

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

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## REPORT OF SCRUTINIZER

[Pursuant to the section 108 of the Companies Act, 2013 and rule 20(4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015]

I, **R.Alagar**, Practicing Company Secretary, Chennai was appointed as Scrutinizer for the 29th (Twenty Ninth) Annual General Meeting of the Equity Shareholders of "**Encore Business System Limited**" held on 30<sup>th</sup> September 2019 at 11.30 a.m at the registered office of the Company at "Kaleeli Centre", Second Floor, No.4, Montieth Road, Egmore, Chennai – 600008 for the purpose of scrutinizing the e-voting process and Physical Ballot voting . at the venue in a fair and transparent manner and ascertaining the requisite majority on e-voting and Physical Ballot voting at venue carried out as per section 108 of the CompaniesAct,2013 and rule 20(4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015 on the resolutions referred to in this report.

I submit my report as under:

1. The Notice was sent to all the Members, whose names appeared in the Register of Members as on 30<sup>th</sup> May, 2019 to vote on the proposed 8 (Eight) Resolutions as mentioned in the Notice of the Annual General Meeting of " Encore Business System Limited " (Item No.1 (One) to 8(Eight) of the Notice of Annual General Meeting of Encore Business System Limited. The Members holding equity shares as on the cut-off date i.e. 20th September, 2019 were only considered for e-voting and for voting at the meeting venue.
2. The e-voting period remained open from 10.00 AM on Friday 27<sup>th</sup> September, 2019 up to 05.00 PM on Sunday 29<sup>th</sup> September, 2019.
3. All the resolutions were properly proposed and seconded. The Chairman at the Annual General Meeting, at the end of discussions on the Resolutions contained in the Notice, allowed voting at the venue of the Annual General Meeting on the Ballot Forms provided at the Meeting venue to all those members who were present at the Meeting but have not cast their votes by availing the remote e-voting.
4. After the conclusion of the Meeting, the Ballot Boxes were opened in my presence and the physical ballot forms were diligently scrutinized and reconciled with the records maintained by the Registrar and Transfer Agents of the Company. I thereafter first counted the votes cast at the Meeting through these Ballot Forms.

The votes cast through E-voting were unblocked on 30<sup>th</sup> September, 2019 around 12.42 p.m in the presence of two witnesses, viz. Mr.N.Srinivasan and Mr.Nagaraja Kumar G.R, who are not in employment of the company.



6. In tune with the instructions contained in the 'Instructions contained for e-voting' sent along with the Notice dated 30<sup>th</sup> May, 2019, in respect of Members who have voted in both modes (e-voting and physical ballot Form voting in the meeting venue) I have considered only e-voting by not reckoning the voting done through Ballot form.

7. I have collated the votes received through E-Voting process and Physical Ballot forms voted at venue and the same have been furnished hereunder.

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 for the year 2018-2019 (Ordinary Resolution)	e-voting	3	440690	100	0	0	0
		Ballot Forms at AGM Venue	34	863755	100	0	0	0
		<b>Total</b>	<b>37</b>	<b>1304445</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>
2.	Appoint a Director in place of Ms. R.Rangarajan, who retires by rotation and being eligible, offers himself for re- appointment. (Ordinary resolution)	e-voting	3	440690	100	0	0	0
		Ballot Forms at AGM Venue	34	863755	100	0	0	0
		<b>Total</b>	<b>37</b>	<b>1304445</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>
3.	Appoint a Director in place of Ms. S.Monisha, who retires by rotation and being eligible, offers herself for re- appointment. (Ordinary resolution)	e-voting	3	440690	100	0	0	0
		Ballot Forms at AGM Venue	34	863755	100	0	0	0
		<b>Total</b>	<b>37</b>	<b>1304445</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>



4	Appointment of Harsha & Co., Chartered Accountants, as the Auditors of the Company for the FIVE financial years from the conclusion of this AGM till the conclusion of the AGM for 2023-2024 and to fix their remuneration. (Ordinary resolution)	e-voting	3	440690	100	0	0	0
		Ballot Forms at AGM Venue	34	863755	100	0	0	0
		<b>Total</b>	<b>37</b>	<b>1304445</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>
5	Appointment of Mr.N.Vasudevan, as a Director, whose term as Additional Director was expired on the date of AGM. (Ordinary resolution)	e-voting	3	440690	100	0	0	0
		Ballot Forms at AGM Venue	34	863755	100	0	0	0
		<b>Total</b>	<b>37</b>	<b>1304445</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>
6	Appointment of Mr.N.Vasudevan, as Managing Director (Ordinary resolution)	e-voting	3	440690	100	0	0	0
		Ballot Forms at AGM Venue	34	863755	100	0	0	0
		<b>Total</b>	<b>37</b>	<b>1304445</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>
7	Granting Borrowing power to the Board, not exceeding Rs.100 Crores u/s 180 (1)(c ) of the Act. (Special resolution)	e-voting	3	440690	100	0	0	0
		Ballot Forms at AGM Venue	34	863755	100	0	0	0
		<b>Total</b>	<b>37</b>	<b>1304445</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>



8	Granting power to the Board, to mortgage and/or create charge on all or any one or more of the movable/ immovable properties or such other assets of the Company u/s 180 (1)(c ) of the Act. (Special resolution)	e-voting	3	440690	100	0	0	0
		Ballot Forms at AGM Venue	34	863755	100	0	0	0
		<b>Total</b>	<b>37</b>	<b>1304445</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>

8. All relevant records of electronic voting and ballot forms will remain in my custody until the Chairman considers, approves and signs the minutes of the 29<sup>th</sup> Annual General Meeting and thereafter the said records will be handed over to Encore Business System Limited, for safe custody.

Place: Chennai

Date: 30-09-2019

Signature:



Name of Scrutinizer: **R. Alagar**

Company Secretary

Membership No. **4720**

C.P.No. **3913**

