

NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the Shareholders of the Company will be held on Wednesday, 27th September, 2017 at 4:00 p.m. at Bharatiya Vidya Bhavan, Race Course Road, Bangalore – 560 001, 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 31st March, 2017 and the Statement of Profit and Loss of the Company for the year ended as on that date together with the Auditors' Report and Report of the Board of Directors thereon.
2. To appoint Mrs. Chhanda Deshpande, Director (DIN: 00225546), who retires by rotation and being eligible, offers herself for reappointment.
3. To appoint the Statutory Auditors and fix their remuneration.

To consider and, if thought fit, to pass, with or without modification(s), 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 their corresponding rules and based on the recommendation of the Audit Committee and of the Board of Directors, Messrs. B. Chandrashekhar & Co., Chartered Accounts (ICAI Firm Registration No: 004848S) who have offered themselves for appointment and have confirmed their eligibility under the relevant provisions of Chapter X of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, be and are hereby appointed as Statutory Auditors of the Company in place of Messrs Ishwar & Gopal, Chartered Accountants, Bangalore, (registered with ICAI membership number 021748), to hold office for a period of Five (5) years from the conclusion of the 25th Annual General Meeting up to the conclusion on the 30th Annual General Meeting of the Company, subject to ratification at every Annual General Meeting, at a remuneration in addition to applicable taxes and re-imbusement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company as may be decided by the Board of Directors of the Company every year.”

By the Order of the Board
For Encore Software Limited

Place: Bangalore
Date: 14th August, 2017

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 27th September, 2017.
3. The listing fee has been paid to the BSE Limited, 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 Registry Management Services Private Limited Unit: Encore Software Limited, 30, Ramana Residency, Ground Floor, 4th 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 Mrs. Chhanda Deshpande (holding DIN: 00225546) referred to, in Item No. 2 of the notice, the following necessary disclosures are made for the information of the Shareholders.

Particulars	Details
Name	Mrs. Chhanda Deshpande
Date of Birth	12 th March, 1948
Date of Appointment	24 th July, 2001
Qualifications	BA (Economics)
Expertise in specific functional area	Company Administration
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 National Securities Depository Limited (NSDL), 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: 14th August, 2017

Vinay L Deshpande
Director
DIN: 00225502