

ANNEXURE A

BRIEF PROCEEDINGS OF THE 39TH ANNUAL GENERAL MEETING OF THE COMPANY

The 39th Annual General Meeting (AGM) of the Company was held on Wednesday, 23rd September, 2020, through two-way Video Conference (VC) /Other Audio Visual Means (OAVM) in accordance with the applicable provisions of Companies Act, 2013 read with the Rules issued thereunder and the Securities and Exchange Board of India [SEBI] (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued by the Ministry of Corporate Affairs and SEBI from time to time in this regard. The meeting commenced at 12.40 p.m. *

Mr. Ashok Kumar Patni, Vice Chairman of the Company, chaired the proceedings of the meeting. He welcomed all the Directors and Shareholders of the Company to the AGM. He delegated the authority to Mr. Bhaskar Patel, CEO of the Company to conduct the proceedings of the AGM on his behalf.

All the other directors present in the Meeting introduced themselves and stated the location from where they were participating through video-conferencing. The CFO, CS, Statutory and Secretarial Auditors and Scrutinizer who were also present during the meeting through video-conferencing introduced themselves.

Mr. Bhaskar Patel, CEO of the Company announced that the requisite quorum being present through Video Conference, he called the meeting to be in order.

Then Mr. Mehul Monani, Company Secretary was requested to elaborate on applicable legal provisions for holding this AGM.

Mr. Mehul Monani informed the members as under:

- a. In view of the continuing COVID-19 pandemic, this meeting was conducted through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") facility without the physical presence of the Members at a common venue as permitted under relevant circulars issued by MCA and SEBI.
- b. In terms of the provisions of Section 108 of the Companies Act, 2013, Rules issued thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR'), the Company had provided e-voting facility to the members to exercise their right to vote on the resolutions proposed to be passed at the AGM through electronic voting system prior to the AGM (remote e-voting). The remote e-voting period which had commenced on Sunday, 20th September, 2020 at 10.00 a.m. ended on Tuesday, 22nd September, 2020 at 5.00 p.m. Members who had not exercised their vote earlier, could also vote during the AGM (electronic voting).
- c. The Company had taken all feasible steps to ensure that the shareholders were provided an opportunity to participate in this AGM and vote.
- d. The detailed instructions for speakers and participants had been provided in the notice of AGM.

e. The facility for appointment of proxy was not available at this meeting as per the MCA circular. The Company had received 3 (three) representations under Section 113 of the Companies Act, 2013 from the Company representing 57,04,679 no. of equity shares, authorizing their Representatives to attend and vote at the meeting.

The Notice convening the AGM and the Directors' Report for the financial year ended 31st March, 2020, were taken as read as the same were already circulated to the members.

The Statutory and Secretarial Auditors' Report were taken as read.

The necessary registers and documents were available for online inspection.

ANNEXURE B

PCS Technology Limited

VOTING RESULTS OF THE 39TH AGM PURSUANT TO REGULATION 44 OF THE LISTING REGULATIONS

Date of the AGM	Wednesday, September 23, 2020
Total Number of Shareholders as on record date i.e. as on cut-off date 15th September, 2020	25,869
No of shareholders present in the meeting either in person or through proxy:	
- Promoters & Promoter Group:	Not Applicable
- Public:	Not Applicable
No of shareholders attended the meeting through video conferencing	
- Promoters & Promoter Group:	13
- Public:	32

Resolution (1)									
Adoption of Standalone Audited Financial Statements of the Company together with the reports of Board of Directors and Auditors' thereon and also the Audited Consolidated Financial Statements of the Company with Auditor's Report thereon for the year ended 31st March, 2020.									
Resolution required: (Ordinary / Special)					Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?					No				
Category	Mode of Voting	Total No. of Equity Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100	
1	Promoter and Promoter Group	14,699,939	E-Voting	90.15	13,251,406	0	100.00	0.00	
	Poll		0	0	0	0.00	0.00		
	Postal Ballot (if applicable)		0	0	0	0.00	0.00		
	Total		13,251,406	90.15	13,251,406	0	100.00	0.00	
2	Public - Institutions	346,661	E-Voting	0	0	0	0.00	0.00	
	Poll		0	0	0	0.00	0.00		
	Postal Ballot (if applicable)		0	0	0	0.00	0.00		
	Total		0	0	0	0.00	0.00		
3	Public- Non Institutions	5,904,077	E-Voting	0.30	17,611	150	99.16	0.84	
	Poll		0	0	0	0.00	0.00		
	Postal Ballot (if applicable)		0	0	0	0.00	0.00		
	Total		17,761	0.30	17,611	150	99.16	0.84	
Total	E-Voting	20,950,677	13,269,167	63.34	13,269,017	150	100.00	0.00	
	Poll		0	0	0	0.00	0.00		
	Postal Ballot (if applicable)		0	0	0	0.00	0.00		
	Total		13,269,167	63.34	13,269,017	150	100.00	0.00	

Resolution (2)

Re-appointment of Mr. Gajendra Kumar Patni as a Director who retires by rotation

Ordinary / Special

Ordinary

/ promoter group are interested in the agenda/resolution?

No

Mode of Voting	Total No. of Equity Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100
E-Voting	14,699,939	13,251,406	90.15	13,251,406	0	100.00	0.00
		0	0	0	0	0.00	0.00
		0	0	0	0	0.00	0.00
Total		13,251,406	90.15	13,251,406	0	100.00	0.00
Postal Ballot (if applicable)	346,661	0	0	0	0	0.00	0.00
		0	0	0	0	0.00	0.00
		0	0	0	0	0.00	0.00
Total		0	0	0	0	0.00	0.00
E-Voting	5,904,077	17,761	0.30	17,611	150	99.16	0.84
		0	0	0	0	0.00	0.00
		0	0	0	0	0.00	0.00
Total		17,761	0.30	17,611	150	99.16	0.84
Postal Ballot (if applicable)	20,950,677	13,269,167	63.34	13,269,017	150	100.00	0.00
		0	0	0	0	0.00	0.00
		0	0	0	0	0.00	0.00
Total		13,269,167	63.34	13,269,017	150	100.00	0.00



A. M. Sheth & Associates
Company Secretaries

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

A. M. SHETH
Proprietor

Date: 23rd September, 2020

To,
The Chairman of
39th Annual General Meeting of
PCS Technology Limited
CIN: L74200MH1981PLC024279
Regd. off: 82/6/1, Solar Park, Shop no.6
Pune–Alandi Road, Dattanagar, Dighi
Pune– 411015, Maharashtra

Subject: Consolidated Scrutinizer's Report for Remote E-voting and Electronic Voting at the 39th Annual General Meeting (AGM) of the Company held on 23rd September, 2020

The Board of Directors of the Company at their meeting held on 22nd June, 2020 had appointed me as Scrutinizer for remote e-voting and also for electronic voting at the AGM in respect of the below mentioned two resolutions proposed at the 39th AGM of the Company held on Wednesday, 23rd September, 2020 at 12.30 p.m. through video conferencing/ other audio visual means.

Pursuant to Section 108 of the Companies Act, 2013 [the Act] read with Rule 20 of the Companies (Management and Administration) Rules, 2014 [the Rules], as amended, the Company has confirmed that the Notice convening the 39th AGM of the Company along with the instructions for the remote e-voting and electronic voting at the AGM and the Annual Report for the financial year 2019–20 were sent through electronic mode to those Members whose e-mail addresses were registered with the Company/Depository Participant(s) for communication purposes in compliance with MCA Circular dated 5th May, 2020 read with Circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as 'MCA Circulars') and SEBI Circular dated 12th May, 2020.



A. M. Sheth & Associates
Company Secretaries

The results of the remote e-voting and electronic voting are as under:

Ordinary Business – Ordinary Resolution no. 1

Adoption of Standalone Audited Financial Statements of the Company together with the reports of Board of Directors and Auditors thereon and Audited Consolidated Financial Statements of the Company with Auditor's Report thereon for the year ended 31st March, 2020

No. of Members who cast Vote	No. of equity shares voted	% of Total Paid-up Equity Share Capital
58	1,32,69,167	63.34 %

	Remote E-voting		Electronic Voting at the AGM		Total	
	No of members	No of equity shares	No of members	No of equity shares	No of equity shares	%
Assent	54	1,32,54,227	2	14,790	1,32,69,017	100
Dissent	2	150	0	0	150	0*
Total	56	1,32,54,377	2	14,790	1,32,69,167	100

*negligible

Ordinary Business – Ordinary Resolution no. 2

Re-appointment of Shri Gajendra Kumar Patni as a Director, who retires by rotation.

No. of Members who cast Vote	No. of equity shares voted	% of Total Paid-up Equity Share Capital
58	1,32,69,167	63.34 %

	Remote E-voting		Electronic Voting at the AGM		Total	
	No of members	No of equity shares	No of members	No of equity shares	No of equity shares	%
Assent	54	1,32,54,227	2	14,790	1,32,69,017	100
Dissent	2	150	0	0	150	0*
Total	56	1,32,54,377	2	14,790	1,32,69,167	100

*negligible



A. M. Sheth & Associates
Company Secretaries

Both the above Resolutions have been passed by the members with requisite majority

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

FOR A. M. SHETH & ASSOCIATES
(Company Secretaries)

AMI
MANUBH
AISHETH

A. M. SHETH
(Prop)

ACS No. 24127, CP No. 13976
Place: Mumbai