



**ENCORE BUSINESS SYSTEM LIMITED**  
**32<sup>nd</sup> Annual General Meeting 2021-22**

**BOARD OF DIRECTORS**

Mr VASUDEVAN	Managing Director	DIN: <u>06421532</u>
Ms ABIRAMI KIRUPAKARAN	Non-Executive Director	DIN: <u>08467132</u>
Mr JOHN PANDIYAN	Independent Director (Resigned15.10.21)	DIN: <u>01183013</u>
Mr RAMACHANDRAN VENGADASALAM	Independent Director (Resigned)	DIN: <u>08757155</u>
Mr BARATH BABU	Non Executive Director ( Resigned15.09.2021)	DIN: 06673955
Mr DATTATREYA NAGIREDDY	Independent Director (Resigned26.04.22)	DIN: 03223591
Mr. PONNUSAMY JAMUTHASEKAR	Independent Director (26.04.2022)	DIN:09171262
Mr. KRISHNAMOORTHY BHASKAR NAIR	Independent Director (26.04.2022)	DIN:09569231

**AUDITORS**

M/s. M R HARSHA & COMPANY, Chennai	Chartered Accountants	FRNo: 015561S
Mr T N SOUNDARARAJAN	Chief Financial Officer	PAN: AKRPS6428H

**REGISTERED OFFICE**

New No. 5, Old No. 2A,  
35<sup>th</sup> Street, Nanganallur,  
Chennai 600061.  
[Email: encorebusiness@gmail.com](mailto:encorebusiness@gmail.com)  
[www.encorebusiness.in](http://www.encorebusiness.in)  
CIN: L65191TN1990PLC019828  
GST No.33AAACE9604M1ZK

**REGISTRARS & TRANSFER AGENTS**

Cameo Corporate Services Limited  
“Subramaniam Buildings”  
No.1 Club House Road  
Off: Anna Salai, CHENNAI 600002  
Phone: 91-44-28460390(5 lines)  
Email:cameo@cameoindia.com

(Members are requested to bring their copy of the Annual report for the meeting)



**NOTICE TO THE SHAREHOLDERS**

**NOTICE** is hereby given that the Thirty first Annual General Meeting of the Shareholders of the Company will be held at the Registered Office of the Company situated at New No. 5, Old No. 2A, 35th Street, Nanganallur, Chennai - 600061, on Friday, 30<sup>th</sup> September 2022 at 2.00 PM to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March 2022 and the Profit & Loss Account for the year ended 31<sup>st</sup> March 2022, together with the reports of the Board of Directors and Auditors' thereon.
2. To adopt the retiring and resignation of Director of who retires by rotation at this Annual General Meeting.
  - A. Mr Ramachandran Vengadachalam (DIN 08757155)
  - B. Mr. Dattatreya Nagireddy (DIN: 03223591)
3. To adopt the Appointment of Independent Directors as follows
  - A. Ponnusamy Jeganath Amuthasekar (DIN: 09171262)
  - B. Krishnamoorthy Bhaskar Nair (DIN: 09569231)
4. To ratify the appointment of Statutory Auditors and fix their remuneration.

**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 2021-22, 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.

**ORDINARY BUSINESSES:**

4. To appoint Mr. Ponnusamy Jeganath Amuthasekar (DIN 09171262) as an Independent Director in this regard, pass 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. Ponnusamy Jeganatha Amuthasekar (DIN: 09171262), 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.”



5. To appoint Mr. Krishnamoorthy Bhaskar Nair (DIN 09569231) as an Independent Director in this regard, pass 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. Krishnamoorthy Bhaskar Nair (DIN: 09569231), 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.”

“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.”

By Order of the Board of Directors

For Encore Business Systems Limited

Date: 05.09.2022

Place: Chennai

Sd/-

N. Vasudevan

Managing Director

Din No: 06421532

**Notes:**

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), in respect of the Special Business under Item nos. 6 to 18 set above and the details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) entered with the Stock Exchanges and Secretarial Standard on General meeting (SS-2) in respect of the Directors seeking appointment/ re-appointment at this Annual General Meeting is annexed hereto.
2. A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend on a poll to vote instead of him or the proxy or proxies so appointed need not be a member or Members as the case may be of the company. The instrument of proxy duly stamped and executed for use at the meeting must be lodged at the registered office of the company not later than 48 hours before the time fixed for the meeting.
3. The Register of Members and Share Transfer books of the company remain closed from 24<sup>th</sup> September, 2022 to 30<sup>th</sup> September 2022 (Both days inclusive)
4. Shareholders desiring any information as regards the Accounts are required to write to the Company at least seven days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.



**ENCORE BUSINESS SYSTEM LIMITED**  
**32<sup>nd</sup> Annual General Meeting 2021-22**

5. Members are requested to notify immediately changes, if any, in their registered addresses to the Company's Registrar and Share Transfer Agents M/s. Cameo Corporate Services Limited, Subramaniam Buildings”, No.1 Club House Road, Off Anna Salai, Chennai 600 002.
6. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.
7. The route map showing directions to reach the venue of the Annual General Meeting Is annexed.
8. The details of director’s appointment or re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”) issued by Institute of Company Secretaries of India is as below:

Particulars	<b>Vasudevan</b>	<b>Abirami Kirupakaran</b>
Position	Managing Director	Non Executive Director
DIN No	06421532	<a href="#">08467132</a>
DOB	17 July 1958	28 May 1995
DO Appointment	01 April 2019	23 Mar 2020
Qualification	BE , MBA	BE
Expertise in specific functional area	He has got vast experience in Project and Infrastructure Management. He has held Senior Position in L & T, Chennai for about 19 years. He also held similar position in various other companies including NTPC, New Delhi. He has received Best Construction & Innovative Technology award from the Governor of Tamilnadu Honorable Shri BANWARILAL PUROHIT. The award committee is “Kattumana Thozhil	Has been working as a Software Engineer in an MNC and now is having own business.
List of other Co’s wherein Directorship is held as on 31 Mar 2022.	<ol style="list-style-type: none"> <li>1. Vendigge Engineering Projects Private Ltd</li> <li>2. Innovative occupational health and environment private limited</li> <li>3. Innovative invention technologies private limited</li> <li>4. Classic Engineering projects private limited</li> </ol> Oasis grace designers and contractors private limited	Nil
Member, Chairman, Office held in	<ol style="list-style-type: none"> <li>1. President - All India Engineering Contractors</li> </ol>	Nil



**ENCORE BUSINESS SYSTEM LIMITED**  
**32<sup>nd</sup> Annual General Meeting 2021-22**

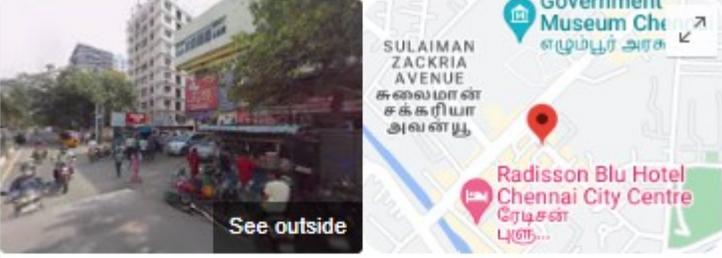
Association, Trust, Society, Club etc.	Association ( Regd) 2. Chief General Secretary – TN New Mission India 2019 3. Advisory Board Member – Global Human Peace University 4. Member – All India anti – Corruption Committee 5. Secretary – People forum of India Bharat Sewak Samaj. ( under regn )	
No of Eq Shares held	55,000	55,000

Particulars	<b>Dattatreya Nagireddy</b>	<b>Ramachandran Vengadasalam</b>
Position	Independent Director	Independent Director
DIN No	03223591	01163013
DOB		
D o Appointment	14 June 2021	31 March 2021
Qualification	Doctorate from 2 UK Universities	Degree in Arts - India
Expertise in specific functional area	Business Methodologies & Start Ups	Finance Consultancy from London , UK
List of other Cos where Directorship is held as on 31 Mar 2022.	Invested in worldwide companies that are into Infrastructure. Hospitality, Healthcare, Manufacturing, Farming, Finance and Energy	M/s Atlab UK Private Limited
Member, Chairman or Office held in Association, Trust, Society, Club etc.	Proprietor of 30+ start ups ,which are into Power, Distilleries, Mineral Refinery, Beverages, Fertilizers, Mining, Food Exports, Trade & Finance.	Nil
No of Shares held	Nil	Nil

By Order of the Board of Directors

For Encore Business Systems Limited  
 Date: 05.09.2022  
 Place: Chennai

Sd/-  
 N. vasudevan  
 Managing Director  
 Din No: 06421532



**Encore Business System Limited**

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Financial consultant in Chennai, Tamil Nadu

**Address:** "Khaleeli Centre", 2nd Floor, No.4, Monticth Road, Egmore, Chennai, Tamil Nadu 600008

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**Old No-5, New No-11, 2A, 35th St, Nanganallur, Chennai, 600061**

**Phone:** 044 2841 4144

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## **EXPLANATORY STATEMENT**

(Pursuant to Section 102 of the Companies Act, 2013)

### **In respect of item No. 4**

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) has appointed Mr. Ponnusamy Jeganath Amuthasekar (DIN 09171262) as an Additional Director of the Company under Section 161(1) of the Act and Article 122 of the Articles of Association, with effect from 26th April, 2022. She has also been nominated as “Non Executive Director” from that date. In terms of Section 161(1) of the Act, Mr. Ponnusamy Jeganath Amuthasekar (DIN 09171262) holds office only upto the date of the forthcoming AGM and is eligible for appointment as a Director. The Company has received a Notice under Section 160(1) of the Act from a Member signifying his intention to propose Mr. Ponnusamy Jeganath Amuthasekar’s appointment as an Independent Director. The Board has also appointed Mr. Ponnusamy Jeganath Amuthasekar as the Non Executive Director of the Company, and he is liable to retire by rotation.

### **In respect of item No. 5 :-**

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) has appointed Mr. Krishnamoorthy Bhaskar Nair (DIN: 09569231) as an Additional Director of the Company under Section 161(1) of the Act and Article 122 of the Articles of Association, with effect from 26th April, 2022. She has also been nominated as “Non Executive Director” from that date. In terms of Section 161(1) of the Act, Mr. Krishnamoorthy Bhaskar Nair (DIN: 09569231) holds office only upto the date of the forthcoming AGM and is eligible for appointment as a Director. The Company has received a Notice under Section 160(1) of the Act from a Member signifying his intention to propose Mr. Krishnamoorthy Bhaskar Nair’s appointment as an Independent Director. The Board has also appointed Mr. Krishnamoorthy Bhaskar Nair as the Non Executive Director of the Company, and he is liable to retire by rotation.

The Board has recommended the Resolution at Item No.4&5 of this Notice relating to his appointment as an Non Executive, Independent Director of the Company, and he shall be subjected to retire by rotation. Esteemed Members approval is sought, as this Resolution is proposed to be moved as an Ordinary Resolutions for your approval in the ensuing AGM.

By Order of the Board of Directors  
For Encore Business Systems Limited  
Date: 05.09.2022  
Place: Chennai  
Sd/-  
N. Vasudevan  
Managing Director  
Din No: 06421532



## E-VOTING FACILITY

As per the section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, e-voting facility is a mandatory requirement for listed companies.

### The instructions for shareholders voting electronically are as under:

- 1) The voting period begins on 27<sup>th</sup> September 2022 at 10.00 AM and ends on 30<sup>th</sup> September 2022 by 05.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20<sup>th</sup> September 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (ii) Click on Shareholders.
  - (iii) Enter your User ID as categorised below
    - a) For CDSL: 16 digits beneficiary ID,
    - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c) Members holding shares in Physical Form should enter Folio Number Registered with the Company.
  - (iv) Enter the Image Verification as displayed.
  - (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vi) If you are a first time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric *PAN <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ( Sequence number has been provided as Serial Number (SL NO.) in the Address Label</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
DOB	Enter the Date of Birth in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"><li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of



any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant ENCORE BUSINESS SYSTEM LIMITED on which you choose to vote.

(xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvi) If demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- 2) The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 20<sup>th</sup> September 2022.
- 3) The Company shall be making arrangement for the member to cast their votes in respect to the business through poll, for members attending the meeting who have not cast their vote by voting.
- 4) M/s. **Innovix Corporate Services**, practicing Company Secretary, has been appointed as the Scrutinizer to scrutinise the e-voting process in a fair and transparent manner.
- 5) The Scrutinizer shall, immediately after the conclusion of voting at the General Meeting, first



**ENCORE BUSINESS SYSTEM LIMITED**  
**32<sup>nd</sup> Annual General Meeting 2021-22**

count the votes cast at the meeting, thereafter unlock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and present the report not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and Chairman shall declare the results of the voting forthwith, which shall not be later than 05.00 pm., 30<sup>th</sup> September 2022.

- 6) The result declared, along with the Scrutinizer's report shall be placed on the company's website [www.encorebusiness.in](http://www.encorebusiness.in) and on the website of the CDSL after the result is declared by the Chairman and also be communicated to the Stock Exchange where the company is listed.

**DIRECTORS' REPORT**

To,  
The Esteemed Shareholders,  
Encore Business System Limited.

Your Directors have pleasure in presenting the 32<sup>nd</sup> Annual Report and audited standalone and consolidated financial accounts for the year ended on March 31, 2022.

**1. FINANCIAL RESULTS:**

The financial performance of the Company for the year ended on March 31, 2022, is summarized.

Particulars	Amounts in Rupees	
	31.03.2022	31.03.2021
Revenue Operations	2,45,89,600	3,32,91,175
Other Income	--	--
Total Revenue	2,45,89,600	3,32,91,175
Cost of Equipment & Software Licenses / Direct Expenses	1,81,54,520	2,05,37,870
Depreciation and Amortization Expenses	5,80,875	9,50,295
Employee Benefits expenses	69,690	65,250
Sales, administration and Other Expenses	36,82,322	86,89,550
Finance Cost	7,980	3,825
Total Expenses	2,24,95,387	3,02,46,790
Profit/(Loss) Before Tax	20,94,213	30,44,385
Less: Taxes		
(a) Current Tax	5,83,070	8,64,580
(b) Deferred Tax	24,823	5,151
(c) Tax expenses relating to prior years	--	--



Net Profit / (Loss )After Tax	--	--
Profit/(Loss) After Tax Carried to Balance sheet	14,86,320	21,74,654

## 2. RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS:

### REVENUE

During the year under review, your company registered a total revenue from operations as at 32<sup>nd</sup> March 2022 is Rs 245.89 Lakhs as compared to Rs.332.91 Lakhs in the previous year. Earnings before interest, tax, depreciation and amortization on standalone basis stood at Rs. 25.74 Lakh as compared to Rs 39.50 Lakh in the previous year.

### PROFIT/LOSS

During the year under review, Company's profit after tax stood at Rs. 14.86 Lakh as compared of Rs 21.74 Lakh in the previous year. This phenomenal achievement and turn around was possible due to proper strategic shift of business and utilization of resources, procurement, planning and good demand in the market.

### 3. DIVIDEND:

Your Directors have not recommended any dividend for the current financial year.

### 4. TRANSFER TO RESERVES:

Being profit made during the year, the Company has transferred the amount to Reserve & Surplus Account.

### 5. CAPITAL STRUCTURE OF THE COMPANY

During the financial year under review, the Authorized Share Capital of the Company was Rs.10,00,00,000/- (Rupees Ten Crores only), and the Issued, Subscribed and Paid-up Share Capital of the Company stood at Rs.3,09,74,210/- (Rupees Three Crores Nine Lakhs Seventy four Thousands, Two Hundred and Ten only) divided into 30,97,421 shares of Rs 10 each. During the period under review, the company has not issued any shares . Apart from above, there was no change in the capital structure of the Company.

### 6. DETAILS OF SUBSIDIARIES & ASSOCIATE:

The Company is not having any Subsidiary, or Associate Companies.

### 7. REPORT ON PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARY COMPANY:

The Company does not have any subsidiary company.

### 8. REPORT ON PERFORMANCE AND FINANCIAL POSITION OF ASSOCIATE COMPANY:

The Company does not have any subsidiary company.



## 9. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

**BOARD OF DIRECTORS:** During the year, following Directors are acting on the Board of Company:

Sr No	Name of the Directors	DIN	Designation
1	Vasudevan	<a href="#">06421532</a>	Managing Director
2	John Pandiyan	<a href="#">01183013</a>	Resigned 15.10.2021
3	Abirami Kirupakaran	<a href="#">08467132</a>	Woman Director
4	Ramachandran Vengadasalam	<a href="#">08757155</a>	Resigned 01.04.2022
5	Arun Kumar	<a href="#">08755794</a>	Resigned wef 14-06-21
6	Dattatreya Nagireddy	03223591	Resigned 26.04.2022
8	Barath Babu Vasudevan	06673955	Resigned 15.09.2021
9	Ponnusamy Jeganath Amuthasekar	09171262	Appointed 26.04.2022
10	Krishnamoorthy Bhaskar Nair	09569231	Appointed 26.04.2022

**KEY MANAGERIAL PERSONNEL:** In terms of Section 203 of the Act, following are the Key Managerial Personnel (KMP) of the Company:

Sr. No	Name of the KMP	Designation
1	T N Soundararajan	Chief Financial Officer
2	N. Vasudevan	Company Secretary and Compliance officer

The remuneration and other details of the KMP for the FY 2021-22 are provided in the extract of the Annual Return which forms part of this Directors Report.

## 9. RE-APPOINTMENT OF DIRECTOR:

In accordance with the provisions of the section 149, 152 and other applicable provisions of the Companies Act, 2013 New Directors of the Company will retire by rotation in the ensuing Annual General Meeting. The Board tenders its wishes to him while thanking him for the services he rendered. They eligible for reappointment.

## 10. COMMITTEE OF BOARD:

The Company had constituted such committees as required under the Companies Act, 2013 along with the related rules made thereunder read with Listing Obligations & Disclosure Requirements Regulations, 2015 in the board meeting held on 23rd December, 2020.

The Company has listed its security on MSE , Mumbai.

**Following Committees are functional :**

- (A) Audit Committee;
- (B) Nomination and Remuneration Committee;
- (C) Stakeholders Relationship Committee

In addition to above, the Board has also adopted below mentioned policies:

- (i) Vigil Mechanism and Whistle Blower Policy;
- (ii) Code of Conduct for Directors and Senior Management;
- (iii) Code of Conduct for Independent Directors;



- (iv) Insider Trading Policy;
- (v) Code of Fair Disclosure of Unpublished Price Sensitive Information
- (vi) Policy for Determination of Materiality
- (vii) Policy on Materiality of Related Party Transactions
- (viii) Corporate Social Responsibility (CSR) Policy

All above named policies and codes are available on our website ([www.encorebusiness.in](http://www.encorebusiness.in))

**(A) AUDIT COMMITTEE:**

The Composition of the Audit Committee and the meetings attended by each of the members, as on 31 March 2022 is given below. Four Audit Committee meetings were held on 4th June, 2021, 30th August, 2021, 3rd December, 2021, March 31 2022 during the financial year 2021-22, under review.

Name of the Director	Position in the Committee	No. of meeting Attended
Abirami Kirupakaran	Chairperson	4
Vasudevan	Member	4
Abiramy Kirupakaran	Member	4

Ms. Abirami Kirupakaran, Chairman of the Audit Committee and the Company Secretary of the Company shall act as the Secretary to the Audit Committee. The present constitution of the Audit Committee meets the requirements of the regulation 18 of the Listing Obligations & Disclosure Requirements Regulations, 2015 and Section 177 of the Companies Act, 2013.

The Audit Committee Policy are available on our website

<https://www.encorebusiness.in/policies.html>

**(B) NOMINATION AND REMUNERATION COMMITTEE:**

The Composition of the Nomination and Remuneration Committee comprised of the following members as on March 31, 2022:

Director	Position in the Committee
Vasudevan	Chairman
Abiramay Kirupakaran	Member
Ramachandran Vengadasalam	Member

During the year under review there is appointment, four Directors therefore Nomination and Remuneration Committee meeting was held twice in the year.

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and the related rules made thereunder read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Hereinafter referred to as “SEBI Regulations”), the Board of Directors of the Company has constituted the Nomination and Remuneration Committee to perform such role as prescribed under the Companies Act, 2013 and SEBI Regulations.



The Nomination and Remuneration Policy are available on our website: <https://www.encorebusiness.in>

### **(C) STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Composition of the Stakeholders Relationship Committee comprised of the following members as on March 31, 2022:

<b>Name of the Director</b>	<b>Position in the Committee</b>
Abirami Kirupakaran	Chairman
Vasudevan	Member
Ramachandran Vengadasalam	Member

V. Goplan is performing as the Secretary to the Committee.

V. Goplan, who is also the Compliance Officer under LODR, may be contacted at:

#### **ENCORE BUSINESS SYSTEM LIMITED**

New No. 5, Old No. 2A,

35<sup>th</sup> Street, Nanganallur,

Chennai – 600061.

[Email: encorebusiness@gmail.com](mailto:encorebusiness@gmail.com)

No complaints were received during the year under review

#### **Vigil Mechanism and Whistle Blowers Policy:**

The Company has adopted a Whistle Blower Policy, as part of Vigil mechanism to provide appropriate avenues to the Directors and Employees to bring to the attention of the management any issue which is perceived to be in the violation of or in conflict with the business interest of the company. During the year, there have been no complaints received.

#### **Code of Conduct for Prevention of Insider Trading:**

The Company has adopted the Revised Code of Conduct for Prevention of Insider Trading, under the SEBI (Prohibition of Insider Trading) Regulations on March 29, 2019, pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and (Amendment) Regulations, 2019. The Revised Code lays down guidelines for procedures to be followed and disclosures to be made while dealing with the shares of the Company in order to further strengthen the framework for prevention of insider trading to facilitate legitimate business transactions. The Chief Financial Officer has been appointed as the Compliance Officer for the implementation of and overseeing compliance with the Regulations and the Code across the Company. The Company has also adopted the Code of Corporate Disclosure Practices for ensuring timely and adequate disclosure of Unpublished Price Sensitive Information, as required under the Regulations. The Company Secretary has been designated as the Chief Investor Relations Officer under this code.

#### **Corporate Social Responsibility (CSR) Policy:**

At present the company is not covered under CSR provisions as per criteria laid down under section 135(1) of the Companies Act, 2013 and therefore no such expenditure has been incurred during the year as prescribed under section 135(5) of the Companies Act, 2013.



### 11. MEETINGS OF BOARD:

During the year, sixteen (16) meetings of the Board of Directors were held, all the directors actively participated in the meetings and contributed valuable inputs on the matters brought before the Board of Directors from time to time, details of which are given below:

Sr. No	Date of Meeting	Board Strength	No. of Directors Present
1	14.06.2021	6	6
2	14.08.2021	6	6
3	11.10.2021	5	5
4	13.11.2021	4	4
5	14.02.2022	4	4

### 12. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF THIS REPORT:

During the period under review there are noticeable material changes and commitments impacting the financial position of the Company between the end of the financial year and the date of this report which are listed below:

- The effect of Covid 19, viral pandemic and the resultant lock down unleashed nationally and internationally had crippled the Company's ambitious growth plans considerably. However the Company is doing well in the local projects in spite of the fact that most of workers from other state had left the place. However your Company had overcome this crisis by adequately inducting local laborers though they are proved to be costly.

### 13. EXTRACT OF THE ANNUAL RETURN:

Pursuant to provisions of Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 14, an extract of the Annual Return in prescribed Form MGT-9 is enclosed as Annexure I to this report.

### 14. DECLARATION BY INDEPENDENT DIRECTOR:

The Company has received the necessary declaration from each Independent Director in accordance with Section 149(7) of the Companies Act, 2013, that he meets the criteria of independence as laid out in sub-section (6) of Section 149 of the Companies Act, 2013.

### 15. DEPOSITS:

During the period under review, the Company has not accepted deposits from its members in relation to which the process prescribed under Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014.

### 16. AUDITORS:

APPOINTMENT /RE-APPOINTMENT / RESIGNATION OF STATUTORY AUDITOR:



**a) RESIGNATION OF STATUTORY AUDITOR:**

No Auditor resigned during the year under review. .

**b) APPOINTMENT OF STATUTORY AUDITOR ON CASUAL VACANCY CAUSED DUE TO RESIGNATION OF EARLIER AUDITOR**

The Auditors, M/s. M R Harsha &Company Chartered Accountants, Chennai (Firm Registration No.: 015561S), was appointed by the Members during the previous AGM held in 2019, as the Statutory Auditors of the Company for the financial year 2019-20, to fill the vacancy caused due to the completion of 5 years tenure.

**c) RATIFICATION OF APPOINTMENT OF STATUTORY AUDITOR**

**The Auditors**, M R Harsha &Company Chartered Accountants, Chennai (Firm Registration No.: 015561S) holds its office for 5 years, until the conclusion of the ensuing Annual General Meeting to be held in 2024, and are eligible for ratification of such appointment, and they have also expressed their willingness for the same. The Notes on accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

**17. SECRETARIAL AUDITOR:**

Pursuant to the provisions of Section 204(1) of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s Innovix Corporate Services., Practicing Company Secretary to undertake the Secretarial Audit for the F.Y. 2021-22. The Secretarial Audit Report for F.Y. 2020-21 is Annexed herewith marked as Annexure V to this Report. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark, or disclaimer.

**18. COST AUDITOR:**

During the period under review, Cost Audit is not applicable to the Company.

**19. SECRETARIAL STANDARDS**

The Institute of Company Secretaries of India had revised the Secretarial Standards on Meetings of the Board of Directors (SS1) and Secretarial Standards on General Meetings (SS-2) with effect from October 1, 2017. The Company has devised proper systems to ensure compliance with its provisions and is in compliance with the same.

**20. GREEN INITIATIVE:**

Pursuant to section 101 and 136 of the Act read with Companies (Management and Administration) Rules 2014, the Company can send Notice of Annual General Meeting, financial statements and other communication in electronic forms. Your Company is sending the Annual Report including the Notice of Annual General Meeting, audited financial Statements, Directors' Report along with their annexure etc. for the Financial Year 2021-22 in the electronic mode to the shareholders.

Electronic copies of the annual report 2021-22 and notice of the 32<sup>nd</sup> AGM are sent to all members whose email address registered with the Company



## **21. E-VOTING/BALLOT VOTING**

In terms of requirements of the Companies Act, 2013 and the relevant rules made there under, the Company has provided ‘remote e-voting’ (e-voting from a place other than venue of the AGM) facility through CDSL provided as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the 32<sup>ND</sup> Annual General Meeting (AGM) of the Company. Also Ballot Voting shall be conducted during the ensuing AGM.

## **22. DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY:**

Pursuant to Section 134 (3) (n) of the Companies Act, 2013, a Risk Management Policy has been framed by the Board at its meeting dated May 30, 2016. In terms of the requirement of the Act, the Board has developed and implemented the Risk Management Policy. Our senior management identifies and monitors the risk on regular basis and evolves process and system to control and minimize it. With regular check and evaluation business risk can be forecasted to the maximum extent and thus corrective measures can be taken in time.

This Policy seeks to minimize the adverse impact of these risks, thus enabling the Company to control market opportunities effectively and enhance its long- term competitive advantage. Several risks can impact the achievement of a business objective. Similarly, a single risk can also impact the achievement of several business objectives.

The focus of risk management is to assess risks and deploy mitigation measures. This is done through periodic review of the risk and strategy of the Board.

During the last financial year, the Company’s risk management practices were primarily focuses on the effectiveness of strategic programs in improving our competitive position which provides unique place to the Company in today’s competitive business world, our good team of employees and professionals always prepared to address any incidents that may cause business disruptions to our physical and technological model, strengthening internal control to detect fraudulent activity, leadership development and monitoring possible impact of changes in our regulatory environment.

During the year, the Company has carried annual risk survey across the organizations to get inputs of key risks in achieving business objectives, their impact on growth and mitigation actions to minimize such impact. The Company also regularly assess business environment including external as well as internal indicators along with assessments by market segments, growth of top clients, monetary risk and credit risk.

The Company has made a comprehensive approach to risk management, fully integrating risk management with strategic, financial and customer management so that goals and responsibilities are aligned across the Company.

The Board manages risk systematically across the entire enterprise as well as at the business and transaction level. This comprehensive approach is designed to ensure that risk-based decision-making is appropriate at all levels of the organization.

## **23. GENERAL SHAREHOLDERS INFORMATION:**

Annual General Meeting	32 <sup>nd</sup> Annual General Meeting
Date	Friday, 30 <sup>th</sup> September 2022
Time	02.00 PM



**ENCORE BUSINESS SYSTEM LIMITED**  
**32<sup>nd</sup> Annual General Meeting 2021-22**

Venue	New No. 5, Old No. 2A, 35 <sup>th</sup> Street, Nanganallur, Chennai – 600061. <a href="mailto:encorebusiness@gmail.com">Email: <u>encorebusiness@gmail.com</u></a>
Financial Year	01st April 2021 to 31st March 2022
Date of Book Closure	20 <sup>th</sup> September 2022 to 30 <sup>th</sup> September 2022 (Both Days Inclusive)
Dividend Payment Date	NA
Listing on Stock Exchanges	MSE Mumbai
Stock Code	EBSL
ISIN	INE572B01018
CIN	L45100TN1990PLC019828

Note: Company has paid Annual Listing fees for the year 2021-22 to MSE Ltd.

#### **24. MARKET INFORMATION:**

Market price data – monthly highest/lowest from the date of listing upto June 30, 2022 on the MSE of the Company's Equity shares is not given as there had been no trading happening during the year under review.

This information is compiled from the data available from the website of MSE Ltd.

#### **25. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The management of your Company would like to share the highlights of its performance on the conservation of energy, technology absorption, foreign exchange earnings and outgo, as below:

##### **a) CONSERVATION OF ENERGY/ RESOURCES:**

The Company is continuously striving towards improving the energy conservation measures in all areas. Company ensures strict compliance with all the statutory requirements and has taken several sustainable steps voluntarily to contribute towards better environment. Few steps are listed below:

- Conservation of natural resources like electricity, oil and fuel.
- Use of natural lighting and natural ventilation
- Encouraging green building initiatives
- Rain water harvesting and water conservation.
- Reduce, reuse, recycle of waste and eco-friendly waste disposal

##### **Steps taken or impact on conservation of energy:**

The Company has considered and implemented various processes for conservation of energy like usage of LED light at workshop. Identify the Compressed Air Losses due to leakages and rectify it on regular Basis.

##### **Steps taken by the Company for utilizing alternate sources of energy:**



The Company makes every possible effort to save the energy thus it used secondary sources to reduce daily consumption of electricity, inside the company, receives abundant sunlight and natural air circulation. Capital investment on energy conservation equipment's: The Company has not directly made any capital investment for energy conservation whereas the company has entered into the agreement with a developer and installed rooftop solar system, for which the company will be purchasing the generated power.

**Water Management:**

As an effort towards conservation of water the company has taken necessary steps in rainwater harvesting. The Company has a storage capacity of around 2,00,000 Litres of rainwater in its Registered Office.

**Waste Management:**

The Company has strived to ensure reuse, recycling and responsible disposal of waste by adopting a suitable method.

**Health, safety and environment:**

The Company is committed to providing a safe and health workplace to our employees, contractors and achieving high standards of environmental protection.

**b) TECHNOLOGY ABSORPTION:**

With the globally changing business environment, it is necessary to have developed technology. The Company has obtained appropriate technology which has resulted in product improvement, cost reduction, product development, etc.

**c) FOREIGN EXCHANGE EARNINGS & OUTGO:**

Foreign exchange earnings during the year under review is NIL. Foreign exchange outgo during the year is given below:

Particulars	During F.Y 2021-22	During F.Y 2020-21
Spares for Repairs	0.00	0.00
Travelling Expense	0.00	0.00
Advance for Capital Goods	0.00	0.00

Value of imports calculated on CIF basis:

Particulars	During F.Y 2021-22	During F.Y 2020-21
Capital Goods	0.00	0.00
Raw Material	0.00	0.00

**26. DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the requirement of section 134(5) of the Companies Act, 2013, the Directors state that:



- a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.
- c) The directors had taken proper and adequate care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The directors had prepared the annual accounts on a going concern basis.
- e) The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **27. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT:**

The Company has not made any Inter-Corporate Loans, provides guarantees or securities or made any investments during the period under review as referred to under Section 186 of the Companies Act, 2013 and the rules made there under.

#### **28. PARTICULARS OF RELATED PARTY TRANSACTIONS:**

During the financial year under review, the Company has not entered into transactions with its related Company. Even if there had been such related party transactions, they were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions with the Subsidiary Company, which could have a potential conflict with the interests of the Company. In this regards, **Form No. AOC-2** is annexed as **Annexure-‘II’** to this report.

#### **29. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:**

Internal Control Systems and their adequacy: The management has put in place effective Internal Control Systems to provide reasonable assurance for:

- Safeguarding assets and their usage.
- Maintenance of Proper Accounting Records
- Adequacy and Reliability of the information used for carrying on Business Operations.

#### **Key elements of the Internal Control Systems are as follows:**

- Existence of Authority Manuals and periodical updating of the same for all Functions.
- Existence of clearly defined organizational structure and authority.
- Existence of corporate policies for Financial Reporting and Accounting.



- Existence of Management Information system updated from time to time as may be required.
- Existence of Audit System.
- Periodical review of opportunities and risk factors depending on the Global / Domestic Scenario and to undertake measures as may be necessary.
- The Company has an Auditor to ensure compliance and effectiveness of the Internal Control Systems in place.
- The management is regularly reviewing the internal progress reports of the Company for performance review which carried out in all the key areas of the operations.
- Periodical reports are regularly circulated for perusal of Board of Directors of the Company for the appropriate action as required.
- Normal foreseeable risks of the Company's assets are adequately covered by comprehensive insurance. Risk assessments, inspections and safety audits are carried out periodically.

### **30. PERFORMANCE EVALUATION:**

The Board evaluates the performance of Non-executive and Independent Directors every year. All the Non-Executive and Independent Directors are eminent personalities having wide experience in the field of Business, Industry, Law and Administration. Their presence on the Board is advantageous and fruitful in taking business decisions.

### **31. PARTICULARS OF EMPLOYEES:**

The information required pursuant to section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 and Companies (Particulars of Employees), Rules 1975, in respect of employees of the company and Directors is furnished in Annexure-IV. There are no employees drawing remuneration in excess of the limits specified under Section 197 of the Companies Act, 2013 read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014.

### **32 OTHER DISCLOSURES:**

Since the company has not issued any Sweat Equity Shares, Equity Shares with differential voting rights and issue of shares under employee's stock option scheme, the details are not given.

- The company had not made any purchase of shares or given any loans for purchase of shares.
- The company had not made any buy- back of shares.
- The company has adhered to the Secretarial Standards and made disclosures in relation to the Boards' Report for the year under review.
- There are no significant and material orders passed by the regulators or Courts or Tribunals impacting the going concern status and the company's operations in future.
- There are no further or typical areas of risks or concerns outside the usual course of business foreseeable.



- Internal control systems are found to be adequate and are continuously reviewed for further improvement.

### **33. MANAGEMENT DISCUSSION & ANALYSIS:**

Management Discussion & Analysis Report on the business of the Company for the year ended March 31, 2021, is annexed as Annexure III to this Report. In this we have attempted to include discussion on all the specified matters to the extent relevant or within limits that in our opinion are imposed by the Company's own competitive position.

### **34. DISCLOSURE OF ACCOUNTING TREATMENT:**

In the preparation of financial statements, treatment that prescribed in an Accounting Standard has been followed.

### **35 ENVIRONMENT & SAFETY:**

The Company is very conscious of the need to protect environment. The company is taking all possible steps for safeguarding the environment.

### **36 CAUTIONARY STATEMENT:**

Statements in this "Management Discussion & Analysis" which seek to describe the Company's objectives, projections, estimates, expectations or predictions may be considered to be "forward looking statements" within the meaning of applicable securities laws or regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the company's operations include global and Indian demand- supply conditions, finished goods prices, stock availability and prices, cyclical demand and pricing in the company's markets, changes in the government regulations, tax regimes, economic developments within India and countries with which the company conducts business besides other factors, such as litigation and other labour negotiations.

### **37 INSURANCE:**

The Company has taken adequate insurance to cover the risks to its employees, property (land and buildings), plant, equipment, other assets and third parties.

### **38. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

In terms of provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has already formulated a Policy to prevent Sexual Harassment of Women at Workplace. In addition to above, there were no such cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### **39. CORPORATE GOVERNANCE:**

The Company has been exempted from reporting on Corporate Governance as per Regulation 15 of SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015. However, the Board of Directors has obtained certificate on Compliance of Corporate Governance from the Statutory Auditors.



**40. FUTURE OUTLOOK:**

Management is confident of meeting all the challenges of the changing business environment.

**41. ACKNOWLEDGEMENT:**

Your Directors would like to express their sincere appreciation for the continued support and co-operation from shareholders, customers, suppliers, banks, government authorities, vendors, financial institutions and such other business associates.

Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and employees without whose dedication your Company could not have achieved the year's milestone.

For and on behalf of Board of Directors  
**ENCORE BUSINESS SYSTEM LIMITED**

Place: Chennai  
Date : 05Sep 2022

**Vasudevan**                      **Abirami Kirupakaran**  
DIN : 06421532                      DIN : 08467132



ANNEXURE- A

Form No. AOC – 2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**DISCLOSURE OF PARTICULARS CONTRACTS/ARRANGEMENTS ENTERED INTO BY THE COMPANY BY THE RELATED PARTIES REFERRED TO IN 188 (1) OF THE COMPANIES ACT, 2013 INCLUDING CERTAIN ARMS LENGTH TRANSACTION UNDER THIRD PROVISION THERETO**

1) **Name of the related Party and Nature of relationship:**

NIL

2) **Nature of Contracts/arrangements/transactions:**

NIL

3) **Duration of Contracts/arrangements/transactions:**

NOT APPLICABLE

4) **Salient terms of the contracts or arrangements or transactions including the value, if any:**

NOT APPLICABLE

5) **Date(s) of approval by the Board, if any:**

NOT APPLICABLE

6) **Amount Paid as advances, if any:**

NIL

For and on behalf of Board of Directors  
**ENCORE BUSINESS SYSTEM LIMITED**

Place: Chennai  
Date: 05Sep 2022

**Vasudevan**  
DIN: 06421532

**Abirami Kirupakaran**  
DIN: 08467132



**ENCORE BUSINESS SYSTEM LIMITED**  
32<sup>nd</sup> Annual General Meeting 2021-22

**Annexure- B**

EXTRACT OF THE ANNUAL RETURN

**I. REGISTRATION AND OTHER DETAILS:**

i)	CIN:	L65191TN1990PLC019828
ii)	Registration Date	29-10-1990
iii)	Name of the Company	Encore business system Limited
iv)	Category/sub category of the Company	Public Company
v)	Address of the Registered office and contact details	New No. 5, Old No. 2A, 35 <sup>th</sup> Street, Nanganallur, Chennai – 600061. TAMIL NADU, INDIA Tel- 044 28414144 Email- <a href="mailto:encorebusiness@gmail.com">encorebusiness@gmail.com</a> Web-site: <a href="http://www.encorebusiness.in">www.encorebusiness.in</a>
vi)	Whether shares listed on recognized Stock Exchange(s)	Yes; Metropolitan Stock Exchange India, Mumbai
vii)	Name, Address Contact details of Registrar and Transfer Agents ( RTA)	Cameo Corporate Services Limited “Subramaniam Buildings” No.1 Club House Road Off Anna Salai, CHENNAI 600002 Phone:91-44-28460390(5 lines) Email:cameo@cameoindia.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

S. No	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Software development	8920	0
2	Business and management consultancy activities	8930	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	NIL				2 (87) (ii)

**SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**  
**a. Category-wise Share Holding**



**ENCORE BUSINESS SYSTEM LIMITED**  
32<sup>nd</sup> Annual General Meeting 2021-22

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2019]				No. of Shares held at the end of the year[As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shae	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter s</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	435690	0	435690	14.06	435690	0	435690	14.06	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	163400	0	163400	5.28	163400	0	163400	5.28	0
Sub Total	599090	0	599090	19.34	599090	0	599090	19.34	0
<b>B.Foreign</b>									
a ) Individuals (NRI/Foreign Individuals)	0	0	0	0	0	0	0	0	0
b ) Bodies Corp.	0	0	0	0	0	0	0	0	0
c ) Institutions	0	0	0	0	0	0	0	0	0
d ) Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
Sub Total	0	0	0	0	0	0	0	0	0
<b>Total shareholding of Promoter (A+B)</b>	<b>599090</b>	<b>0</b>	<b>599090</b>	<b>19.34</b>	<b>599090</b>	<b>0</b>	<b>599090</b>	<b>19.34</b>	<b>3.52</b>
<b>B. Public Shareholding</b>									
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	21200	4637 0	67570	2.18	21200	4637 0	67570	2.18	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	<b>21200</b>	<b>4637 0</b>	<b>67570</b>	<b>2.18</b>	<b>21200</b>	<b>4637 0</b>	<b>67570</b>	<b>2.18</b>	<b>0</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.	20400	1825 0	38650	1.25	20400	1825 0	38650	1.25	0
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0



**ENCORE BUSINESS SYSTEM LIMITED**  
**32<sup>nd</sup> Annual General Meeting 2021-22**

i) Individual shareholders holding nominal share capital up to Rs. 1 lakh (upto 2 lakhs - 31.3.2018)	734817	1023 424	1758241	56.676	734817	1023 424	1758241	56.76	0.14
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh (excess of 2 lakhs – 31.3.18)	615420	0	615420	19.87	615420	0	615420	19.87	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
HUF	11863	0	11863	0.38	11863	0	11863	0.38	0
Non Resident Indians	6587	0	6587	0.22	6587	0	6587	0.22	0
<b>Sub-total (B)(2):-</b>	1389087	1041 674	2430761	78.48	1389087	1041 674	2430761	78.48	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1410287	1088 044	2498331	80.66	1410287	1088 044	2498331	80.66	0
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>2009377</b>	<b>1088 044</b>	<b>3097421</b>	<b>100.00</b>	<b>2009377</b>	<b>1088 044</b>	<b>3097421</b>	<b>100.0</b>	<b>0</b>



**ENCORE BUSINESS SYSTEM LIMITED**  
**32<sup>nd</sup> Annual General Meeting 2021-22**

**b. Shareholding of Promoter**

SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	RAMASESHAN RANGARAJAN	307290	9.92	Nil	307290	9.92	Nil	0
2	RANGARAJAN RAJALAKSHMI	128400	4.14	Nil	128400	4.14	Nil	0
	Total	435690	14.06	Nil	435690	14.06	Nil	0



**ENCORE BUSINESS SYSTEM LIMITED**  
32<sup>nd</sup> Annual General Meeting 2021-22

**c. Change in Promoters' Shareholding (please specify if there is no change)**

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	435690	14.06	435690	14.06
	<b>At the end of the year</b>	<b>435690</b>	<b>14.06</b>	<b>435690</b>	<b>14.06</b>

**d. Shareholding Pattern of top ten Shareholders: (other than Directors, Promoters and Holders of GDRs and ADRs)**

SN	For Each of the Top 10 Shareholders Name, Date & Reason of change	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	V GEETHA KARANTH	150000	4.84	150000	4.84
	<b>At the end of the year</b>	<b>150000</b>	<b>4.84</b>	<b>1,50,000</b>	<b>4.84</b>
2	VIJAYA RAO	150000	4.84	150000	4.84
	<b>At the end of the year</b>	<b>150000</b>	<b>4.84</b>	<b>1,50,000</b>	<b>4.84</b>
3	KIZHANATHAM SRINIVASAN RAJAGOPALAN	140000	4.52	140000	4.52
	<b>At the end of the year</b>	<b>140000</b>	<b>4.52</b>	<b>140000</b>	<b>4.52</b>
4	ANUSHA	132515	4.27	132515	4.27
	<b>At the end of the year</b>	<b>132515</b>	<b>4.27</b>	<b>132515</b>	<b>4.27</b>
5	SIVAPRAKASAM D	42905	1.39	42905	1.39
	<b>At the end of the year</b>	<b>42905</b>	<b>1.39</b>	<b>42905</b>	<b>1.39</b>
6	ELECTRONICS CORPORATION OF TAMIL NADU	46370	1.50	46370	1.50
	<b>At the end of the year</b>	<b>46370</b>	<b>1.50</b>	<b>46370</b>	<b>1.50</b>
7	VIJAY KUMAR VIJAYVARGAYA	19000	0.61	19000	0.61
	<b>At the end of the year</b>	<b>19000</b>	<b>0.61</b>	<b>19000</b>	<b>0.61</b>
8	VINIT KUMAR ARYA	20000	0.65	20000	0.65
	<b>At the end of the year</b>	<b>20000</b>	<b>0.65</b>	<b>20000</b>	<b>0.65</b>
9	BANK OF BARODA	20000	0.65	20000	0.65
	<b>At the end of the year</b>	<b>20000</b>	<b>0.65</b>	<b>20000</b>	<b>0.65</b>
10.	SANKARALINGAM MUTHUKARUPPAN	20000	0.65	20000	0.65
	<b>At the end of the year</b>	<b>20000</b>	<b>0.65</b>	<b>20000</b>	<b>0.65</b>



**(E) Shareholding of Directors and Key Managerial Personnel**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	RAMASESHAN RANGARAJAN	307290	9.92	307290	9.92
	<b>At the end of the year</b>	<b>307290</b>	<b>9.92</b>	<b>307290</b>	<b>9.92</b>
2	MONISAA S	163400	5.27	163400	5.27
	<b>At the end of the year</b>	<b>163400</b>	<b>5.27</b>	<b>163400</b>	<b>5.27</b>

**IV. INDEBTEDNESS:**

**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	0		0	0
ii) Interest due but not paid	0		0	
iii) Interest accrued but not due	0		0	
<b>Total (i+ii+iii)</b>	<b>0</b>		<b>0</b>	<b>0</b>
<b>Change in Indebtedness during the financial year</b>			0	
* Addition	0		0	
* Reduction	0		0	
<b>Net Change</b>	<b>0</b>		<b>0</b>	<b>0</b>
<b>Indebtedness at the end of the financial year</b>			0	
i) Principal Amount	0		0	0
ii) Interest due but not paid	0		0	
iii) Interest accrued but not due	0		0	
<b>Total (i+ii+iii)</b>	<b>0</b>		<b>0</b>	<b>0</b>



**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

*(A) Remuneration to Managing Director, Whole-time Directors and/or Manager*

SN.	Particulars of Remuneration	Name of Managing Director	Total Amount
		Vasudevan	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission - as % of profit- others, specify...	0	0
5	Others, please specify Vehicle Maintenance and Local conveyance	0	0
0	Total (A)	<b>0</b>	<b>0</b>
	Ceiling as per the Act	<b>0</b>	<b>0</b>

*(B) Remuneration to other directors*

SN.	Particulars of Remuneration	Name of Directors		Total Amount
		Monissa	John Pandiyan	
1	Independent Directors			
	Fee for attending board committee meetings	0	0	0
	Commission	0	0	0
	Others, please specify Travelling expense, Local Conveyance	0	0	0
	Total (1)	<b>0</b>	<b>0</b>	<b>0</b>
2	Other Non-Executive Directors			
	Fee for attending board committee meetings	0	0	0
	Commission	0	0	0
	Others, please specify	0	0	0
	Total (2)	0	0	0
	<b>Total (B)=(1+2)</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Total Managerial Remuneration	<b>0</b>	<b>0</b>	<b>0</b>
	Overall Ceiling as per the Act	<b>0</b>	<b>0</b>	<b>0</b>



**(B) Remuneration to Key Management Personnel other than MD/Manager/WTD**

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary		N. Vasudevan	Soundararajan	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission	0	0	0	0
	- as % of profit	0	0	0	0
	others, specify...	0	0	0	0
5	Others, please specify (Local Conveyance)	0	0	0	0
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	Nil				
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty	Nil				
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	Nil				
Punishment					
Compounding					



**FORM No MGT – 11**

**PROXY FORM**

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014

CIN	L65191TN1990PLC019828	
Registration Date	29 October 1990	
Name of the Company	ENCORE BUSINESS SYSTEM LTD	
Address of the Registered office	New No. 5, Old No. 2A, 35 <sup>th</sup> Street, Nanganallur, Chennai – 600061.	
Contact: Tel.:	044-28414144	
Email:	encorebusiness@gmail.com	
Name of the Member(s):		
Registered Address:		
Email id:	Folio No./ Client ID:	DP ID:

I/ We am/ are being the member of ENCORE BUSINESS SYSTEM LIMITED, holding \_\_\_\_\_ shares,  
hereby appoint:

Name:	Email id:
Address:	
Signature or Failing him	
Name:	Email id:
Address:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 32<sup>nd</sup> Annual General Meeting of members of the Company, to be held on 30<sup>th</sup> September 2022 at the Registered Office of the Company at 2.00 PM, and at any adjournment thereof in respect of such resolutions as are indicated below:



**ENCORE BUSINESS SYSTEM LIMITED**  
**32<sup>nd</sup> Annual General Meeting 2021-22**

Sr. No.	Resolution(s)	Vote	
		For	Against
	<b>Ordinary Businesses</b>		
01	To receive, consider and adopt the audited Balance Sheet as at 31 <sup>st</sup> March 2022 and the Profit & Loss Account for the year ended 31 <sup>st</sup> March 2022, together with the reports of the Board of Directors and Auditors' thereon.		
03	To ratify the appointment of M/s. M R Harsha & Company, as Statutory Auditors and fix their remuneration		
	<b>Ordinary Businesses.</b>		
04	To appoint Mr Ponnusamy Jeganath Amuthassekaras a Non- Executive Director, in this regard, pass the following resolution as an Ordinary Resolution.		
05	To appoint Mr Krishnamoorthy Bhaskar Nairas a Non- Executive Director, in this regard, pass the following resolution as an Ordinary Resolution.		

Signed this \_\_\_\_\_ day of \_2022

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

Affix  
RevenueS  
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