



M. M. SHETH & Co.
Company Secretaries

TEL: +91 22 22630234

+ 91 9892203752

+ 91 9892770645

E-mail: shethmm_cs@yahoo.co.in

209, Aqua Corp., Churchgate Chambers , Near American Centre, 5 New Marine Lines, Mumbai –400 020.

M. M. SHETH

Proprietor

Date: 26th September, 2019

To,

The Chairman of

38th Annual General Meeting of

PCS Technology Limited

CIN: L74200MH1981PLC024279

Regd. off: Office Premise No. 1, Gat No. 478,

Alandi Markaal Road, Alandi, Tal. Khed

Pune- 412106, Maharashtra

Subject: Consolidated Scrutinizer's Report for voting at the 38th Annual General Meeting (AGM) held on 25th September, 2019.

The Board of Directors of the Company at their meeting held on 24th May, 2019 had appointed me as Scrutinizer for remote e-voting and also for voting at AGM by Ballot Papers.

Pursuant to the provisions of section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of Companies (Management and Administration) Rules, 2014 (the Rules) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided remote e-voting facility and at AGM, ballot papers facility to its members in respect of business to be transacted at AGM.

The Company had appointed Central Depository Services (India) Limited (CDSL) as the service provider, for the facility of electronic voting to the shareholders of the Company. The remote e-voting results were unblocked by me on 25th September, 2019 after conclusion of AGM in the presence of two witnesses.

Cut -off date:

17th September, 2019

Remote e-voting commencement date:

22nd September, 2019 at 10.00 a.m

Remote e-voting end date:

24th September, 2019 at 5.00 p.m.





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The Company has delivered copy of AGM Notice with Annual Report through email to members whose E-mail ID were registered. Physical copy of Annual Report was sent to other members by Courier.

The Company has published a notice in this regard, in the newspapers on 28th August, 2019 in the manner as prescribed under the Rules

The facility for voting through ballot paper was made available at the AGM venue for the members attending the meeting and who had not cast their vote through remote e-voting. The ballot box kept at the AGM for this purpose was sealed in my presence. After conclusion of voting at the AGM venue, the ballot box was opened and the ballot papers were diligently scrutinized.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to remote e-voting and voting conducted through ballot papers at the AGM on the resolutions contained in the notice of the meeting. My responsibility as scrutinizer for the remote e-voting and voting conducted through ballot papers at the AGM is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

The results of the remote e-voting together with that of the ballot papers are as under:

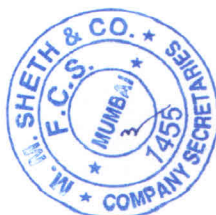
Ordinary Business – Ordinary Resolution no. 1

Adoption of Audited Standalone and Consolidated Financial Statements for the year ended 31st March, 2019.

No. of Members who cast their Vote	No. of shares voted	% of Total Equity Paid-up Share Capital
63	1,32,63,972	63.31 %

	Remote e-voting		Voting at AGM by Ballot papers		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
Assent	56	1,32,62,797	5	1,025	1,32,63,822	100.00
Dissent	2	150	0	0	150	0.00*
Invalid	0	0	0	0	0	0.00
Total	58	1,32,62,947	5	1,025	1,32,63,972	100

*negligible





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Company Secretaries

Ordinary Business – Ordinary Resolution no. 2

Re-appointment of Mr. Harish Chandra Tandon as a Director who retires by rotation.

No. of Members who cast their Vote	No. of shares voted	% of Total Paid-up Equity Share Capital
61	1,32,63,540	63.31 %

	Remote e-voting		Voting at AGM by Ballot papers		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
Assent	54	1,32,62,365	5	1,025	1,32,63,390	100.00
Dissent	2	150	0	0	150	0.00*
Invalid	0	0	0	0	0	0.00
Total	56	1,32,62,515	5	1,025	1,32,63,540	100

*negligible

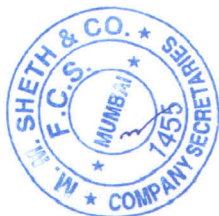
Special Business – Special Resolution no. 3

Shifting of Registered office of the Company.

No. of Members who cast their Vote	No. of shares voted	% of Total Paid-up Equity Share Capital
63	1,32,63,972	63.31 %

	Remote e-voting		Voting at AGM by Ballot papers		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
Assent	56	1,32,62,797	5	1,025	1,32,63,822	100.00
Dissent	2	150	0	0	150	0.00*
Invalid	0	0	0	0	0	0.00
Total	58	1,32,62,947	5	1,025	1,32,63,972	100

*negligible





M. M. SHETH & Co.
Company Secretaries

Special Business – Special Resolution no. 4

Alteration of the main object clause [Clause III (a)] of the Memorandum of Association of the Company.

No. of Members who cast their Vote	No. of shares voted	% of Total Paid-up Equity Share Capital
63	1,32,63,972	63.31 %

	Remote e-voting		Voting at AGM by Ballot papers		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
Assent	56	1,32,62,797	5	1,025	1,32,63,822	100.00
Dissent	2	150	0	0	150	0.00*
Invalid	0	0	0	0	0	0.00
Total	58	1,32,62,947	5	1,025	1,32,63,972	100

*negligible

Special Business – Special Resolution no. 5

Sale of commercial units situated at Mahape, Navi Mumbai

No. of Members who cast their Vote	No. of shares voted	% of Total Paid-up Equity Share Capital
63	1,32,63,972	63.31 %

	Remote e-voting		Voting at AGM by Ballot papers		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
Assent	56	1,32,62,797	5	1,025	1,32,63,822	100.00
Dissent	2	150	0	0	150	0.00*
Invalid	0	0	0	0	0	0.00
Total	58	1,32,62,947	5	1,025	1,32,63,972	100

*negligible





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Company Secretaries

Special Business – Special Resolution no. 6

Investments / Loans /Guarantees by the Company

No. of Members who cast their Vote	No. of shares voted	% of Total Paid-up Equity Share Capital
63	1,32,63,972	63.31 %

	Remote e-voting		Voting at AGM by Ballot papers		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
Assent	56	1,32,62,797	5	1,025	1,32,63,822	100.00
Dissent	2	150	0	0	150	0.00*
Invalid	0	0	0	0	0	0.00
Total	58	1,32,62,947	5	1,025	1,32,63,972	100

*negligible

Special Business – Special Resolution no. 7

Related Party Transactions

No. of Members who cast their Vote	No. of shares voted	% of Total Paid-up Equity Share Capital
61	1,26,87,967	60.56

	Remote e-voting		Voting at AGM by Ballot papers		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
Assent	35	10,837	5	1,025	11,862	98.75
Dissent	2	150	0	0	150	1.25
Invalid #	19	1,26,75,955	0	0	1,26,75,955	0.00*
Total	56	1,26,86,942	5	1,025	1,26,87,967	100

*for this special resolution, the percentage has been calculated from total number of valid votes.

In respect of the above Special Resolution, the votes cast in favour of the special resolution by all the related parties have been treated as invalid as being interested in the special resolution at item no. 7 of the AGM Notice.





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All the above 7 Resolutions have been passed by the members with requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through remote e-voting and Ballot papers by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person authorised by you.

FOR M. M. SHETH & Co.

(M. M. Sheth)

Prop.

FCS: 1455, CP: 729

