



MINUTES OF THE THIRTIETH ANNUAL GENERAL MEETING OF M/S ENCORE BUSINESS SYSTEM LIMITED. HELD AT ITS REGISTERED OFFICE ON , WEDNESDAY THE 30TH DAY OF SEPTEMBER 2020, BY 11.00 HRS.

Members Present : There were 38 Members present in person to conduct the meeting.

Directors Present : Mr Vasudevan - Managing Director
Mr Arun Kumar - Independent Director
Ms Abirami Kirupakaran - Director
Mr John Pandiyan - Independent Director
Mr Vengadasalam - Independent Director - (Video conference)

On Invitation : Mr Senthil Kumar - Company Secretary
Ms M R Harsha & Company - Chartered Accountant
Mr Soundarrarajn - Chief Financial Officer
Mr R Alagar - Practicing Company Secretary – Scrutinizer

Ballot Votes : From 38 Members present in person holding 12, 79,525 Nos of Eq shares forming 41.31%

E – Voting : From one shareholder

Chairman :-

Mr Vasudevan , Managing Director of the Company was elected , by the Members present, to chair the 30th Annual General Meeting of the Company.

Quorum :

The Chairman confirmed the presence of Quorum and called the meeting to Order.

Notice :

The Company Secretary, welcomed the gatherings and read out the Notice calling for the 30th Annual General Meeting of the Company.

Directors Report :

Mr N Vasudevan, the Managing Director of the Company read out the Directors Report for the 30th Annual General Meeting.



ORDINARY BUSINESS

Item No 1 .

The Chief Financial Officer read out the Audited Balance Sheet as at 31st March 2020 and the Profit & Loss Account for the year ended 31st March 2020, together with the reports Auditors' thereon.

The Chairman asked for any questions from the Members. There were no questions. Then the Chairman moved the Resolution and asked the members to use the Ballot Vote.

" RESOLVED THAT, the RESOLVED THAT the Audited Financial Statements of the company for the financial year ended 31st March, 2020, and the Report of the Auditors thereon, together with the Directors Report, be and are hereby received and adopted."

This Resolution was passed unanimously by the Members present as well as both by ballot voting and e-voting.

Item No 2.

The Chairman explained the Members for the ratification of the appointment of the Statutory Auditors and fix their remuneration.

The Chairman asked for any questions from the Members. There were no questions. Then the Chairman moved the Resolution and asked the members to use the Ballot Vote.

Then he moved the following Resolution as an Ordinary Resolution :-

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, including any re-enactment or modification thereto), and such other applicable provisions, if any, the appointment of M/s. M R Harsha & Company, Chartered Accountants, No. 73/30, Burkit Road, T. Nagar, Chennai - 600017, with Membership number 235557 and Firm Registration Number 015561S for this financial year 2020-21, be and is hereby ratified as the Statutory Auditors of the Company at a remuneration as may be mutually agreed to, between the Board of Directors and M/s. M R Harsha & Company, plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them, to hold office of Statutory Auditor for five years from the conclusion of this Annual General meeting till the conclusion of the Annual General Meeting for 2023-2024."

This Resolution was passed unanimously by the Members present as well as both by ballot voting and as e-voting.

ORDINARY BUSINESSES:

Item No 3 :

The Chairman explained the Members for the approval of members to the appointment of Ms Abirami Kirupakaran as a Non- Executive Director.

The Chairman asked for any questions from the Members. There were no questions. Then the Chairman moved the Resolution and asked the members to use the Ballot Vote.



Then he moved the following Resolution as an Ordinary Resolution : -

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable rules and provisions (including any modification and re-enactment thereof), if any, of the Companies Act, 2013, Ms. Abirami Kirupakaran (DIN: 08467132), who was appointed as an Additional Director with effect from 29th November, 2017, on the Board of the Company and who holds office upto ensuing Annual General Meeting and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive Director of the company, who need not be liable to retire by rotation.”

This Resolution was passed unanimously by the Members present as well as both by ballot voting and e-voting.

Item No 4.

The Chairman explained the Members for the approval of members to the appointment Mr John Pandiyan as an Independent Director.

The Chairman asked for any questions from the Members. There were no questions. Then the Chairman moved the Resolution and asked the members to use the Ballot Vote.

Then he moved the following Resolution as an Ordinary Resolution: -

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), Mr. John Pandiyan (DIN: 01183013), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, and is liable to retire by rotation.”

This Resolution was passed unanimously by the Members present as well as both by ballot voting and e-voting

Item No 5.

The Chairman explained the Members for the approval of members to the appointment Mr Vengadasalam as an Independent Director.

The Chairman asked for any questions from the Members. There were no questions. Then the Chairman moved the Resolution and asked the members to use the Ballot Vote.

Then he moved the following Resolution as an Ordinary Resolution : -

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable



provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vengadasalam (DIN: 08757155), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, and is liable to retire by rotation.

This Resolution was passed unanimously by the Members present as well as both by ballot voting and e-voting

Item No 6.

The Chairman explained the Members for the approval of members to the appointment Mr Arun Kumar as an Independent Director.

The Chairman asked for any questions from the Members. There were no questions. Then the Chairman moved the Resolution and asked the members to use the Ballot Vote.

Then he moved the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force), Mr. Arun Kumar (DIN: 08755794), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, who is liable to retire by rotation.”

This Resolution was passed unanimously by the Members present as well as both by ballot voting and e-voting

SPECIAL BUSINESSES

Item No 7.

The Chairman explained the Members for the approval of members to the intended Change in the Name of the Company to reflect the true business the Company is carrying out.

The Chairman asked for any questions from the Members. There were no questions. Then the Chairman moved the Resolution and asked the members to use the Ballot Vote.

Then he moved the following Resolution as a Special Resolution

“RESOLVED THAT pursuant to provision of Section 13 (2) and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to the approval of the Central Government, SEBI, Stock Exchange concerned and other necessary



approvals, consents, permissions and sanctions, required, if any, in this regard from any appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by statutory authorities, consent of the members be and is hereby given for changing the name of the company from "Encore Business System Limited" to "Encore Enterprises Limited" or any other name as may be approved by the statutory authorities, whether under the Companies Act, 2013 or any other rules, laws, acts, statutes or regulations as may be applicable to the Company.

RESOLVED FURTHER THAT Name Clause being Clause I of the Memorandum of Association of the Company be substituted by the following clause and / or be altered as per the name approved by the statutory authorities:

I. The Name of the Company is "Encore Enterprises Limited."

RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 and other applicable provisions of the Act, if any, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorised to accept any other name approved by the relevant statutory authorities and seek approval for the change in the name of the Company accordingly without any further reference to the members for their approval.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution Directors and / or Company Secretary of the Company be and are hereby severally authorised to file all the necessary Forms and / or Returns and make the application in FORM INC 24 and / or any other Form to the Registrar of Companies and / or to Central Government and / or to Statutory Authorities for approval for the change of name as above and to do such other acts, things and deeds as may be necessary to give effect to this resolution."

This Resolution was passed unanimously by the Members present as well as both by ballot voting and e-voting

Item No 8.

The Chairman explained the Members for the approval of members for the alteration of Main Object Clauses of the Company by appending the following main objects.

The Chairman asked for any questions from the Members. There were no questions. Then the Chairman moved the Resolution and asked the members to use the Ballot Vote.

Then he moved the following Resolution as a Special Resolution.

"RESOLVED THAT pursuant to Section 13(9) of the Company Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made under there under and subject to approval of the Registrar of Companies, Gujarat and all other relevant authorities governed by SEBI, if any, Company be and is hereby authorised to alter the Main Object clause by adding following new two clauses, after existing clause III (A) 4:



5. To carry on in India or elsewhere, either alone or jointly with one or more person, Government, local or other bodies, the business to Construct, build, alter, acquire, convert, improve, design, erect, establish, equip, develop, dismantle, pull down, repair, maintain, search, survey, examine, inspect, locate, reconstruct, grout, dig, excavate, pour, renovate, remodel rebuild, undertake, contribute, assist and to act as civil engineer, Architectural Engineer, Erection contractor, Engineering, Procurement & Commissioning (EPC) contractor, interior decorator, consultant, advisor, agent, broker, supervisor, administrator, contractor, sub-contractor, turnkey contractor and manager of all types of constructions and developmental work in all its branches such as roads, high ways, culverts, dams, bridges, railways, tramways, water tanks, reservoirs, canals, wharves, warehouses, factories, buildings, structures, drainage and sewage works, pipeline works, desalination units, water distribution works, foundation works, flyovers, airports, runways, rock drilling, aqueducts, stadiums, hydraulic units, biotech parks, pharmaceutical factories, hospitals, sanitary units,, multistory colonies, complexes and housing farm house projects.

6. To build, construct, execute, undertake, carryout, run, establish, acquire, maintain, remodel, alter, develop, work, control, manage, take on lease, purchase or acquire land, any apartment, residential complexes, residential community, commercial complexes, commercial communities and any other communities, satellite towns, industrial parks, technology parks, business parks, software parks, hardware parks, bio technology parks, parks for healthcare and any other sectors, business centers, malls, multiplexes, cinema halls, food courts, hotels, clubs, schools, hospitals, restaurants, places of worship, amusement parks, gardens, libraries, reading rooms, shops, garages and dairy farms.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all the requisite, incidental, consequential steps to implement the above resolution and to perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, any question, query, or doubt that may arise in this regard, and to execute/publish all such notices, deeds, agreements, papers and writings as may be necessary and required for giving effect to this resolution.”

This Resolution was passed unanimously by the Members present as well as both by ballot voting and e-voting

Vote of Thanks

The Chairman mentioned a vote of thanks to all the Members, Directors, Registrars, Auditors, Company Secretaries and Stakeholders who were present and declared the meeting to be concluded.

Date : 30 Sep 2020

Place : Chennai


Vasudevan
Chairman

