

NOTICE

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the Shareholders of the Company will be held on Thursday, 20th December, 2018 at 4:00 p.m. at Bharatiya Vidya Bhavan, Race Course Road, Bengaluru 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 31st March, 2018 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 Mr. Vinay L Deshpande, Director (DIN 00225502), who retires by rotation and being eligible, offers himself for reappointment.

By the Order of the Board
For Encore Software Limited

Place: Bengaluru
Date: 13th November, 2018

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 20th December, 2018.
3. The listing fee has not been paid to the BSE Limited, where the Company is listed.
4. The Shares of the Company are suspended from trading on the Stock Exchange. Members are requested to inform the Company's Registrar and Share Transfer Agents viz., Integrated Registry Management Services Private Limited, 30 Ramana Residency, Ground Floor, 4th Cross, Sampige Road, Malleshwaram, Bengaluru 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 th July, 1947
Date of Appointment	24 th July, 2001
Qualifications	BE (Electronics and Communication) from Osmania University, Hyderabad and MSEE (Digital Systems) from Stanford University, USA.
Expertise in specific functional area	Digital Systems
Directorships held in other Companies (excluding foreign Companies)	Processor Systems (India) Pvt. Ltd., Bengaluru Peninsula Electronics Manufacturing Services Private Limited, Bengaluru
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: Bengaluru
Date: 13th November, 2018

Vinay L Deshpande
Director
DIN 00225502