

## NOTICE

Notice is hereby given that the Twenty Fourth Annual General Meeting of the Shareholders of the Company will be held on Thursday, 29<sup>th</sup> September, 2016 at 4:00 p.m. at Bharatiya Vidya Bhavan, Race Course Road, Bangalore 560001, to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company including Audited Balance Sheet as at 31<sup>st</sup> March, 2016 and the Statement of Profit and Loss of the Company for the year ended as on that date together with the Auditors' Report thereon and Report of Board of Directors including Secretarial Audit Report.
2. To appoint Mr. Vinay L Deshpande, Director (DIN: 00225502), who retires by rotation and being eligible, offers himself for reappointment.
3. To ratify the appointment of Statutory Auditors and to fix their remuneration:  
To consider, and to pass, if thought fit, the following resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Messrs. Ishwar & Gopal, Chartered Accountants, having ICAI Firm Registration No. 001154S, who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the Company's financial years 2016-17 to 2017-18 and to hold office from the conclusion of this Annual General Meeting until the conclusion of the 26<sup>th</sup> Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and re-imbursement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company".

By the Order of the Board  
For Encore Software Limited

Place: Bangalore  
Date: 12<sup>th</sup> August, 2016

Vinay L Deshpande  
Director  
DIN: 00225502

### NOTES

1. A Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of himself/herself and such proxy need not be a member of the Company. Proxies in order to be effective must be received at the Registered Office of the Company at least 48 hours before the Meeting.
2. The Register of Members and the Share Transfer books of the Company will remain closed on 29<sup>th</sup> September, 2016.
3. The listing fee has been paid to the Bombay Stock Exchange where the Company is listed.
4. The Shares of the Company are compulsorily traded in electronic form. Members are requested to inform the Company's Registrars and Share Transfer Agents viz., Integrated Enterprises (India) Limited, Unit: Encore Software Limited, 30, Ramana Residency, Ground Floor, 4<sup>th</sup> Cross, Sampige Road, Malleshwaram, Bangalore 560003, about the changes, if any, in their registered addresses, along with the PIN Code number quoting their folio number. All correspondence relating to transfer of shares may be sent directly to the aforesaid Transfer Agents of the Company.
5. Members are requested to bring copy of the Annual Report along with them to the Annual General Meeting.
6. Pursuant to SEBI Notification No. MED/DOP/Circular/05/2009, dated 20th May, 2009, it has become mandatory for the transferee(s) to furnish copy of PAN Card to the Company/RTA to enable/effect transfer of Shares in physical form.
7. As regards to re-appointment of Mr. Vinay L Deshpande (holding DIN: 00225502) referred to, in Item No. 2 of the notice, the following necessary disclosures are made for the information of the Shareholders.

Particulars	Details
Name	Mr. Vinay L Deshpande
Date of Birth	30 <sup>th</sup> July, 1947
Date of Appointment	24 <sup>th</sup> July, 2001
Qualifications	BE (Electronics and Communication) from Osmania University, Hyderabad and MSSE (Digital Systems) from Stanford University, USA
Expertise in specific functional area	Digital Systems
Directorships held in other Companies (excluding foreign Companies)	NIL
Membership/Chairmanships of Committees of other public Companies (included only Audit and Shareholders/Investors Grievance Committee)	NIL
No. of Board Meetings attended during the year	4

8. Due to Non-payment of Annual Custody Fees to Central Depository Services (India) Limited (CDSL), information could not be downloaded and hence electronic voting facility could not be provided for and the Directors regret the inconvenience caused to the Shareholders.

By the Order of the Board  
For Encore Software Limited

Place: Bangalore  
Date: 12<sup>th</sup> August, 2016

Vinay L Deshpande  
Director  
DIN: 00225502