

FORTY FOURTH ANNUAL REPORT 2024-2025



NOTICE TO THE MEMBERS

NOTICE OF THE 44TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 44th Annual General Meeting (**AGM**) of the members of **PCS TECHNOLOGY LIMITED** ('the Company') will be held on **Friday, 26th September, 2025 at 12:30 p.m. (IST)** through Video Conferencing / Other Audio Visual Means ("VC"), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (Standalone and Consolidated) for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mr. G. K. Patni (DIN: 00014163), as a Director, who retires by rotation, and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. To appoint the Secretarial Auditors of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, pursuant to recommendation of the Audit Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for appointment of M/s. Kaushal Doshi & Associates, Practising Company Secretaries (FCS-10609/COP- 13143) as the Secretarial Auditors of the Company for a term of five consecutive financial years, commencing from Financial Year 2025-26 till Financial Year 2029-30 at such remuneration and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof), and to avail any other services, certificates, or reports as may be permissible under applicable law.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or incidental for the purpose of giving effect to this resolution and to settle any question or difficulty in connection herewith and incidental thereto."

4. To approve the continuation of directorship of Mr. A. K. Patni (DIN: 00014194) as a Non-Executive Director of the Company even after attaining the age of 75 years

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, including any amendment(s), statutory modification(s) or re-enactment(s) made thereof for the time being in force, pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for continuation of Mr. A. K. Patni (DIN: 00014194), as a Non-Executive Director of the Company even after attaining the age of 75 years.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or incidental for the purpose of giving effect to this resolution and to settle any question or difficulty in connection herewith and incidental thereto."

5. To approve the continuation of directorship of Mr. H. C. Tandon (DIN:00037611) as an Independent Director of the Company even after attaining the age of 75 years

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, including any amendment(s), statutory modification(s) or re-enactment(s) made thereof for the time being in force, pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for continuation of Mr. H. C. Tandon (DIN: 00037611), as an Independent Director of the Company even after attaining the age of 75 years, till his current term i.e. upto 13th March, 2027.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or incidental for the purpose of giving effect to this resolution and to settle any question or difficulty in connection herewith and incidental thereto."

**By order of the Board of Directors
For PCS Technology Limited**

**Sd/-
Sandeep Patel**

**Company Secretary & Compliance Officer
ACS:45542**

Place: Mumbai
Date: 12th August, 2025

Registered Office-

S.NO.1A, F-1, Irani Market Compound
Yerwada, Pune- 411006, Maharashtra.
CIN - L74200MH1981PLC024279
Email: investorsgrievances@pcstech.com
Website: www.pcstech.com
Tel: 022 41296 1111

Corporate Office-

8th Floor, Technocity Building, Plot X-5/3, Mahape, MIDC,
Navi Mumbai, 400 710, Maharashtra.

NOTES FORMING PART OF AGM NOTICE

1. Ministry of Corporate Affairs ('MCA') General Circular No.09/2024 dated September 19, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133, dated October 3, 2024 inter alia, has permitted the holding of the Annual General Meeting ("AGM") through Video Conference/Other Audio Visual Means, without the physical presence of the Members at a common venue.

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Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circulars issued by MCA and SEBI, the 44th AGM of the Company is being conducted through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) herein after called as "AGM".

2. Pursuant to the provisions of the circulars on the AGM:

- a. Members can attend the meeting through login credentials provided to them to connect to Video Conference (VC) / Other Audio-Visual Means (OAVM). Physical attendance of the Members at the AGM venue is not permitted.
- b. Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at investorsgreivances@pcstech.com.

3. A proxy is allowed to be appointed under Section 105 of the Companies Act, 2013 to attend and vote at the shareholders meeting on behalf of a member who is not able to attend personally. Since the AGM will be conducted through VC/OAVM, there is no requirement of appointment of proxies. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. The Members can join the AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
5. The attendance of the Members (member's logins) attending the AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

In line with MCA General Circular No.09/2024 dated September 19, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133, dated October 3, 2024, the Notice calling the AGM and Annual Report has been uploaded on the website of the Company at <https://www.pcstech.com>. The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at <https://www.bseindia.com>. The Notice and Annual Report is also available on the website of e-voting agency-Central Depository Services (India) Ltd at the website address www.evotingindia.com

A brief profile of Mr. G. K. Patni, Mr. A. K. Patni and Mr. H.C. Tandon in compliance with Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India is annexed to Notice as Annexure-I

6. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 20th September, 2025 till Friday, 26th September, 2025.
7. **Voting through electronic means-**

Pursuant to the provisions of section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014, and also pursuant to Regulation 44(1) of SEBI (LODR) Regulation, 2015 and in terms of SEBI circular no. SEBI/Ho/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the Company is pleased to provide members facility to exercise their right to vote at the AGM by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). The instructions for e-Voting are given herein below.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/ OAVM but shall not be entitled to cast their vote again.

8. **THE REMOTE E-VOTING PERIOD-** It will begin on Tuesday, 23rd September, 2025 at 10:00 a.m. and will end on Thursday 25th September, 2025 at 5:00 p.m., and during this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, on the cut-off date i.e. Friday, 19th September, 2025 (end of day) may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. The voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on Friday, 19th September, 2025, the "cut off date".
9. The facility of participation in the AGM through VC/OAVM will be made available to atleast 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
10. **THE INTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/ OAVM ARE AS UNDER:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system ("remote e-Voting") will be provided by Central Depository Services (India) Limited (CDSL).

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) **The e-voting period begins on Tuesday, 23rd September, 2025 at 10:00 a.m. and ends on Thursday, 25th September, 2025 at 5:00 p.m. . During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 19th September, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 read with** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

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

The shareholders should log on to the e-voting website www.evotingindia.com.

Click on "Shareholders" module.

Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 1) 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 e-voting of any company, then your existing password is to be used.

- 2) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	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">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (ix) 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.

- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xi) 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.

- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

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

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

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3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

12. OTHER INSTRUCTIONS:

a) **Speaker Registration:** The members who wish to speak during the meeting may register themselves as speakers by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at investorsgrievances@pcstech.com on or before 24th September, 2025. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM

b) **Scrutinizer-** CS Ami Sheth, A. M. Sheth & Associates, Practising Company Secretary, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit his Consolidated Report after the conclusion of AGM on the total votes cast in favour or against the resolutions, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the results of the voting not later than two working days of the conclusion of AGM.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.pcstech.com. The result will also be communicated to the BSE and on the website of CDSL www.evotingindia.com.

c) All the documents referred to in the accompanying Notice shall be available for inspection through electronic mode, on the website of the Company at www.pcstech.com.

d) All correspondence regarding shares of the Company should be addressed to the Company's Registrar and Transfer Agent, Bigshare Services Pvt Ltd at Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra, India, -Tel No. 022 62638200.

e) During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, shall be available for inspection upon login at CDSL e-voting system at www.evotingindia.com. The same would also be available on the website of the Company at www.pcstech.com.

f) The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details and Contact Details to **Bigshare services Pvt Ltd** by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

g) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.pcstech.com and on the website of the Company's RTA, Bigshare Services Pvt Ltd. at <https://www.bigshareonline.com/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

h) Important Dates:

The Shareholders are requested to take note of the below mentioned important dates with respect to the 44th AGM of the Company:

Particulars	Date and time
1. Date of 44th AGM	Friday, 26 th September, 2025 at 12:30 p.m. (IST) through video conferencing
2. Cut-off Date for Eligible Shareholders for e-Voting	Friday, 19 th September, 2025
3. Speaker Registration date	
Speaker Registration starts on	19 th September, 2025
Speaker Registration ends on	25 th September, 2025
4. E-Voting Schedule	
4.1 Voting starts on	23 rd September, 2025 at 10:00 a.m. (IST)
4.2 Voting ends on	25 th September, 2025 at 5:00 p.m. (IST)
5. Scrutinizer of 44th AGM	M/s. A.M. Sheth & Associates Practising Company Secretaries, Mumbai
6. E-voting Agency	CDSL

By order of the Board of Directors,
For PCS Technology Limited

Place: Mumbai
Date: 12th August, 2025

Sd/-
Sandeep Patel
Company Secretary Compliance Officer

PCS TECHNOLOGY LIMITED

Explanatory Statement to the Notice of 44th AGM

Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") read with the rules made thereunder, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Secretarial Standard on General Meetings ("SS-2")

Item No. 3: To appoint the Secretarial Auditors of the Company

In terms of Regulation 24A of the SEBI Listing Regulations read with SEBI notification dated December 12, 2024, the Company can appoint a peer reviewed firm of Practising Company Secretary as secretarial auditors for not more than two (2) term of five (5) consecutive financial years. Accordingly, the Board of Directors, on the recommendation of the Audit Committee, has appointed M/s. Kaushal Doshi & Associates, Practising Company Secretaries (FCS No.10609 / COP No. 13143), as a Secretarial Auditors of the Company to hold office for a term of five (5) consecutive financial years commencing from Financial Year 2025-26 till Financial Year 2029-30, subject to approval of the shareholders of the Company.

M/s Kaushal Doshi & Associates, is a peer reviewed Company Secretaries firm (holding valid Peer review Certificate No. 802/2020), located in Mumbai in the State of Maharashtra, India. Mr. Kaushal Doshi proprietor of this firm is a Fellow Member of the Institute of Company Secretaries of India having experience of more than 20 years of experience in the field of Corporate Consultancy and Financial Consultancy. Firm provides advisory and compliance services under Companies Act, 2013, SEBI Laws, Listing Agreement, Takeover and Insider Trading Guidelines and also have expertise in handling compliances under IPO, Rights & Bonus Issue, Preferential Allotment, Merger/De-Merger of Unlisted companies, Revocation of suspension of Listed companies, etc..

M/s. Kaushal Doshi & Associates, has given consent to act as the Secretarial Auditors of the Company and have confirmed that the appointment, if made, will be within the limit specified under section 204 of the Companies Act, 2013. He has also confirmed that he is not disqualified to be appointed as secretarial auditors in terms of the provisions of the Section 204 of the Companies Act, 2013 and the Rules made thereunder, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and other applicable Regulations.

In view of his experience and expertise in undertaking Secretarial Audits, it is proposed to appoint M/s. Kaushal Doshi & Associates, as Secretarial Auditors of the Company for the term stated above.

The Secretarial Audit fees will be Rs. 30,000/- (Rs. Thirty Thousand Only) for the financial year 2025-26. However, the fee including revision/escalation for subsequent years will be determined by the Board of Directors of the Company, based on the recommendation of the Audit Committee. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above and will be determined by the Board.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this resolution.

The Board recommends the Ordinary Resolution as set out at item no. 3 of the Notice for approval of the Members.

Item No. 4: To approve the continuation of directorship of Mr. A. K. Patni (DIN: 00014194) as a Non-Executive Director of the Company even after attaining the age of 75 years

The members are hereby informed that Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, inter-alia, provides that a listed company shall not appoint a person or continue the directorship of any person aged 75 years or more as a Non-executive Director unless a special resolution is passed to that effect.

Mr. Ashok Kumar Patni, Non-executive, Non-independent director of the Company, born on 1st August 1951, will be attaining the age of 75 years on 31st July 2026. In order to ensure compliance of the aforesaid provisions, it is necessary to obtain prior approval of the members through special resolution for continuation of his directorship on the Board after the age of 75 years i.e. after 31st July, 2026.

Justification for continuing the tenure of Mr. A. K. Patni after attaining the age of 75 years:

Mr. A. K. Patni (DIN: 00014194) is presently Vice Chairman, Non-executive director of the Company. He is also a founding director and co-promoter of the Company. He has been associated with the Company since inception. He has contributed significantly in the growth of the Company. His business experience, leadership, strategic inputs, management skills, stakeholders' relationships, governance acumen and operational guidance is crucial towards the growth of the Company.

Accordingly, in light of above, based on the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on 27th May, 2025, has approved for continuation of Directorship of Mr. A. K. Patni as a Non – Executive Director beyond the age of 75 years and recommended the same to the shareholders for approval.

A brief Profile of Mr. A. K. Patni is provided under Annexure-I in the accompanying notice in compliance with SEBI Regulation and Secretarial Standard.

Mr. Ashok Kumar Patni and Mr. Gajendra Kumar Patni (Non-executive director) along with their relatives, to the extent of their shareholding, shall be deemed to be concerned or interested in the resolution under item no. 4 of the accompanying Notice in respect of his aforesaid continuation.

None of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the said Resolution in the accompanying Notice.

Accordingly, in compliance with the provisions of Section 17(1A) of SEBI Listing Regulations, the resolution for the approval for continuation of Mr. A. K. Patni (DIN: 00014194) as a Non-Executive Director post attaining the age of 75 years is being placed before the members for their approval.

The Board recommends the Special Resolution as set out at item no. 4 of the Notice for approval of the Members.

Item No. 5: To approve the continuation of directorship of Mr. H. C. Tandon (DIN:00037611) as an Independent Director of the Company even after attaining the age of 75 years

The members are hereby informed that Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, inter-alia, provides that a listed company shall not appoint a person or continue the directorship of any person aged 75 years or more as a Non-executive Director unless a special resolution is passed to that effect.

Mr. H. C. Tandon (DIN: 00037611), Independent director of the Company, born on 19th January 1951, will be attaining the age of 75 years on 18th January, 2026. He was appointed as an Independent Director of the Company by the shareholders for a consecutive term of 5 years commencing from 14th March, 2022. In order to ensure compliance of the aforesaid provisions, it is necessary to obtain prior approval of the members for continuation of his directorship on the Board after the age of 75 years i.e. after 18th January, 2026, till his original term upto 13th March, 2027.

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Justification for continuing the tenure of Mr. H. C. Tandon after attaining the age of 75 years: The Board of Directors at its meeting held on 27th May, 2025, on the recommendation of Nomination and Remuneration committee, has approved for continuation of Mr. H C Tandon as Non-executive director and Independent Director, on the Board of the Company, even after attaining the age of 75 years on his remaining term as earlier approved by the shareholders stated above. Mr. H. C. Tandon, with over 50 years of business experience, adding significant value to the Company. He has contributed immensely for the growth of the Company during his tenure as Managing Director of the Company before his retirement. Your Board considers that his association with the Company would be of immense benefit to the Company.

Accordingly, in compliance with the provisions of Section 17(1A) of SEBI Listing Regulations, the resolution for the approval for continuation of Mr. H. C. Tandon (DIN: 00037611) in his current position as a Non-Executive, Independent Director of the Company post attaining the age of 75 years is being placed before the members for their approval.

A brief profile of Mr. H.C. Tandon, is provided under Annexure-I in the accompanying notice in compliance with SEBI Regulation and Secretarial Standard.

Except Mr. H.C Tandon along with his relatives to the extent of his shareholding in the Company, none of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the said Resolution in the accompanying Notice.

The Board recommends the Special Resolution as set out at item no. 5 of the Notice for approval of the Members.

**By order of the Board of Directors,
For PCS Technology Limited**

**Place: Mumbai
Date: 12th August, 2025**

**Sandeep Patel
Company Secretary Compliance Officer**

PCS TECHNOLOGY LIMITED

ANNEXURE-I

Details of Directors seeking appointment/re-appointment/continuation at the ensuing Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

Sr. No.	Particulars	Profile of Director		
	Name	Mr. G.K. Patni	Mr. A. K. Patni	Mr. H. C. Tandon
1	DIN	00014163	00014194	00037611
2	Date of birth (Age)	24-03-1941 (84 years)	1-08-1951 (74 years)	19-01-1951 (74 years)
3	Qualification	Chemical Engineer from IIT -Bombay	Mechanical Engineer from IIT-Bombay	B.Sc in Engineering from Birla Institute of Technology, Pillani
4	Experience and expertise in specific functional areas	Expertise in business strategy, Marketing, finance and administration	Expertise in business strategy, Marketing, finance and administration	Experience in marketing and business related strategy
5	Brief resume	Mr. Gajendra Kumar Patni serves as Non-Executive Director and Chairman of PCS Technology Limited, he is one of the Promoter of the Company and has been on Board of the company since inception of the Company i.e. April 22, 1981. He is a Chemical Engineer and has over 50 years of experience in finance, banking, legal and personnel functions and has contributed significantly in the past to the growth of the computer rental business / hardware, which led to the formation of PCS Data Products (PCSDP) in 1981 and PCS Data General (PCSDG) in 1987. Mr. Gajendra Kumar Patni was a Co-founder of erstwhile Patni Computer Systems Ltd.	Mr. Ashok Kumar Patni serves as Non-Executive Director and Vice-Chairman of PCS Technology Limited, he is one of the Promoter of the Company and has been Director on the Board since inception of the Company i.e. April 22, 1981. He is a Mechanical Engineer from IIT, Mumbai. He has over 50 years of experience in computer hardware and systems software. Mr. Ashok Kumar Patni was also Co-founder of erstwhile Patni Computer Systems Ltd. Mr. Patni served as Joint Managing Director of PCS Technology Limited in year, 2005. Mr. Patni has contributed significantly in the past to the growth of the hardware and Software business of the Company	Mr. H.C. Tandon serves as Independent Director of the Company. He has vast experience in the field of Electronics and marketing of Computer Division. He has over 50 years of experience. He was Managing Director & Chief Executive Officer of the Company till 31 st March, 2018.
6	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. G.K. Patni and A. K. Patni are related to each other as brother.		No relation
7	Nature of appointment including terms and Conditions of appointment / re-appointment	Re-appointment as liable to retire by rotation.	Continuation after attaining the age of 75 years	Continuation after attaining the age of 75 years.
8	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Not drawing any remuneration from the Company	Not drawing any remuneration from the Company	He is entitled for sitting fees @ Rs. 10,000/- per Board meeting and committee's meeting where ever member
9	Date of first appointment on the Board	22-04-1981	22-04-1981	25-11-1992
10	Shareholding in the Company	5,79,685 equity shares	5,75,995 equity shares	432 equity shares
11	The number of Meetings of the Board attended during the FY 2024-25	2/5	4/5	4/5
12	Directorship & committee membership	Details provided under corporate governance corporate report marked as Annexure 2 of Board's Report		
13	Membership / Chairmanship of Committees of other Boards	None	None	None
14	Listed entities from which has resigned in the past three years:	NIL	NIL	NIL