



ENCORE BUSINESS SYSTEM LIMITED

Khaleeli Centre, 2nd Floor, 4, Montieth Road

Egmore, Chennai 600 008

Phone : +91 44 2841 4144

Email : encorebusiness@gmail.com

CIN : L65191TN1990PLC019828

Minutes of the Thirtieth Annual General Meeting of the Members of ENCORE BUSINESS SYSTEM LIMITED held on Wednesday 30th September, 2020 at the Registered Office of the Company at "Khaleeli Centre", 2nd Floor, No.4 Montieth Road, Egmore, and Chennai 600008

Members Present:

38 in Person

Directors Present:

Mr Vasudevan
Mr John Pandiyan
Ms Abirami Kirupakaran
Mr Arun Kumar
Mr Ramachandran Vengadasalam

Managing Director
Independent Director
Non Executive Director
Independent Director
Independent Director

Others Present:

Mr. A. Suresh Karthick

Representing Auditor M R Harsha & Company.
Chartered Accountants

Mr.R.Alagar

Secretarial Auditor

Convening of the Thirtieth Annual General Meeting:

Mr. N. Vasudevan, Managing Director presided over the meeting and introduced the Directors on the dais to the members.

Chairman's Speech:

Thereafter, Chairman read the Chairman's speech which was already circulated to the members present in the meeting and conducted the proceedings of the Annual General Meeting.

Chairman welcomed questions and clarifications from the shareholders on the business, operations and current situation of the Company and the same were clarified.



E-Voting and Poll Result:

Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and the revised Clause 35B of the Listing Agreement, the Company had provided E-voting facility to all the Members holding shares of the Company as on the cut-off date i.e. 20th September, 2020 to enable them to cast their votes in respect of the resolutions contained in Notice of the Meeting.

The Company has made arrangements with Central Depository Services Limited (CDSL) who provided the portal for e-voting. The remote e-voting period opened for 3 (three) days i.e., from 10.00 AM on Sunday 27th September, 2020 to 05.00 PM on Tuesday 29th September, 2020. The Company has appointed Mr. R. Alagar, Practicing Company Secretary, Chennai as Scrutinizer for carrying out E-voting in a fair and transparent manner.

In the AGM, held on Wednesday, the 30th September, 2020, Chairman proposed that to facilitate those members present at the AGM, either personally or by proxy, who had not cast their vote earlier by Remote E-voting, but who would like to vote at the AGM, were provided with Ballot papers to enable them to vote in respect of items of business as set out in the Notice of the Meeting, Mr. R. Alagar, Practicing Company Secretary, was appointed as Scrutinizer for conducting the Poll by way of Ballot papers.

The Chairman advised that those who had not been able to cast their votes through remote e-voting may cast their votes through polls for which ballot papers provided at the venue of AGM once the resolutions as per the agenda are read.

The Chairman thereafter read the resolutions as follows-

Ordinary Business

Resolution No.1 – Adoption of Accounts – Ordinary Resolution

RESOLVED THAT the Audited Balance Sheet as at 31.3.2020, Profit & Loss Account for the period ended 31-03-2020, the Report of the Directors and Auditors thereon, be and are hereby received, considered, and adopted.

Resolution No.2 – Ratification of Auditors Appointment and fix their remuneration– 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.

Special Business

Resolution No.3 – Appointment of Director -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.

Resolution No.4 – Appointment of Independent Director -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. 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.

Resolution No.5 – Appointment of Independent Director -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. Ramachandran 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



N. Vel

office of Director, be and is hereby appointed as an Independent Director of the Company, and is liable to retire by rotation.

Resolution No.6 – Appointment of Independent Director -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.

Resolution No.7 –Change of name -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:

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



N. Val

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.

Resolution No.8 –Changes in Object Clause -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, Tamilnadu 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



N. V. Volz

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.

The Chairman thereafter announced the commencement of polling on the resolutions which had been proposed and seconded as required by the Act.

The chairman informed that Mr.R. Alagar, Practicing Company Secretary has been appointed as Scrutinizer by the Board to conduct polling, which would remain continue till 12.15 P.M and on completion of which the AGM stands concluded

The Scrutinizer's Report dated 30th September, 2020, inter alia, containing the Results of the remote e-voting and polling at the AGM venue was presented to the Chairman, in terms of which all the Resolutions were approved unanimously. The results as given below, were declared on the same day and posted in the Company's website and in the CDSL website.

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 2019-2020 (Ordinary Resolution)	e-voting	1	100	0	0	0	0
	Ballot Forms at AGM Venue	38	1279525	100	0	0	0
	Total	39	1279625	100	0	0	0
2. Ratification of the Appointment of Harsha & Co., Chartered Accountants, as the Auditors of the Company from the conclusion of this AGM till the conclusion of the next AGM. and to fix their remuneration. (Ordinary resolution)	e-voting	1	100	0	0	0	0
	Ballot Forms at AGM Venue	38	1279525	100	0	0	0
	Total	39	1279625	100	0	0	0



N. V. [Signature]

3.	Appointment of Ms.Abirami Kirupakaran, as a Director, whose term as Additional Director was expired on the date of AGM.(Ordinary resolution)	e-voting	1	100	0	0	0	0
		Ballot Forms at AGM Venue	38	1279525	100	0	0	0
		Total	39	1279625	100	0	0	0
4.	Appointment of Mr. John Pandiyan, as an Independent Director, whose term as Additional Director was expired on the date of AGM. (Ordinary resolution)	e-voting	1	100	0	0	0	0
		Ballot Forms at AGM Venue	38	1279525	100	0	0	0
		Total	39	1279625	100	0	0	0
5.	Appointment of Mr. Ramachandran Vengadasalam, as an Independent Director, whose term as Additional Director was expired on the date of AGM. (Ordinary resolution)	e-voting	1	100	0	0	0	0
		Ballot Forms at AGM Venue	38	1279525	100	0	0	0
		Total	39	1279625	100	0	0	0
6.	Appointment of Mr. Arun Kumar, as an Independent Director, whose term as Additional Director was expired on the date of AGM. (Ordinary resolution)	e-voting	1	100	0	0	0	0
		Ballot Forms at AGM Venue	38	1279525	100	0	0	0
		Total	39	1279625	100	0	0	0



N. Val

7.	Approval for change of name. (Special resolution)	e-voting	1	100	0	0	0	0
		Ballot Forms at AGM Venue	38	1279525	100	0	0	0
		Total	39	1279625	100	0	0	0
8.	Approval for insertion of Objects of Construction and Civil Engineering activities. (Special resolution)	e-voting	1	100	0	0	0	0
		Ballot Forms at AGM Venue	38	1279525	100	0	0	0
		Total	39	1279625	100	0	0	0

Vote of thanks:

With Vote of thanks to all the members by Chairman, the meeting was concluded.

Date: 30-09-2020

Place: Chennai

N. Va. Vasudevan
N. Vasudevan
Chairman

