



# ENCORE BUSINESS SYSTEM LIMITED

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## ENCORE BUSINESS SYSTEM LIMITED

Chennai

Minutes Of The Twenty Fifth Annual General Meeting Of The Members Of ENCORE BUSINESS SYSTEM LIMITED Held On Wednesday 2<sup>nd</sup> September, 2015 At The Registered Office Of The Company At "Khaleeli Centre", 2<sup>nd</sup> Floor, No.4 Montieth Road, Egmore, Chennai 600008

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### Members Present:

22 in Person

### Directors Present:

R. Rangarajan Director

R. Rajalakshmi Director

Sundararajan Venugopal Director

### Others Present:

Mr. Sadham Hussain Representing Parimelazhagan & Co., Chartered Accountants

Mr.R.Alagar Secretarial Auditor

### Convening of the Twenty Fifth Annual General Meeting:

Mr. R.Rangarajan, Director presided over the meeting and introduced the Directors on the dais to the members.

### Chairman's Speech :

Thereafter, Chairman read the Chairman's speech which was already circulated to the members present in the meeting and conducted the proceedings of the Annual General Meeting.

Thereafter, Chairman welcomed questions and clarifications from the shareholders on the business, operations and current situation of the Company and the same were clarified.



### **E-Voting And Poll Result :**

Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and the revised Clause 35B of the Listing Agreement, the Company had provided E-voting facility to all the Members holding shares of the Company as on the cut-off date i.e. 26<sup>th</sup> August, 2015 to enable them to cast their votes in respect of the resolutions contained in Notice of the Meeting.

The Company has made arrangements with Central Depository Services Limited (CDSL) who provided the portal for e-voting. The remote e-voting period opened for 3 (three) days i.e., from 10.00 A.M on 30<sup>th</sup> August, 2015 to 5.00 P.M on 1<sup>st</sup> September, 2015. The Company has appointed Mr.R.Alagar, Practicing Company Secretary, Chennai as Scrutinizer for carrying out E-voting in a fair and transparent manner.

In the AGM, held on Wednesday, the 2<sup>nd</sup> September, 2015, Chairman proposed that to facilitate those members present at the AGM, either personally or by proxy, who had not cast their vote earlier by Remote E-voting, but who would like to vote at the AGM, were provided with Ballot papers to enable them to vote in respect of items of business as set out in the Notice of the Meeting, Mr.R.Alagar, Practicing Company Secretary, was appointed as Scrutinizer for conducting the Poll by way of Ballot papers.

The Chairman advised that those who had not been able to cast their votes through remote e-voting may cast their votes through polls for which ballot papers provided at the venue of AGM once the resolutions as per the agenda are read.

The Chairman thereafter read the resolutions as follows-

#### **Ordinary Business**

##### **Resolution No.1 – Adoption of Accounts – Ordinary Resolution**

To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March 2015 and the Profit & Loss Account for the year ended 31<sup>st</sup> March 2015, together with the reports of the Board of Directors and Auditors' thereon.

##### **Resolution No.2 – Appointment of Director in the place of retiring Director– Ordinary Resolution**

To appoint a Director in place of Mrs.R. Rajalakshmi, Director, who retires by rotation at this Annual General Meeting and being eligible offer herself for re-appointment.



**Resolution No.3 -Appoint Auditors and to authorize the Board to fix their remuneration.- Ordinary Resolution**

RESOLVED THAT pursuant to the provisions of section 139, 142 and Audit and Auditors Rules, 2014, (the rules) , ( including any statutory modification(s) or re-enactment(s) thereof for the time being in force) S.Parimelazhagan & Co. chartered accountants, Chennai (Registration number 6514S with the Institute of Chartered Accountants of India), who have offered themselves for re appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of section 141 of the Act, and rule 4 of the rules, be and are hereby re-appointed as Statutory Auditors of the company to hold office from the conclusion of this meeting until the conclusion of the Fourth Annual General Meeting of the Company in 2019, on such remuneration as may be agreed upon by the Audit committee/ Board of Directors in consultation with the Auditors.

**Special Business**

**Resolution No.4 -Appointment of Independent Director – Ordinary Resolution**

"RESOLVED that pursuant to the provisions of section 149,150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sundararajan Venugopal (DIN : 00768312), who was appointed as Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 4 consecutive years for a term up to 31st March, 2019, not liable to retire by rotation.

The Chairman thereafter announced the commencement of polling on the resolutions which had been proposed and seconded as required by the Act.

The Chairman informed that Mr.R.Alagar, Practicing Company Secretary has been appointed as Scrutinizer by the Board to conduct polling, which would remain continue till 12.15 P.M and on completion of which the AGM stands concluded



The Scrutinizer's Report dated 3<sup>rd</sup> September, 2015, inter alia, containing the Results of the remote e-voting and polling at the AGM venue was presented to the Chairman, in terms of which all the Resolutions were approved unanimously. The results as given below, were declared on the same day and posted in the Company's website and in the CDSL website.

Resolution	Mode	For			Against		
		No.of Members	No of Votes	%	No.of Members	No of Votes	%
1. Adoption of Balance Sheet and Profit & Loss Account, along with Director's Report and auditor's Report (Ordinary Resolution)	e-voting	670510	6	100	0	0	0
	Ballot Forms at AGM Venue	447635	16	100	0	0	0
	<b>Total</b>	<b>1118145</b>	<b>22</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>
2. Appoint a Director in place of Mrs. A.Rajalakshmi, who retires by rotation and being eligible, offers herself for re- appointment. (Ordinary resolution)	e-voting	670510	6	100	0	0	0
	Ballot Forms at AGM Venue	447635	16	100	0	0	0
	<b>Total</b>	<b>1118145</b>	<b>22</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>
3. Appointment of S.Parimelazhan & Co. Chartered Accountants, as the Auditors of the Company for four consecutive years and to fix their remuneration for the financial year 2015-16 (Ordinary resolution)	e-voting	670510	6	100	0	0	0
	Ballot Forms at AGM Venue	447635	16	100	0	0	0
	<b>Total</b>	<b>1118145</b>	<b>22</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>
4. Appointment of Mr Sundararajan	e-voting	670510	6	100	0	0	0



Venugopal (DIN:00768312) as independent Director of the Company for four years not liable for retirement by rotation (Ordinary resolution)	Ballot Forms at AGM Venue	447635	16	100	0	0	0
	<b>Total</b>	<b>1118145</b>	<b>22</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Vote of thanks :**

With Vote of thanks to all the members by Chairman, the meeting was concluded.

Chennai  
07-09-2015



*[Handwritten Signature]*

Chairman