

26th September, 2019

To,
The BSE Ltd.,
Phiroze Jeejeebhoy Towers,
27th floor, Dalal Street,
Mumbai-400023

Dear Sir/madam,

Security Code:- 517119

Re: 38th Annual General Meeting of the Company for the F.Y 2018-19 held on 25th September, 2019

This is to inform you that Annual General Meeting of the Company was held on 25th September, 2019 at 12 :30 p.m at Hotel Celebration, Banquet Hall, Opp. New S.T. Road, Alandi Road, Pune 412 105.

In regards to it, please find enclosed herewith the :

- 1) Gist of proceedings as required under the Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure – I.
- 2) Voting Result as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations and,
- 3) Report of Scrutinizer pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration), Rules 2014.
- 4) 38th Annual Report of the Company for the Financial year 2018-2019

Kindly Acknowledge the same.

Thanking You,
For **PCS Technology Limited**



Mehul Monani
Company Secretary & Compliance Officer



Gist of the proceedings of the Annual General Meeting of PCS Technology Limited held on 25th September, 2019.

The 38th Annual General Meeting of the Members of the Company was held on 25th September, 2019 at 12:30 p.m at Hotel Celebration, Banquet Hall, Opp. New S.T. Road, Alandi Road, Pune 412 105.

Mr. H.C. Tandon, Director chaired the proceedings of the Meeting.

Total 44 members (including Proxies) attended the Meeting as per the Records of the Attendance.

The Chairman informed the Members that pursuant to the provisions of the Section 108 of the Companies Act, 2013, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the E-voting Facility to the Members of the Company in respect of the businesses to be transacted at the Annual General Meeting. The E- voting commenced at 10:00 a.m on 22nd September, 2019 and ended on 5:30 p.m on 24th September, 2019. Mr. Manubhai Sheth of M.M Sheth & Co, practising Company Secretary was appointed as scrutinizer by the Board for the Scrutinizing the E-voting and poll Process.

Thereafter the Chairman invited members for discussion on the above resolutions. After resolving the queries of the Shareholders, the Chairman proceeds with the commencement of poll process with the help of scrutinizer.

The Scrutinizer has submitted his Report on the Result of the E- Voting on 26th September, 2019 and all the following 7 (Seven) Resolutions contained in the Notice of the 38th Annual General Meeting (AGM) had received the requisite majority.

1. Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.. (Ordinary Resolution).
2. Mr. Harish Chandra Tandon (Din :- 00037611) , Director of the Company who retired by rotation was re-appointed as Director of the Company (Ordinary Resolution).
3. Shifting of the Registered Office of the Company. (Special Resolution)
4. Alteration of the Main Object Clause (Clause III (A)) of the Memorandum of Association of the Company (Special Resolution).
5. Sale of Commercial Units Situated at Mahape, Navi Mumbai. (Special Resolution).
6. Investments/ Loans/ Guarantees by the Company. (Special Resolution).



7. Related Party Transactions (Special Resolution).

The Scrutinizer Report received from Mr. Manubhai Sheth of M.M Sheth & Co, Practising Company Secretary on the remote e-Voting and poll on the above Resolutions has been sent to BSE under Regulation 44(3) of LODR Regulation, 2015.

We request you to kindly take on your record the Gist of the Proceeding of the Annual General Meeting of the Company.

This is for your information.

Thanking you,

Thanking You,
For **PCS Technology Limited**



Mehul Monani
Company Secretary & Compliance Officer

CC:
Central Depository Services Limited.
Phiroze Jeejeebhoy Towers,
17th Floor,
Dalal Street,
Mumbai 400001.

VOTING RESULT

Format of Voting Result under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of Annual General Meeting of Equity Shareholders	September 25, 2019		
Total number of shareholders on record date	29620		
No. of shareholders present in the meeting either in person or through proxy:			
Promoters and Promoter Group:	9		
Public:	35		
No. of shareholders attended the meeting through Video Conferencing			
Promoters and Promoter Group:	Not Applicable		
Public	Not Applicable		



Resolution Required: (Ordinary/Special)		Resolution No. 1 To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon: Ordinary Resolution							
Whether promoter/ agenda/resolution?	promoter	group	are	interested	in	the	None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.		
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100	Votes Invalid
Promoter and Promoter Group	E-Voting	14699995	13251406	90.15%	13251406	0	100%	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
Public Institutions	Total	14699995	13251406	90.15%	13251406	0	100%	0	0
		346661							
Public Institutions	E-Voting		0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0



	Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
	Total	346661	0	0	0	0	0	0	0	0
Public		5904021								
Non Institutions	E-Voting		11541	0.20%	11391	150	98.70%	1.30%	0	0
	Poll		1025	0.018%	1025	0	100%	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
	Total	5904021	12566	0.21%	12416	150	98.81%	1.19%	0	0
Total		20950677	13263972	63.31%	13263822	150	100%	0.00%	0	0



Resolution Required: (Ordinary/Special)		Resolution No. 2 To appoint a Director in place of Mr. Harish Chandra Tandon (DIN - 00037611) who retires by rotation and being eligible, offers himself for re-appointment: Ordinary Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?		Except Mr. Harish Chandra Tandon, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, whether financially or otherwise, in the said resolution.							
Category	Mode of Voting	No. of Shares (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid
Promoter and Promoter Group	E-Voting	14699995	13251406	90.15%	13251406	0	100%	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	14699995	13251406	90.15%	13251406	0	100%	0	0
Public		346661							
Institutions	E-Voting		0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0



	applicable)													
	Total													
	346661	0	0	0	0	0	0	0	0	0	0	0	0	0
	5904021													
Public Non Institutions	E-Voting	11109	0.20%	10959	150	98.65%	1.35%	0						
	Poll	1025	0.0009%	1025	0	100%	0	0						
	Postal Ballot (if applicable)	0	0	0	0	0	0	0						
	Total	5904021	12134	0.21%	11984	150	98.78%	1.35%	0					
Total		20950677	13263540	63.31%	13263390	150	100%	0.00%	0					



Resolution Required: (Ordinary/Special)		Resolution No. 3 Shifting of the Registered Office of the Company: Special Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?	None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.								
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	14699995	13251406	90.15%	13251406	0	100%	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	14699995	13251406	90.15%	13251406	0	100%	0	0
Public		346661							
Institutions	E-Voting		0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0	0



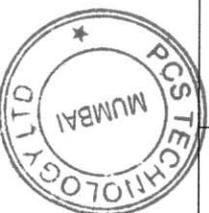
	(if applicable)													
	Total	346661	0	0	0	0	0	0	0	0	0	0	0	0
		5904021												
Public														
	E-Voting		11541	0.20%	11391	150	98.70%	1.30%	0					
	Poll		1025	0.018%	1025	0	100%	0	0					
	Postal Ballot (if applicable)		0	0	0	0	0	0	0					
Non Institutions	Total	5904021	12566	0.21%	12416	150	98.81%	1.19%	0					
		20950677	13263972	63.31%	13263822	150	100%	0.00%	0					
Total														



Resolution Required: (Ordinary/Special)		Resolution No. 4 Alteration of the Main Object Clause (Clause III (A)) of the Memorandum of Association of the Company: Special Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?	None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.								
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	14699995	13251406	90.15%	13251406	0	100%	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	14699995	13251406	90.15%	13251406	0	100%	0	0
Public		346661							
Institutions	E-Voting		0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0	0



Resolution Required: (Ordinary/Special)		Resolution No. 5 Sale of Commercial Units Situated at Mahape, Navi Mumbai: Special Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?	None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.								
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	14699995	13251406	90.15%	13251406	0	100%	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	14699995	13251406	90.15%	13251406	0	100%	0	0
Public		346661							
Institutions	E-Voting		0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0	0



	(if applicable)									
	Total	346661	0	0	0	0	0	0	0	0
Public		5904021								
Non Institutions	E-Voting		11541	0.20%	11391	150	98.70%	1.30%	0	0
	Poll		1025	0.018%	1025	0	100%	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
	Total	5904021	12566	0.21%	12416	150	98.81%	1.19%	0	0
Total		20950677	13263972	63.31%	13263822	150	100%	0.00%	0	0



Resolution Required: (Ordinary/Special)		Resolution No. 6 Investments / Loans /Guarantees by the Company : Special Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?	None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.								
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid
Promoter and Promoter Group	E-Voting	14699995	13251406	90.15%	13251406	0	100%	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	14699995	13251406	90.15%	13251406	0	100%	0	0
Public		346661							
Institutions	E-Voting		0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0



	Total	346661	0	0	0	0	0	0	0
Public		5904021							
Non Institutions	E-Voting		11541	0.20%	11391	150	98.70%	1.30%	0
	Poll		1025	0.018%	1025	0	100%	0	0
	Postal Ballot		0	0	0	0	0	0	0
	(if applicable)								
	Total	5904021	12566	0.21%	12416	150	98.81%	1.19%	0
Total		20950677	13263972	63.31%	13263822	150	100%	0.00%	0



Resolution Required: (Ordinary/Special)		Resolution No. 7 Related Party Transactions: Special Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?	Ashok Kumar Patni, Gajendra Kumar Patni, Harish Chandra Tandon, Directors of the Company ; their relatives and Key Managerial Personnel is concerned or interested in the resolution.								
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting Poll	14699995	12675411	86.23%	0	0	100%	0	12675411
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	14699995	12675411	86.23%	0	0	100%	0	12675411
Public Institutions	E-Voting Poll	346661	0	0	0	0	0	0	0
			0	0	0	0	0	0	0



	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	346661	0	0	0	0	0	0	0
Public		5904021							
Non Institutions	E-Voting		11531	0.20%	10837	150	93.98%	1.30%	544
	Poll		1025	0.018%	1025	0	100%	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	5904021	12556	0.21%	11862	150	94.47%	1.19%	544
Total		20950677	12687967	60.56%	11862	150	0.09%	0.00%	12675955





M. M. SHETH & Co.
Company Secretaries

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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:	17 th September, 2019
Remote e-voting commencement date:	22 nd September, 2019 at 10.00 a.m
Remote e-voting end date:	24 th September, 2019 at 5.00 p.m.



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CERTIFIED TRUE COPY
For PCS TECHNOLOGY LIMITED


Company Secretary



M. M. SHETH & Co.
Company Secretaries

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





M. M. SHETH & Co.
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

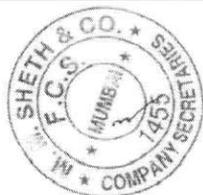
Special Business – Special Resolution no. 3

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

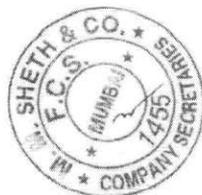
Special Business – Special Resolution no. 5

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





M. M. SHETH & Co.
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

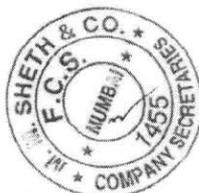
Related Party Transactions

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.





M. M. SHETH & Co.
Company Secretaries

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



Certified True Copy
For PCS TECHNOLOGY LIMITED

Company Secretary



PCS Technology Limited

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