



**COMBINED SCRUTINIZER'S REPORT FOR E-VOTING
& POLL OF ENCORE BUSINESS SYSTEM LIMITED**

To
THE CHAIRMAN,
M/s. ENCORE BUSINESS SYSTEM LIMITED,
"KALEELI CENTRE", NO.4 SECOND FLOOR,
MONTIETH ROAD, EGMORE,
CHENNAI – 600008

Ref: Extra Ordinary General Meeting of the Members of M/s. Encore Business System Limited, held on 21st March 2022, Monday at 12:00 P.M. at "Kaleeli Centre", No.4 Second Floor, Montieth Road, Egmore, Chennai-600008.

Dear Sir,

1. I, A. Mohan Kumar, Practicing Company Secretary, have been appointed as a Scrutinizer by
 - i. The Board of Directors of M/s. Encore Business System Limited at their meeting held on 14th February, 2022 for the purpose of Scrutinizing the e-voting process held between 18th March, 2022 from 10:00 A.M. and 20th March, 2022 till 05:00 P.M. under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and
 - ii. The Chairman of the Extra Ordinary General Meeting of the Company for conducting poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the resolution contained in the notice to the Extra Ordinary General Meeting of the Members of the Company, held on 21st March 2022 at 12:00 P.M.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll for the resolution contained in the Notice to the Extra Ordinary General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at the EGM is restricted to the preparation of a scrutinizer's report of the votes cast "in favour" or "against" the resolution stated above, based on the report generated from the e-voting system provided by M/s. Central Depository Service

Limited (CDSL), the authorized agency engaged by the Company to provide facilities for e-voting and at the time of poll at Extra Ordinary General Meeting.

3. The e-voting results were unblocked by me on 21st March, 2022, Monday at 01:30 P.M.
4. At the Extra Ordinary General Meeting of the Company held on Monday, 21st March, 2022, the Chairman of the meeting had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.

The results of the e-voting together with that of the poll are as under:

ITEM NO. 1 – ALLOTMENT OF SHARES – CONSIDERATION OTHER THAN CASH – CONVERSION OF LOAN INTO EQUITY (SPECIAL RESOLUTION)

I. Voted **in favour** of the resolution:

Number of members voted in E-Voting.	Number of votes cast (Shares) – E-Voting	Number of members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total Number of Votes Cast through E-Voting and Poll	% of total number of valid votes cast
9	3,49,900	1	400	3,50,300	100%

II. Voted **against** the resolution:

Number of members voted in E-Voting.	Number of votes cast (Shares) – E-Voting	Number of members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total Number of Votes Cast through E-Voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

III. **Invalid** votes:

Number of members voted in E-Voting.	Number of votes cast (Shares) – E-Voting	Number of members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total Number of Votes Cast through E-Voting and Poll
0	0	0	0	0

Vote casted in both E-Voting and Poll at the EGM by the same shareholder are considered as Invalid and only the votes casted in E-Voting are taken into account in respect of such shareholder.

RESULT:

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against the resolution, we report that the Special Resolution with regard to Item No. 1 as set out in the Notice of the EGM is passed in favour of the resolution with requisite majority.

ITEM NO. 2 - ALLOTMENT OF SHARES – CONSIDERATION OF CASH - PRIVATE PLACEMENT: (SPECIAL RESOLUTION)

I. Voted in favour of the resolution:

Number of members voted in E-Voting.	Number of votes cast (Shares) – E-Voting	Number of members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total Number of Votes Cast through E-Voting and Poll	% of total number of valid votes cast
6	1,84,900	1	400	1,85,300	100%

II. Voted against the resolution:

Number of members voted in E-Voting.	Number of votes cast (Shares) – E-Voting	Number of members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total Number of Votes Cast through E-Voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

III. Invalid votes:

Number of members voted in E-Voting.	Number of votes cast (Shares) – E-Voting	Number of members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total Number of Votes Cast through E-Voting and Poll
3*	1,65,000*	0	0	0

*Votes cast by Mr. Barath Babu Vasudevan (allottee), Mr. Vasudevan (his father) and Mrs. Abirami Kirupakaran (his wife) are considered as Invalid since they are interested in the said resolution.

Vote casted in both E-Voting and Poll at the EGM by the same shareholder are considered as Invalid and only the votes casted in E-Voting are taken into account in respect of such shareholder.

RESULT:

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against the resolution, we report that the Special Resolution with regard to Item No. 2 as set out in the Notice of the EGM is passed in favour of the resolution with requisite majority.

The relevant records relating to E- Voting and Poll were sealed and handed over to Mr. Vasudevan, Chairman of the meeting for safe keeping.

Thank you,
Yours faithfully,

FOR MOHAN KUMAR & ASSOCIATES

Place: Chennai
Date: 22.03.2022

**A. MOHAN KUMAR
PRACTICING COMPANY SECRETARY
MEMBERSHIP NUMBER: FCS 4347
CERTIFICATE OF PRACTICE NUMBER: 19145
UDIN: F004347C003036057**