

Encore Software

22th December, 2018

The Manager – Listing
Department of Corporate Services (Listing)
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400001

Dear Sir/Madam:

REF: BSE Scrip Code 531750
SUB: Voting Results and Scrutinizer's Report

Pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results and Scrutinizer's Report on the Resolutions passed by the members at the 26th Annual General Meeting ('AGM') held on 20th December, 2018 at 4:00 P.M. at Bharatiya Vidya Bhavan, Race Course Road, Bengaluru 560001. All the Resolutions were passed with requisite majority.

Further, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 we are taking steps to host on the website of the Company and CDSL/NSDL the voting results of the 26th AGM.

Please take the documents on record and kindly treat this as compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours truly,
Encore Software Limited

Vinay L. Deshpande
Director
DIN 00225502



Encore Software Limited
CIN L72200KA2001PLC029313

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Tel: +91-80-41110347 Email: marketing@ncoretech.com www.ncoretech.com

VIJAYAKRISHNA K T

BBM, LLB, FCS, ACMA

Company Secretary

496/4, II Floor, 10th Cross
Near Bashyam Circle, Sadashivanagar,
Bangalore - 560 080, INDIA
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ktvijaykrishna@gmail.com

Form No. MGT-13

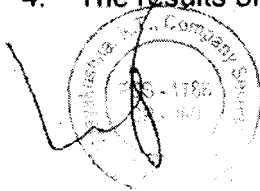
*[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and administration) Rules, 2014]*

To
Mr. Vinay L. Deshpande
Chairman of the Twenty Sixth Annual General Meeting
Encore Software Limited
Bengaluru

Dear Sir,

I, Vijaykrishna K T, Practising Company Secretary, Bengaluru, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 26th Annual General Meeting of the Equity Shareholders of Encore Software Limited, held on 20th December, 2018 at Bharatiya Vidya Bhavan, Race Course Road, Bengaluru - 560 001, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, Ballot Box kept for polling was locked in my presence.
2. The locked ballot box was subsequently opened in my presence and poll papers were digitally scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The results of the Poll is as under:



ORDINARY BUSINESS:

1. Adoption of Financial Statements for the year ended March 31, 2018:

i. Voted in favour of the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
15	145796	100.00

ii. Voted in against the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
Nil	Nil	Nil

iii. Invalid votes:

No. of Ballots	No. of Votes cast
01	01

2. Appointment of Mr. Vinay L Deshpande, Director (DIN: 00225502), who retires by rotation and is eligible for re-appointment:

i. Voted in favour of the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
14	141796	100.00

iv. Voted in against the resolution:

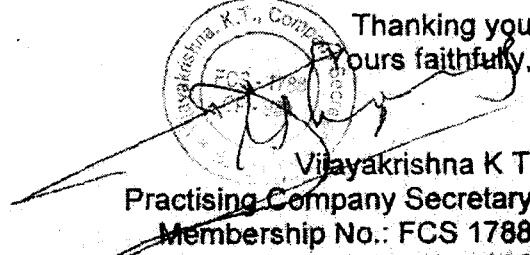
No. of Ballots	No. of Votes cast	% of total Valid Votes
Nil	Nil	Nil

v. Invalid votes:

No. of Ballots	No. of Votes cast
02	4001

The Poll papers and all other records were sealed and handed over to the Chairman for safe keeping.

Date: 20.12.2018
Place: Bengaluru

Thanking you
Yours faithfully,

Vilayakrishna K T
Practising Company Secretary
Membership No.: FCS 1788
C. P. No.: 980

VIJAYAKRISHNA K T

BBM, LLB, FCS, ACMA

Company Secretary

496/4, II Floor, 10th Cross
Near Bashyam Circle, Sadashivanagar,
Bangalore - 560 080, INDIA
Tel : +91 80 23610847, 41231106
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ktvijaykrishna@gmail.com

SCRUTINIZER'S REPORT

[Pursuant to Section 109 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014]

To
Mr. Vinay L. Deshpande
Chairman of the 26th Annual General Meeting
Encore Software Limited
Bengaluru

Dear Sir,

I, Vijayakrishna K T , Company Secretary in Whole-Time Practice (FCS No 1788, CP No 980), having office at # 496/4, 2nd Floor, 10th Cross, Near Bashyam Circle, Sadashivanagar, Bengaluru – 560 080, duly appointed as Scrutinizer by Encore Software Limited for the purpose of scrutinizing the voting through Ballot Paper at the 26th Annual General Meeting of the Company, pursuant to Section 109 of the Companies Act, 2013, read with Rule 21 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through Ballot Paper at the Annual General Meeting venue for the resolutions proposed in the Notice of the 26th Annual General Meeting of the Members of the Company held on 20th December, 2018. My responsibility as the Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make the Scrutinizer's Report for the votes casts in "favour" or "against" on the resolutions proposed in the Notice convening the 26th Annual General Meeting of the Company.

Since the Company has not provided e-voting facility, this report is given only for the physical voting taken place at the Annual General Meeting through Ballot Papers.

The Members holding Equity Shares as on the "cut-off date" were entitled to vote on the resolutions proposed in the Notice calling the 26th Annual General Meeting.

The Ballot register was prepared to record Equity Shareholders' Assent or Dissent, received mentioning the particulars of name, address, folio number or client id of the



shareholders, number of share held by them, nominal value of such shares, whether the shares have differential voting rights; if any, details of ballot forms which are invalid.

The Ballot Papers received were scrutinized and reconciled with the records maintained by the Registrar and Share Transfer Agent (RTA), Integrated Enterprises (India) Limited. One Ballot Paper has been rejected and treated as invalid due to mismatch of signature.

The details containing *inter alia*, the list of the members, who voted "for" or "against" on each of the Resolution that were put to vote, were derived from the Ballot Papers as received.

a. 16 Members have cast their votes through Ballot Papers at the Annual General Meeting.

The brief analysis of the results of the voting through Ballot Papers is as under:

ORDINARY BUSINESS:

Item No. 1: Adoption of Financial Statements for the year ended March 31, 2018:

Ordinary Resolution:

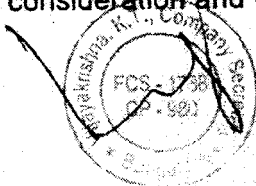
Particulars	No of members voted	No. of Votes cast (shares)	Percentage on Valid votes
Assent	15	145796	100.00
Dissent	Nil	Nil	Nil
Total	15	145796	100.00
Abstained/ Invalid	01	01	NA

Item No. 2: Appointment of Mr. Vinay L Deshpande, Director (DIN: 00225502), who retires by rotation and is eligible for re-appointment:

Ordinary Resolution:

Particulars	No of members voted	No. of Votes cast (shares)	Percentage on Valid votes
Assent	14	141796	100.00
Dissent	Nil	Nil	Nil
Total	14	141796	100.00
Abstained/ Invalid	02	4001	NA

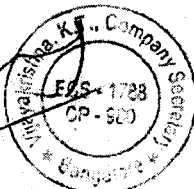
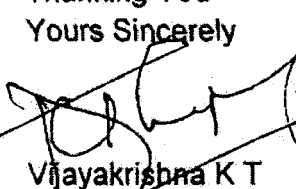
Note: The votes cast by the Director for his own re-appointment were not taken into consideration and was treated as invalid for the respective Resolution.



Based on the foregoing, the Resolution numbers 01 and 02 may be deemed to have been passed by requisite majority.

All the relevant records relating to Ballot Papers are under my safe custody and will be handed over to the Chairman for preserving safely.

Thanking You
Yours Sincerely



Vijayakrishna K T
Practising Company Secretary
Membership No: FCS 1788
C. P. No: 980

Date: 20.12.2018
Place: Bengaluru