

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY ENCORE BUSINESS SYSTEM LIMITED BE HELD TO TRANSACT THE FOLLOWING SPECIAL BUSINESS ON MONDAY, THE 14th DAY OF FEBRUARY 2022 AT 12.00 P.M. AT THE REGISTERED OFFICE SITUATED AT "KHALEELI CENTRE" NO. 4, MONTIETH ROAD, 2ND FLOOR, EGMORE, CHENNAI - 600008.

Special Business:**1. Allotment of Shares - Other than Cash-Conversion of Loans into Equity**

Pursuant to Section 62(3) of the Companies Act, 2013 and Rule 12 and 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014 and other applicable provisions if any;

To consider and, if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT the Equity Share Capital of ₹. 49,12,200 (Rupees Forty-Nine Lakh Twelve Thousand Two Hundred Only) divided into 4,91,220 (Four Lakh Ninety-One Thousand Two Hundred and Twenty Only) Equity shares ₹. 10 (Rupees Ten Only) each of have been allotted to the Creditor of the company as follows:

S. No	Name of the Member	No of Equity Shares	Face Value Per share (₹)	Total Amount (₹)
1	VENDIGGE ENGINEERING PROJECTS PRIVATE LIMITED	4,91,220	10	49,12,200
	TOTAL	4,91,220	10	49,12,200



**2. Allotment of Shares - Consideration of Cash-Private Placement**

Pursuant to Provisions of Section 42 of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014 and other applicable provisions if any;


To consider and, if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT the Equity Share Capital of ` 1,00,00,000 (Rupees One Crore Only) divided into 10,00,000 (Ten Lakh Only) Equity shares ` 10 (Rupees Ten Only) each of have been allotted to the New Person by Private Placement as follows:

S. No	Name of the Member	No of Equity Shares	Face Value Per share (')	Total Amount (')
1	Naga Sai Pawan Gopalam	5,00,000	10	50,00,000
2	Barath Babu Vasudevan	5,00,000	10	50,00,000
	TOTAL	10,00,000	10	1,00,00,000

RESOLVED FURTHER that any one of the Directors of the Company be and is hereby authorized to file the necessary returns, form PAS- 4, form PAS- 5, eform GNL-2, MGT 14 and submit other necessary documents with the Registrar of Companies, Chennai Tamilnadu and take all steps for giving effect to the Resolution."

**By order of the Board
For Encore Business System Limited**


N. VASUDEVAN
Managing Director
DIN: 06421532


ABIRAMY KIRUPAKARAN
Director
DIN: 08467132



Place: Chennai

Date: 7th February 2022



Notes:

- 1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll, to vote instead of himself. The proxy so appointed need not be a member of the company. The proxy form duly completed should be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.
- 2) A statement as required under Section 102 of the Companies Act, 2013 in respect of the business specified above is annexed hereto.





To

All Members

All Directors

Statutory Auditors

Statement pursuant to Section 102 of the Companies Act, 2013.

The Company, in order to meet its growth objectives and to strengthen its financial position, may be required to generate long term resources by issuing securities. For which the Company proposed allotment of securities to

1. Allotment of Shares - Consideration other than Cash- Loans converted into Equity

Pursuant to Section 62(3) of the Companies Act, 2013 and Rule 12 and 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014 and other applicable provisions if any;

To **M/s. Vendigge Engineering Projects Private Limited** for the Loan amount of ` 49,12,200/-

Equity Share Capital of ` 49,12,200 (Rupees Forty-Nine Lakh Twelve Thousand Two Hundred Only) divided into 4,91,220 (Four Lakh Ninety-One Thousand Two Hundred and Twenty Only) Equity shares ` 10 (Rupees Ten Only) each.





2. Allotment of Shares - Consideration of Cash-Private Placement

Pursuant to Provisions of Section 42 of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014 and other applicable provisions if any;

To:

1. **Naga Sai Pawan Gopalam** for ` 50,00,000 (Rupees Fifty Lakh Only)
2. **Barath Babu Vasudevan** for ` 50,00,000 (Rupees Fifty Lakh Only)

3. The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for allotment of shares of the Company (if necessary).

The proposed resolutions are in the interest of the Company and your Directors recommend resolutions at item Nos. 1, and 2 for your approval. None of the Directors of the Company including their relatives are concerned or interested in aforesaid resolutions.

