



September 5, 2017.

ENCORE BUSINESS SYSTEM LIMITED

Khaleeli Centre, 2nd Floor, 4, Montieth Road

Egmore, Chennai 600 008

Phone : +91 44 2841 4144

Email : encorebusiness@gmail.com

CIN : L65191TN1990PLC019828

Listing Department,
Metropolitan Stock Exchange of India Limited
4th Floor, Vibgyor Tower,
Plot No.C-62, G Block
Bandra Kurla Complex
Bandra West
Mumbai-400098.

Dear Sir,

Sub: Notice for 27th Annual General Meeting on 28.9.2017.

Please find attached NOTICE to the Shareholders for the 27th Annual General Meeting of the company to be held on 28th September 2017.

Thanking you,

Yours truly,

For Encore Business System Ltd

Monisaa

Director.



Encl: as above.



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NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the shareholders of the Company will be held at " Khaleeli Center, 2nd Floor, No-4, Montieth Road, Egmore, Chennai- 600008 on Thursday, 28th September, 2017 at 11.30 AM to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2017 and the Profit & Loss Account for the year ended 31st March 2017, together with the reports of the Board of Directors and Auditors' thereon.
2. To ratify the appointment of Auditors and fix their remuneration

"RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, as amended from time to time, the company hereby ratifies the appointment of M/s. S. Parimelazhagan & Co., Chartered Accountants (Firm Registration No.6514S) as Auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company to be held in the year 2018 at such remuneration plus service tax, reimbursement of travelling and other out-of-pocket expenses incurred by them in connection with the audit as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

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

RESOLVED THAT pursuant to Sections 149, 150, 152 and 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), Mr Deivasigamani Sivaprakasam (DIN 07628021) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective September 30, 2016 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Deivasigamani Sivaprakasam (07628021) as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company with effect from September 30, 2016 to September 29, 2021 and the term shall not be subject to retirement by rotation

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

RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), Ms Senthamarai Kannan Monisaa (DIN 07628034) who was appointed as an Additional Director of the Company by the Board of Directors effective September 30 2016 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Ms. Senthamarai Kannan Monisaa (07628034) as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company

/ By order of the Board /

Place: Chennai
Date: 30.05.2017

Notes:

1. A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend on a poll to vote instead of him or the proxy or proxies so appointed need not be a member or Members as the case may be of the company. The instrument of proxy duly stamped and executed for use at the meeting must be lodged at the registered office of the company not later than 48 hours before the time fixed for the meeting.
2. The Register of Members and Share Transfer books of the company remain closed from 22nd September 2017 to 28th September 2017 (Both days inclusive)



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Director

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3. Shareholders desiring any information as regards the Accounts are required to write to the Company at least seven days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.
4. Members are requested to notify immediately changes, if any, in their registered addresses to the Company's Registrar and Share Transfer Agents M/s. Cameo Corporate Services Limited, Subramaniam Buildings", No.1 Club House Road, Off Anna Salai, Chennai 600 002.
5. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.

ANNEXURE TO NOTICE**Explanatory Statement pursuant to Section 102(1) of the companies Act, 2013.**

In conformity with the provisions of Section 102(1) of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

Item No. 3

Board of Directors of the Company have appointed Mr. Deivasigamani Sivaprakasam as an Additional Director (Independent) of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM").

As an Additional Director, Mr. Deivasigamani Sivaprakasam holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") together with the requisite amount of deposit to propose the appointment of Mr. Deivasigamani Sivaprakasam as a Director of the Company. The Company has also received a declaration from Mr. Deivasigamani Sivaprakasam confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Deivasigamani Sivaprakasam is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

In the opinion of the Board, Mr. Deivasigamani Sivaprakasam fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and she is independent of the management. Mr. Deivasigamani Sivaprakasam is a Practicing Lawyer based in Tiruppur. He is currently the President of Bar Association, Tiruppur and is a Legal Consultant for a number of Companies.

Mr. Deivasigamani Sivaprakasam is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives, except Mr. Deivasigamani Sivaprakasam and his relatives, are in any way, concerned or interested in the said resolution.

The resolution as set out in item No. 3 of this Notice is accordingly commended for your approval.

Item No. 4

Board of Directors of the Company have appointed Ms Senthamarai Kannan Monisaa as an Additional Director of the Company to hold office till the conclusion of the ensuing Annual General Meeting ("AGM").

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") together with the requisite amount of deposit to propose the appointment of Ms Senthamarai Kannan Monisaa as a Director of the Company. Ms Senthamarai Kannan Monisaa is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company.

Ms Senthamarai Kannan Monisaa is from a business family with a Degree of B.Com (International Business) and vast experience in Garment and Export business

Ms Senthamarai Kannan Monisaa is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives, except Ms Senthamarai Kannan Monisaa and her relatives, are in any way, concerned or interested in the said resolution.

The resolution as set out in item No. 4 of this Notice is accordingly commended for your approval.

/ By order of the Board /

Place: Chennai
Date: 30.05.2017



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S Monisaa
Director