



Encore Software



COMPLIANCE REPORT ON CORPORATE GOVERNANCE
ANNEXURE - 1

Name of the Listed Entity	Encore Software Limited
Quarter Ending	31.12.2015

I. Composition of Board of Directors

Title Mr / Mrs	Name of the Director	PAN / DIN	Category	Date of Appointment in the current term/ cessation	*Tenure	No. of Director ships in listed entities including this listed entity	Number of member ships in Audit/Stake holder Committee(s) including this listed entity	No. of posts of Chairperson in audit/ stakeholder committee held in listed entities including this listed entity
Mr.	Vinay L Deshpande	ABKPD1991J & 00225502	Executive	24.07.2011	NA	1	2	1
Ms.	Chhanda Deshpande	ABHPD5423E & 00225546	Executive	24.07.2011	NA	1	0	0
Mr.	S P Satish	AFAPS5324L & 00897278	Independent	29.05.2014	5 years	1	2	0
Mr.	U Divakaran	AAYPD4728L & 01678151	Independent	26.09.2014	5 years	1	2	1

\$ PAN Number of any Director would not be displayed on the website of Stock exchange.

& Category of Directors means Executive/Non-Executive/Independent/Nominee, if a Director fits into more than one category write all categories separating them with hyphen.

* to be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of the Committee	Name of Committee Members	\$Category
Audit Committee	Mr. U Divakaran Mr. S P Satish Mr. Vinay L Deshpande	Independent – Chairman Independent Executive
Nomination & Remuneration Committee	Mr. U Divakaran Mr. S P Satish Mr. Vinay L Deshpande	Independent – Chairman Independent Executive
Stakeholders Relationship Committee	Mr. Vinay L Deshpande Mr. U Divakaran Mr. S P Satish	Executive – Chairman Independent Independent

\$ Category of Directors means executive/non-executive/independent/Nominee, if a director fits into more than one category write all categories separating them with hyphen.

III. Meetings of Board of Directors

Details of the meetings (if any) in the previous quarter	Date of meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings in number of days*
14.08.2015	13.11.2015	91 Days

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of the quorum met. (details)	Date(s) of meeting of the committee in the previous quarter.	Maximum gap between any two consecutive meetings in number of days
13.11.2015 Audit Committee Meeting	Yes All members were present at the Meeting	14.08.2015	91 Days

V. Related Party Transactions

Subject	Compliance Status (Yes/No/NA)
Whether prior approval of Audit Committee obtained	NA
Whether share holders approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee.	NA

Note

1. In the Column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed entity has no related party transactions, the words "NA" may be indicated.
2. If Status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
 - a) Audit Committee
 - b) Nomination and Remuneration Committee
 - c) Stakeholders relationship Committee
3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

For Encore Software Limited



Vinay L Deshpande
Director
DIN 00225502

