidiary Companies have been combined on a line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses, after fully eliminating intra group balances and intra group transactions resulting in unrealised profits or losses.
- Figures pertaining to the Subsidiary Companies have been reclassified wherever necessary to bring them in line with the Parent Company's Financial Statements.

### (B) **SIGNIFICANT ACCOUNTING POLICIES**

#### **Fixed Assets:**

- (i) Fixed Assets other than mentioned in item no.(ii) and (iii) below, are stated at cost of acquisition or construction, including any cost attributable to bringing the assets to their working condition for their intended use less accumulated depreciation. Preoperative expenses capitalized forms part of the cost of assets.
- (ii) On 1st January 1995, the Company had revalued its immovable property in Kolkata by Rs.12,294,500 on the basis of a report of Government approved valuer. Consequently, increase in value of Rs.12,294,500 was transferred to the Revaluation Reserve Account.
- (iii) On 30th June 2009, the Company has revalued Land and Buildings in Kolkata by Rs.7,987,166 on the basis of a report of Government approved valuer. Consequently, increase in value of Rs.7,987,166 was transferred to the Revaluation Reserve Account.
- (iv) On 28th December 2011, the Company has revalued its office premises located in Technocity, Navi Mumbai, on the basis of a Government approved valuer. Consequently increase in value of Rs.87,705,187 is transferred to Revaluation Reserve Account.

#### **Other Accounting Policies**

These are set out in the Notes to Financial Statements under Significant Accounting Policies for financial statements of the Company and its Subsidiary Companies.

# PCS TECHNOLOGY LIMITED

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

(Amount in ₹)

Particulars	As at 31/03/2015	As at 31/03/2014
<b>3 SHARE CAPITAL</b>		
<b>Authorised:</b>		
21,025,000 Equity shares of Rs.10 each	<b>210,250,000</b>	210,250,000
3,975,000 Redeemable, Non-Convertible & Non-Cumulative Preference Shares of Rs.10 each	<b>39,750,000</b>	39,750,000
	<b>250,000,000</b>	250,000,000
<b>Issued, Subscribed and paid up:</b>		
20,950,677 (Previous year - 20,950,677) Equity Shares of Rs.10 each	<b>209,506,770</b>	209,506,770
3,975,000 (Previous year - 3,975,000) 9% Redeemable, Non-Convertible & Non-Cumulative Preference Shares of Rs.10 each	<b>39,750,000</b>	39,750,000
	<b>249,256,770</b>	249,256,770

**a) Terms/ Rights attached to Equity Shares:**

The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**b) Terms/ Rights attached to Preference Shares:**

The Company has only one class of preference shares having a par value of Rs.10 per share, redeemable at par in the 12th and 13th year from the date of allotment. Each holder of preference share is entitled to one vote per share. In the event of liquidation of the company, before any entitlement of assets to holders of equity shares, the holders of preference shares will be entitled to receive remaining assets of the company, after distribution of all other preferential amounts. The distribution will be in proportion to the number of preferential shares held by the shareholders.

**c) Reconciliation of the shares outstanding at the beginning and end of the year 31st March 2015.**

Particulars	Equity Shares		Preference Shares	
	Number	Amount in ₹	Number	Amount in ₹
Shares outstanding at the beginning of the year	20,950,677	209,506,770	3,975,000	39,750,000
Shares outstanding at the end of the year	<b>20,950,677</b>	<b>209,506,770</b>	<b>3,975,000</b>	<b>39,750,000</b>

**d) Details of shareholding more than 5% Equity Shares of total Equity Shares in the company:**

Name of shareholder	As at 31/03/2015		As at 31/03/2014	
	No. of shares	% holding	No. of shares	% holding
Mrs. Rajnikanta Patni	<b>2,428,930</b>	<b>11.39</b>	*2,428,930	11.39
PCS Finance Private Limited	<b>1,901,560</b>	<b>9.08</b>	1,901,560	9.08
Ashoka Computer Systems Private Limited	<b>1,901,560</b>	<b>9.08</b>	1,901,560	9.08
PCS Cullinet Private Limited	<b>1,901,559</b>	<b>9.08</b>	1,901,559	9.08
Mrs. Sadhana A. Patni	<b>1,657,087</b>	<b>7.89</b>	**1,657,087	7.89

\* No. of shares rectified from 2386116 to 2428930 and

\*\* No. of shares rectified from 1652122 to 1657087

**e) Details of shareholding more than 5% Preference Shares of total Preference Shares in the company:**

Name of shareholder	As at 31/03/2015		As at 31/03/2014	
	No. of shares	% holding	No. of shares	% holding
Mr. Ashok Kumar Patni	<b>1,965,000</b>	<b>49.43</b>	1,965,000	49.43
Mr. Gajendra Kumar Patni	<b>1,480,000</b>	<b>37.23</b>	1,480,000	37.23

# THIRTY FOURTH ANNUAL REPORT 2014-2015



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

(Amount in ₹)

Particulars	As at 31/03/2015	As at 31/03/2014
<b>4 RESERVES AND SURPLUS</b>		
<b>Capital reserves</b>		
Opening balance	733,418	733,418
Add: Transfer from forfeited partly paidup equity shares	-	-
Closing balance	<u>733,418</u>	<u>733,418</u>
<b>Securities premium account</b>		
Opening balance	496,875,000	496,875,000
Add: on account of issued of Pref shares during Current year issue	-	-
Closing balance	<u>496,875,000</u>	<u>496,875,000</u>
<b>Revaluation reserve</b>		
Opening balance	99,624,076	101,415,037
Less: Transfer to Statement of Profit and Loss		
- On account of depreciation	1,777,178	1,790,961
- On account of loss on sale of revalued assets	42,128	-
Less: Transfer to General Reserve on sale of revalued fixed assets (note below)	<u>1,941,692</u>	-
Closing balance	<u>95,863,078</u>	<u>99,624,076</u>
<b>General Reserve</b>		
Opening balance	64,477,728	64,477,728
Less: Transfer for completed useful life of fixed assets	-	-
Add: Transfer from Revaluation Reserve (net of taxes-see note below)	<u>1,311,692</u>	-
Closing balance	<u>65,789,420</u>	<u>64,477,728</u>
<b>Surplus in Statement of Profit and Loss</b>		
Opening balance	7,366,231	(30,506,144)
Add: Profit for the year	<u>24,022,507</u>	<u>37,872,375</u>
Closing balance	<u>31,388,738</u>	<u>7,366,231</u>
<b>Currency Fluctuation Reserve</b>	<u>11,877,712</u>	<u>11,913,038</u>
	<u><b>702,527,366</b></u>	<u><b>680,989,491</b></u>

**Note:** The profit on revalued assets, to the extent of revalued portion had been transferred from Revaluation Reserve to General Reserve, net of current and deferred tax charge.

### 5 LONG TERM BORROWINGS

#### Secured

##### Term loans:

a) From banks	-	647,535
b) Other than banks	-	-
	-	<u>647,535</u>

#### Unsecured

Directors	<u>20,000,000</u>	33,000,000
Inter corporate deposits	-	-
	<u>20,000,000</u>	<u>33,000,000</u>

<b>Total long term borrowings</b>	<u><b>20,000,000</b></u>	<u><b>33,647,535</b></u>
-----------------------------------	--------------------------	--------------------------

a) Term loans taken from Banks is secured by hypothecation of vehicles. Details as regards interest and repayment are as follows:

- The vehicle loan of Rs.16,86,608 was taken from ICICI Bank Limited and carries interest @10-11% p.a. The loan is repayable in 36 monthly instalments of Rs.60,730 from January 2013.
- The vehicle loan of Rs.7,71,000 was taken from Volkswagen Finance Private Limited and carries interest @10-11% p.a. The loan is repayable in 36 monthly instalments of Rs.24,272 from January 2013.

b) The loans taken from Directors are interest free and are returnable after 31st March, 2016.

# PCS TECHNOLOGY LIMITED

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

(Amount in ₹)

Particulars	As at 31/03/2015	As at 31/03/2014
<b>6 DEFERRED TAX LIABILITY</b>		
Deferred tax liability: on account of depreciation	32,396,000	35,143,000
Deferred tax asset: on expenses allowed on payment basis	(1,200,000)	(1,305,000)
Deferred tax liability (Net)	31,196,000	33,838,000
<b>7 LONG TERM PROVISIONS</b>		
Long-term provision for leave benefits	3,288,577	3,173,424
	3,288,577	3,173,424
<b>8 SHORT TERM BORROWINGS</b>		
<b>Secured</b>		
Cash credit from banks	75,147,941	94,096,287
Working capital loan	21,830,519	24,254,795
	96,978,460	118,351,082
a) Cash credit and Working Capital Demand Loan is secured against hypothecation of inventories and bookdebts of the Company as well as first charge on the fixed assets of the Company and carries interest @ 12.00%-12.50% p.a.		
<b>9 TRADE PAYABLES</b>		
Trade payables (Refer note 32 for details of dues to Micro, Small and Medium enterprises)	54,465,762	125,674,498
	54,465,762	125,674,498
<b>10 OTHER CURRENT LIABILITIES</b>		
Current maturities of long term debt (refer note 5)	647,536	903,951
Trade advances	5,293,569	3,459,337
Income received in advance	36,415,291	23,494,472
Statutory dues and taxes payable	11,269,309	15,789,372
Other payables	1,060,520	-
	54,686,225	43,647,132
<b>11 SHORT TERM PROVISIONS</b>		
Short-term provision for leave benefits	407,753	847,411
	407,753	847,411

### 12 FIXED ASSETS

(Amount in ₹)

Particulars	Gross Block			Depreciation				Net Block		
	As at	Additions	Deductions	As at	As at	For current period	On Deductions	As at	As at	As at
	01/04/2014			31/03/2015				01/04/2014		
<b>Tangible Assets</b>										
1 Leasehold Land	1,177,904	-	-	1,177,904	513,807	27,492	-	541,299	636,605	664,097
2 Building	229,246,352	-	2,949,750	226,296,602	13,632,472	3,732,435	407,622	16,957,285	209,339,317	215,613,880
3 Plant and Equipment	19,169,532	-	11,105,432	8,064,100	6,371,708	666,942	5,030,062	2,008,588	6,055,512	12,797,824
4 Furniture and Fixture	12,587,150	29,250	5,224,956	7,391,444	4,586,589	874,441	3,157,632	2,303,398	5,088,046	8,000,561
5 Vehicle	9,437,071	-	427,701	9,009,370	2,892,292	1,308,294	334,098	3,866,488	5,142,882	6,544,779
6 Office Equipment	30,644,027	823,044	12,774,502	18,692,569	12,227,828	5,342,418	10,446,984	7,123,262	11,569,307	18,416,199
	302,262,036	852,294	32,482,341	270,631,989	40,224,696	11,952,022	19,376,398	32,800,320	237,831,669	262,037,340
<b>Intangible Assets</b>										
7 Software	10,632,581	57,181	-	10,689,762	8,861,993	273,870	-	9,135,863	1,553,899	1,770,588
<b>Total</b>	<b>312,894,617</b>	<b>909,475</b>	<b>32,482,341</b>	<b>281,321,751</b>	<b>49,086,689</b>	<b>12,225,892</b>	<b>19,376,398</b>	<b>41,936,183</b>	<b>239,385,568</b>	<b>263,807,928</b>
Previous Year	326,305,602	2,262,623	15,673,608	312,894,617	52,990,774	9,458,006	13,362,091	49,086,689	263,807,928	

# THIRTY FOURTH ANNUAL REPORT 2014-2015



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

(Amount in ₹)

Particulars			As at 31/03/2015	As at 31/03/2014
<b>13 NON-CURRENT INVESTMENTS</b>				
(Non-trade, at-cost, un-quoted, unless otherwise stated)				
	Number	Face Value p.u.		
a) <u>Investments in equity instruments</u>				
<u>In Other Companies (Quoted)</u>				
Longview tea Limited	200	10	13,000	13,000
Chennai Petroleum Corpn	1,300	10	104,000	104,000
NEPC Micon Limited	400	10	12,000	12,000
Asit C Mehta Financial Services limited	5,000	10	50,000	50,000
Riga Sugar Co Limited	2,200	10	110,000	110,000
Western India Industries Limited	7,500	10	450,000	450,000
			<b>739,000</b>	739,000
<u>In Others (Unquoted)</u>				
Saraswat Coop Bank Limited	1,000	10	10,000	10,000
Total of investments in equity instruments			<b>749,000</b>	749,000
b) <u>Investment in Government securities</u>				
National Savings Certificate	4	1000	4,000	4,000
			<b>4,000</b>	4,000
c) <u>Investment in Mutual funds (Quoted)</u>				
Master shares of UTI	14,400	10	-	140,430
			-	140,430
d) <u>Investment in Non-Convertible Debentures</u>				
Alliance Infrastructure Projects Private Limited			18,773,890	-
Total Environmnet Living Private Limited	550		45,359,322	-
			<b>64,133,212</b>	-
e) <u>Investment in Share Certificates</u>				
Membership of Technocity Co-operative Society			10,000	-
			<b>10,000</b>	-
Total investments			<b>64,896,212</b>	893,430
Less: Provision for dimunition in value of quoted investments			<b>635,000</b>	635,000
<b>Net investments</b>			<b>64,261,212</b>	258,430
Aggregate amount of quoted Investments			<b>739,000</b>	879,430
(Market value Rs.3,25,931 previous year Rs.6,08,834)				
Aggregate amount of Unquoted Investments			<b>64,157,212</b>	14,000
Aggregate provision for dimunition in value of investments			<b>635,000</b>	635,000
<b>14 LONG TERM LOANS AND ADVANCES</b>				
<b>Unsecured, Considered good</b>				
Security Deposits			9,915,067	12,666,853
Rent deposit - Related Parties (refer note 36)			2,254,000	4,306,700
Income tax paid (Net of provisions)			38,027,267	56,699,059
Advances recoverable in cash or in kind			5,078,215	4,318,495
Advances - Related Parties (refer note 36)			-	-
			<b>55,274,549</b>	77,991,107

# PCS TECHNOLOGY LIMITED

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

Particulars	(Amount in ₹)	
	As at 31/03/2015	As at 31/03/2014
<b>15 OTHER NON CURRENT ASSETS</b>		
Non Current Bank Balances (refer note no 18)	1,127,947	2,718,178
Unamortised expenses	-	-
	<b>1,127,947</b>	<b>2,718,178</b>
<b>16 INVENTORIES</b>		
Stores & Spares*	71,930,138	76,995,892
Stock-in-trade	578,715	3,377,737
	<b>72,508,853</b>	<b>80,373,629</b>
<b>17 TRADE RECEIVABLES</b>		
<b>Unsecured, considered good</b>		
Over six months*	472,132,757	453,664,544
Other Debts	123,228,870	287,364,659
	<b>595,361,627</b>	<b>741,029,203</b>
<b>18 CASH AND BANK BALANCES</b>		
<b>Cash &amp; Cash Equivalents</b>		
Cash in hand	6,077,302	5,989,941
Balances with Banks		
In Current account	98,976,487	19,965,054
Deposits with original maturity of less than 3 months	252,396	1,608,733
	<b>105,306,185</b>	<b>27,563,728</b>
<b>Other Bank Balances</b>		
Deposits with Original maturity of more than 3 months but less than 12 months	1,633,854	3,079,251
Deposits with Original maturity of more than 12 months	1,127,947	2,718,178
	<b>2,761,801</b>	<b>5,797,429</b>
<b>Total Cash &amp; Bank Balances</b>	<b>108,067,986</b>	<b>33,361,157</b>
<b>Less: Non-current portion included in Other Non current assets</b>	<b>1,127,947</b>	<b>2,718,178</b>
	<b>106,940,039</b>	<b>30,642,979</b>
<b>19 SHORT TERM LOANS AND ADVANCES</b>		
Loans and advances to employees	28,090	869,225
Deposits/ Balance with Excise/ Sales Tax Authorities	10,921,934	10,921,934
Advance to Suppliers*	15,656,340	24,041,785
Earnest Money Deposit	13,204,888	13,482,468
Advances recoverable in cash or in kind (short term)	7,163,520	14,303,000
Advances - Related Parties (refer note 36)	2,393,023	544,427
	<b>49,367,795</b>	<b>64,162,839</b>
<b>20 OTHER CURRENT ASSETS</b>		
Revenue Accrued	24,151,111	26,498,424
Interest Accrued	435,603	139,178
Unamortised expenses	-	24,704
	<b>24,586,714</b>	<b>26,662,306</b>

\* Refer note no. 31 of the Notes to the Consolidated Financial Statements for Scheme of Amalgamation and Arrangement and setting off certain stressed assets upto Rs. 65 Cr. using Security Premium Reserve and other available Reserves. The effect will be considered upon approval of the Scheme.



# THIRTY FOURTH ANNUAL REPORT 2014-2015



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

TECHNOLOGY

(Amount in ₹)

Particulars	Year ended 31/03/2015	Year ended 31/03/2014
<b>21 REVENUE FROM OPERATIONS</b>		
Traded goods		
Computers peripherals & softwares	239,165,481	233,790,717
Sales of Services		
Computers related IT services	767,812,053	771,804,235
Other operating revenue	-	-
Net Sales	<u>1,006,977,534</u>	<u>1,005,594,952</u>
<b>22 OTHER INCOME</b>		
Dividend from long term investments	82,800	32,400
Foreign exchange difference (Net)	324,337	1,231,499
Interest income	7,651,013	4,019,608
Other non-operating income	447,774	7,946,551
	<u>8,505,924</u>	<u>13,230,058</u>
<b>23 CHANGES IN INVENTORIES OF STOCK IN TRADE</b>		
Inventory at the end of the year		
Trading - Computers peripherals & software	578,715	3,377,737
Inventory at the beginning of the year		
Trading - Computers peripherals & software	3,377,737	5,516,788
(Increase)/ Decrease in Inventory	<u>2,799,022</u>	<u>2,139,051</u>
<b>24 EMPLOYEE BENEFIT EXPENSES</b>		
Salaries & Wages	460,589,583	444,749,314
Contribution to Provident fund etc	41,131,345	36,322,553
Staff Welfare expenses	7,456,716	6,449,695
	<u>509,177,644</u>	<u>487,521,562</u>
Refer Note No.28 for disclosures as required by AS -15 "Employee Benefits"		
<b>25 FINANCE COST</b>		
Interest expense	12,399,369	25,925,156
Other borrowing cost	647,118	3,107,136
	<u>13,046,487</u>	<u>29,032,292</u>
<b>26 DEPRECIATION</b>		
Depreciation and amortisation	12,225,892	9,458,006
Less: Transfer from revaluation reserve	(1,777,178)	(1,790,961)
	<u>10,448,714</u>	<u>7,667,045</u>
<b>27 OTHER EXPENSES</b>		
Power & fuel	4,323,272	4,309,692
Rent	6,671,732	6,833,659
Rates & taxes	892,880	1,189,058
Insurance	3,004,142	2,611,550
Advertisement & sales promotion	2,171,660	2,144,657
Travelling and conveyance expenses	33,400,800	37,889,896
Consumable, stores and spares	46,843,480	69,325,450
Office maintainence	3,884,522	4,296,281
Printing & stationery	3,519,177	3,553,399
Repairs to building	716,026	964,696
Communication expenses	5,140,394	4,148,867

# PCS TECHNOLOGY LIMITED

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

(Amount in ₹)

Particulars	Year ended 31/03/2015	Year ended 31/03/2014
Auditor's remuneration		
- As Auditors	565,160	580,130
- For Tax audit	50,000	50,000
- For Certificate/ limited review	190,000	170,143
Legal, professional & consultancy charges	10,216,513	9,783,820
Freight & forwarding	5,588,052	7,459,151
Directors sitting fees	541,567	439,637
Bad debts written off	44,368,733	14,979,948
Capital work in progress written off	840,000	4,202,946
Subcontracting charges paid	25,256,890	33,428,560
Sales & Work contract tax paid	1,364,603	1,620,282
Loss on sale/ disposal of non-revalued fixed assets	8,612,604	2,164,444
Miscellaneous expenses	22,991,173	16,800,957
	<b>231,153,380</b>	<b>228,947,223</b>

### 28 Employee Benefits

- a) Contribution to Provident Fund of Rs.2,30,11,688 (previous year Rs. 1,95,70,530) is recognized as an expense and included in Contribution to Provident Funds etc. in the Statement of Profit and Loss.
- b) Defined Benefit plans in respect of Gratuity and leave encashment - as per actuarial valuation.

Particulars	Current Year		Previous Year	
	Gratuity (Funded)	Leave encashment (Non funded)	Gratuity (Funded)	Leave encashment (Non funded)
<b>1 Change in benefit obligation</b>				
Liability at the beginning of the year	15,322,554	4,020,835	15,700,842	4,773,973
Interest cost	1,318,373	305,696	1,142,992	327,911
Current service cost	2,328,517	1,833,508	1,655,268	1,324,327
Past service cost-(vested benefits)	-	-	-	-
Benefit paid	(2,015,952)	(1,403,326)	(2,826,878)	(1,350,182)
Actuarial (Gain)/ Loss	3,447,781	(1,060,383)	(349,670)	(1,055,194)
Liability at the end of the year	<b>20,401,273</b>	<b>3,696,330</b>	<b>15,322,554</b>	<b>4,020,835</b>
<b>2 Change in Fair value of Plan Assets</b>				
Fair value of Plan assets at beginning of year	16,027,637	-	15,827,046	-
Adjustments to opening balance	(674)	-	(977,451)	-
Expected Return on Plan assets	2,118,778	-	1,843,339	-
Contributions	5,275,000	1,403,326	3,850,000	1,350,182
Benefit paid	(2,015,952)	(1,403,326)	(2,826,878)	(1,350,182)
Actuarial (Gain)/ Loss on plan assets	(999,764)	-	(1,688,419)	-
Fair value of Plan assets at end of year	<b>20,405,025</b>	-	<b>16,027,637</b>	-
<b>3 Expenses recognized in Profit &amp; Loss</b>				
Current service cost	2,328,517	1,833,508	1,655,268	1,324,327
Interest cost	1,318,373	305,696	1,142,992	327,911
Expected Return on Plan assets	(2,118,778)	-	(1,843,339)	-
Actuarial (Gain)/ Loss	4,447,545	(1,060,383)	1,338,749	(1,055,194)
Expenses recognized in the P&L a/c	<b>5,975,657</b>	<b>1,078,821</b>	<b>2,293,670</b>	<b>597,044</b>
<b>4 Actuarial Assumptions</b>				
Discount rate		8.00%	8.00%	
Salary escalation rate		5.00%	5.00%	
Expected Return on Plan assets		12.00%	12.00%	
Retirement age		58 Years	58 Years	
Mortality		IALM (2006-08) Ult.	IALM (2006-08) Ult.	

The estimate of future salary increase, considered in actuarial valuation, taken into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

# THIRTY FOURTH ANNUAL REPORT 2014-2015



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

### 29. Note on Contingent Liability:

In respect of outstanding performance bank guarantees furnished to various customers against margin deposits as on 31st March 2015 is Rs.3,25,06,983 (Previous Year – Rs.7,05,10,715).

### 30. a) Status of statutory dues under disputes on which amount has been paid:

- 1 The Company has received a show cause notice u/s 73 of Finance Act 1994 from Commissioner Of Service Tax, Mumbai demanding Rs.50,45,046 as recipient of services for the period Apr2009 - Mar2010.

The Company has filed its reply denying the demand on the facts and grounds that the Company has paid Service Tax under the head Information Technology Services with effect from the date, the entry became applicable. Hence, the Company is not liable for further dues.

- 2 The Company has received a show cause notice u/s 73 of Finance Act 1994 from Commissioner Of Service Tax, Mumbai demanding Rs.29,13,810 as recipient of services for the period Apr2010 - Mar2011.

The Company has filed its reply denying the demand on the facts and grounds that the Company has paid Service Tax under the head Information Technology Services with effect from the date, the entry became applicable. Hence, the Company is not liable for further dues.

- 3 The Company has received a show cause notice u/s 73 of Finance Act 1994 from Commissioner Of Service Tax, Mumbai demanding Rs.5,96,410 as recipient of services for the period Apr2011 - Mar2012.

The Company has filed its reply denying the demand on the facts and grounds that the Company has paid Service Tax under the head Information Technology Services with effect from the date, the entry became applicable. Hence, the Company is not liable for further dues.

### b) Status of statutory dues under disputes on which amount has not been paid:

- 1 The Commissioner Of Service Tax, Mumbai has passed an order confirming the demand of Rs.2,29,04,559 (Previous Year: Rs.4,69,24,929) u/s 73 of Finance Act 1994 on purchase of software under category of Intellectual Property Rights for the period Dec2004 -Mar2009.

The Company has obtained the legal opinion that the software purchase does not attract provisions of Intellectual Property Rights under Service Tax Rules, and now is in process of filing appeal before Appellate Tribunal.

- 2 The Company has received a demand of Rs.19,12,633 from the Commissioner Of Central Excise, Pondicherry u/s 11A of Central Excise Act imposing Central Excise on pre-loading of software for the period Sept2006 - Mar2010.

The Company has filed an appeal before Appellant Tribunal Central Excise, Customs & Service Tax, Chennai. Tribunal has passed the order granting stay on the demand. The proceedings are pending before the Tribunal at Chennai.

- 3 The Company has received a demand of Rs.5,04,995 from the Commissioner Of Central Excise (Appeal), Vapi on the ground of irregular availment of Central Excise during the period Apr2004 - Mar2005.

The Company has filed appeal before Appellant Tribunal Central Excise, Customs & Service Tax, Ahmedabad. Tribunal has passed the order granting stay on the demand. The proceedings are pending before the Tribunal at Ahmedabad.

- 4 The Company has received a demand of Rs.44,28,762 from the Commissioner Of Central Excise(Appeal), Vapi on the ground of irregular availment of Central Excise during April 2004 - March 2005.

The Company has filed appeal before Appellant Tribunal Central Excise, Customs & Service Tax, Ahmedabad. Tribunal has passed the order granting stay on the demand. The proceedings are pending before the Tribunal at Ahmedabad.

- 5 The Company has received a Show Cause Notice from Director of Intelligence demanding Rs. 2,15,40,551 u/s 28 of Custom Act 1962 on account of Custom Duty on import of OPK from Microsoft during the period of Apr2006 - Mar2007.

The proceedings are pending before Commissioner of Customs, Delhi. On the basis of the legal opinion obtained, the matter has merits in favor of the Company. The Company has deposited Rs. 50 lakhs as pre-deposit under protest.

- 6 The Company has received an order of Rs.43,11,000 in FY 2006-07 from Commissioner of Central Excise (Appeal) Mumbai on account of alleged non-submission of import documents of various goods under Project Import Regulation Act 1986.

The Company has filed as appeal before CESTAT Mumbai, on the grounds of merits of the case. The Hon'ble High Court of Judicature at Bombay has set aside the order of CESTAT dated 8th June 2006 for pre-deposit of Rs.15 lakhs.

- 7 The Company has received a show cause notice u/s 73 of Finance Act 1994 from Commissioner Of Service Tax, Mumbai demanding Rs.25,21,282 on account of wrong availment of Cenvat Credit for the period Apr 2012 - Mar 2013.

The Company has filed its reply denying the demand on the merits and grounds.

31. "The Scheme of Amalgamation and Arrangement between PCS International Limited, Mauritius ('PIL Mauritius' or 'the Transferor Company') and PCS Technology Limited ('PTL' or 'the Company' or '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, ("the Scheme") has been sanctioned by the Hon'ble Bombay High Court on 8th May, 2015.

The Scheme was approved by the Board of Directors in its meeting held on 21st May, 2014 and the Company received 'No Objection' letter in support of the Scheme from BSE Ltd, Pune Stock Exchange Ltd. Subsequently, the Scheme was approved by the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Company on 23rd January, 2015. The Scheme inter-alia provides for the merger of PIL Mauritius into the Company and also provides for financial restructuring of the Company with respect to its unproductive activities. Accordingly, it proposed to write off certain stressed assets against the Securities Premium Account and other available reserves.

Currently, the Company is awaiting to receive the authenticated copy of the Order approving the Scheme from the Hon'ble Bombay High Court. Pursuant to receipt of the Order, the Company shall file the copy of the Order vide e-form INC 28 with the Registrar of Companies, Pune and also with the Regulatory Authority at Mauritius for the striking off the name of PIL Mauritius from their records. The Appointed Date for the Scheme is 1st April 2014. However, as the Scheme would only be effective pursuant to striking off the name of the Transferor Company by Regulatory Authority at Mauritius, no effect of the Scheme has been given in the financial statements of the Company for FY 2014-15."

# PCS TECHNOLOGY LIMITED

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

### 32. Particulars of dues to Micro, Small and Medium Enterprises under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act):

(Amount in ₹)

Particulars	As at 31/03/2015	As at 31/03/2014
Principle amount due to suppliers under MSMED Act at the year end	603,774	28,164
Interest accrued & due to suppliers under MSMED Act on the above amount, unpaid at the year end	7,416	3,367
Payment made to suppliers (other than interest) beyond the appointed day during the year	-	16,875
Interest paid to suppliers under MSMED Act during the year	-	-
Interest due & payable to suppliers under MSMED Act for payments already made	-	566
Interest accrued & remaining unpaid at the end of the year to supplier under MSMED Act.	7,416	3,933

### 33. (A) Value of imported and indigenous Computer and Peripherals Accessories consumed and percentage thereof: (Amount in ₹)

Particulars	31/03/2015		31/03/2014	
	Value	%	Value	%
Imported	-	-	1,526,742	0.80%
Indigenous	192,761,469	100.00%	189,491,871	99.20%
	<b>192,761,469</b>	<b>100.00%</b>	<b>191,018,613</b>	<b>100.00%</b>

### (B) Value of imports on CIF basis in respect of:

(Amount in ₹)

Particulars	31/03/2015	31/03/2014
Raw Material, Store & spares and Computer Peripherals	-	1,615,246

### (C) Expenditure in foreign currency:

(Amount in ₹)

Particulars	31/03/2015	31/03/2014
Traveling	3,703,317	5,396,786

### (D) Earning in foreign currency:

(Amount in ₹)

Particulars	31/03/2015	31/03/2014
Export sales and services	19,115,547	40,964,140

### 34. Particulars of Earnings per Shares:

Particulars	31/03/2015	31/03/2014
a) Net Profit for the year		
Before extraordinary items (Rs.)	24,022,507	37,872,375
After extraordinary items (Rs.)	24,022,507	37,872,375
b) Number of equity shares outstanding at the beginning and at the end of the year	20,950,677	20,950,677
c) Nominal Value of the shares (Rs.)	10.00	10.00
d) Basic and diluted Earning per share (Rs.) (a/b)		
Before extraordinary items	1.15	1.81
After extraordinary items	1.15	1.81

### 35. Segment Reporting:

The Company is engaged mainly in Computer peripherals, softwares and related IT services and as such it is the only reportable business segment. The export sales of the company are less than 10% of the total turnover and hence there is single reportable geographical segment.

#### 36.1 Related parties disclosures:

#### A Names of the related parties (where control exists) - Subsidiary Companies

1. PCS International Limited, Mauritius
2. PCS Technology USA, Inc.
3. PCS Positioning Systems (India) Limited
4. PCS Infotech Limited

4. Mr. Arihant Patni  
(Son of Mr. G.K. Patni)
5. Mrs. Ruchi Patni  
(Daughter-in-law of Mr. G.K. Patni)
6. Sobhagmal M. Patni HUF  
(Mr.G.K.Patni & Mr.A.K.Patni are members of HUF)
7. Estate of Late Mr. Sobhagmal M. Patni
8. Estate of Late Mrs Kanchanbai Patni

#### B Other Related parties with whom there are transactions during the year.

#### a) Key Management Personnel

1. Mr. G.K.Patni (Chairman)
2. Mr. A.K.Patni (Vice Chairman)
3. Mr. H C Tandon (Managing Director)

#### b) Relatives of key management personnel

1. Mrs. Rajnikanta Patni  
(Wife of Mr. G.K. Patni)
2. Mrs. Sadhna Patni  
(Wife of Mr. A.K. Patni)
3. Mr. Apoorva Patni (Director)  
(Son of Mr. A.K.Patni)

#### c) Affiliates (Enterprises over which Key Management personnel or their relatives have significant influence)

1. Ashoka Computer Systems Private Limited
2. PCS Cullinet Private Limited
3. PCS Finance Private Limited
4. Kalpavruksh Systems Limited
5. Saulese Energija Limited
6. AAP & Associates, LLP
7. Patni Healthcare Limited

# THIRTY FOURTH ANNUAL REPORT 2014-2015



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

### 36.2 Transactions carried out with related parties referred above, in ordinary course of business:

(Amount in ₹)

Description	Key Management Personnel	Relative of key Management Personnel	Affiliates	Total
1 Sales of goods and services	- (-)	- (-)	1,823,514 (930,987)	1,823,514 (930,987)
2 Rent paid	516,000 (255,000)	- (-)	-	516,000 (255,000)
3 Reimbursement of expenses paid	- (-)	- (-)	- (428,988)	- (428,988)
4 Recovery of expenses received	- (-)	- (-)	- (480,411)	- (480,411)
5 Security Deposit (Rent) given	- (54,000)	- (-)	- (-)	- (54,000)
6 Security Deposit (Rent) received back	- (-)	1,700,000 (-)	- (406,700)	1,700,000 (406,700)
7 Loan Refunded	13,000,000 (65,800,000)	- (-)	- (950,000)	13,000,000 (66,750,000)
8 Remuneration to Directors	3,206,434 (2,749,400)	- (-)	-	3,206,434 (2,749,400)

### 36.3 Balance outstanding as at year end:

(Amount in ₹)

Description	Key Management Personnel	Relative of key Management Personnel	Affiliates	Total
1 Receivable	- (-)	- (-)	102,908 (438,878)	102,908 (438,878)
2 Loan taken	20,000,000 (33,000,000)	- (-)	- (-)	20,000,000 (33,000,000)
3 Property deposits	54,000 (54,000)	2,200,000 (3,900,000)	- (-)	2,254,000 (3,954,000)

### 36.4 Significance closing balances outstanding as at year end:

(Amount in ₹)

Description	Key Management Personnel	Relative of key Management Personnel	Affiliates
1 <b>Receivable</b>			
Patni Healthcare Limited	- (-)	- (-)	81,371 (438,878)
Kalpavruksh Systems Limited	- (-)	- (-)	21,537 (-)
2 <b>Loan Taken</b>			
Mr. A.K. Patni	10,000,000 (23,000,000)	- (-)	- (-)
Mr. G.K. Patni	10,000,000 (10,000,000)	- (-)	- (-)
3 <b>Property Deposits</b>			
Late Mrs. Kanchanbai Patni	- (-)	- (-)	- (1,100,000)
Mrs. Rajnikanta Patni	- (-)	- (-)	500,000 (600,000)
Mrs. Sadhana Patni	- (-)	- (-)	500,000 (700,000)
Mr. Apoorva Patni	- (-)	- (-)	600,000 (600,000)
Mr. Arihant Patni	- (-)	- (-)	500,000 (500,000)
Sobhagmal Maganmal Patni HUF	- (-)	- (-)	100,000 (200,000)
Mr. A.K. Patni	54,000 (54,000)	- (-)	- (-)

### 36.5 Significant transactions carried out with related parties referred above, in ordinary course of business:

(Amount in ₹)

Description	Key Management Personnel	Relative of key Management Personnel	Affiliates
1 <b>Sales of goods and services</b>			
Kalpavruksh Systems Limited	- (-)	- (-)	1,006,980 (930,987)
Patni Healthcare Limited	- (-)	- (-)	816,534 (-)

# PCS TECHNOLOGY LIMITED

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

2	<b>Rent paid</b>			
	Mr. A. K. Patni	216,000	-	-
		(180,000)	(-)	(-)
	Mr. Apoorva Patni	300,000	-	-
		(75,000)	(-)	(-)
3	<b>Reimbursement of expenses paid</b>			
	AAP & Associates LLP	-	-	-
		(-)	(-)	(428,988)
4	<b>Recovery of expenses received</b>			
	Saulese Energija Limited	-	-	-
		(-)	(-)	(135,297)
	Patni Healthcare Limited	-	-	-
		(-)	(-)	(301,597)
	Kalpavruksh Systems Limited	-	-	-
		(-)	(-)	(43,517)
5	<b>Security Deposit (rent) refunded</b>			
	Late Mrs. Kanchanbai Patni	-	1,100,000	-
		(-)	(-)	(-)
	Mrs. Rajnikanta G. Patni	-	100,000	-
		(-)	(-)	(-)
	Mrs. Sadhana A. Patni	-	200,000	-
		(-)	(-)	(-)
	Sobhagmal Maganmal Patni HUF	-	100,000	-
		(-)	(-)	(-)
	Late Mr. Sobhagmal Maganmal Patni	-	100,000	-
		(-)	(-)	(-)
	Mrs. Ruchi A. Patni	-	100,000	-
		(-)	(-)	(-)
	Ashoka Computer Systems Private Limited	-	-	-
		(-)	(-)	(100,270)
	PCS Cullinet Private Limited	-	-	-
		(-)	(-)	(101,400)
	PCS Finance Private Limited	-	-	-
		(-)	(-)	(205,030)
7	<b>Loan refunded</b>			
	Mr. A. K. Patni	13,000,000	-	-
		(65,800,000)	(-)	(-)
	Ashoka Computer Systems Private Limited	-	-	-
		(-)	(-)	(200,000)
	PCS Cullinet Private Limited	-	-	-
		(-)	(-)	(200,000)
	PCS Finance Private Limited	-	-	-
		(-)	(-)	(550,000)
8	<b>Remuneration to Directors</b>			
	H.C.Tandon	3,206,434	-	-
		(2,749,400)	(-)	(-)

### 37.1 Disclosure required by Clause 32 of the Listing Agreement:

Amount of loans and advances in nature of loans outstanding from subsidiaries:	(Amount in Rs.)
PCS Positioning Systems (India) Limited	25,000,000
	(-)
PCS Infotech Limited	-
	(2,000,000)

Note: Previous year figures are shown in brackets

### 37.2 Details of Investment by the Loanee in the shares of the company: None of the Loanee have made investments in the shares of the company.

### 38. Figures for the previous year have been regrouped/ rearranged wherever necessary.

As per my report of even date attached

For **S. C. BANDI & COMPANY**

Chartered Accountants

**S. C. Bandi**

Proprietor

Membership no. 16932

Place : Mumbai

Date : 30th May, 2015

For and on behalf of the Board of Directors

**G. K. Patni**

(Chairman)

**H.C. Tandon**

(Managing Director & CEO)

**A. K. Patni**

(Vice Chairman)

# PCS TECHNOLOGY LIMITED

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



## PROXY

DP. Id	
--------	--

Folio No.	
-----------	--

Client Id	
-----------	--

No. of Shares held	
--------------------	--

I/We \_\_\_\_\_

of \_\_\_\_\_ in the district of \_\_\_\_\_

\_\_\_\_\_ being a member/members of the above named Company

hereby appoint \_\_\_\_\_

of \_\_\_\_\_ in the district of \_\_\_\_\_

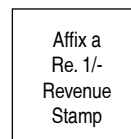
\_\_\_\_\_ or failing him \_\_\_\_\_

of \_\_\_\_\_ in the district of \_\_\_\_\_

as my/our proxy to vote for me/us, on my/our behalf at the Thirty Fourth Annual General Meeting of the members of PCS Technology Limited to be held at Hotel Aaradhana Garden situated at Gat No.123, Alandi Markaal Road, Tal. Khed, Alandi, Dist. Pune 412 106 on Wednesday, 16th September, 2015 at 11.30 a.m. and at any adjournment thereof.

Signed by the said \_\_\_\_\_

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015



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



## ATTENDANCE SLIP

THIS ATTENDANCE SLIP DULY FILLED IN TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL.

Name of the Shareholder(s) (In Block Letters) \_\_\_\_\_

DP. Id	
--------	--

Folio No.	
-----------	--

Client Id	
-----------	--

Name of the Proxy (in Block Letters to be filled in, if the Proxy attends instead of the member) or Company Representative \_\_\_\_\_

\_\_\_\_\_ No. of Shares held \_\_\_\_\_

I hereby record my presence at the Thirty Fourth Annual General Meeting of the members of PCS Technology Limited held at Hotel Aaradhana Garden situated at Gat No.123, Alandi Markaal Road, Tal. Khed, Alandi, Dist. Pune 412 106 on Wednesday, 16th September, 2015 at 11.30 a.m.

\_\_\_\_\_  
Signature of the Shareholder or Proxy or Company Representative

**BY SPEED POST / REGISTERED POST / COURIER**

To

*If undelivered please return to :*

**M/s. Bigshare Services Pvt. Ltd.**

**UNIT : PCS Technology Limited**

E-2/3, Ansa Industrial Estate,

Saki Vihar Road, Saki Naka,

Andheri (E), Mumbai - 400 072.

Tel. : 2847 0652 / 4043 0200

Fax : 022-2847 5207

**PCS**  
TECHNOLOGY

**PCS TECHNOLOGY LIMITED**

Registered Office : Office no.1, Gat no. 478, Alandi Markaal Road, Tal. Khed, Alandi, Dist Pune 412 106.