

**R.ALAGAR, B.Com., FCS**  
Company Secretary

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**Secretarial Compliance Report of Encore Business System Limited  
for the year ended March 31, 2019**

(Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019)

I, **R. Alagar**, have examined:

- (a) All the documents and records made available to us and explanation provided by **Encore Business System Limited** ("the Listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

For the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (SEBI ACT") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-



(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) regulations, 2009 (till November 9, 2018);

(c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) regulations, 2018 w.e.f. November 1, 2018);

(d) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) The Securities and Exchange Board of India (Intermediaries) Regulations, 2008;

(i) The Securities and Exchange Board of India (Registration to an issue and share Transfer Agents) Regulations, 1993;

(j) Securities and Exchange Board of India (Debentures Trustee) Regulations, 1993 (in relation to obligations of Issuer Company);

and circulars/guidelines issued thereunder; and based on the above examination, I hereby report that, during the review period;

(a)The Listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued there under:-

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specified clause)	Deviations	Observations/Remark of the practicing company secretary
		Nil	Nil



(b) The listed entity has maintained proper record under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

(c) The following are the details of the actions taken against the listed entity/directors/ material subsidiaries either by SEBI or by stock Exchanges (including under the standard operating Procedures issued by SEBI through various circulars)

under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Observations of the practicing company secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the listed entity, if any	Comments of the Practicing company secretary on the actions taken by the listed entity
Not Applicable				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the practicing company secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the practicing company secretary on the actions taken by the listed entity
Not Applicable				



**R Alagar**  
**Practicing Company Secretary**  
**C.P. No. 3913**

Place: Chennai  
 Date: May 29, 2019

