

C. B. JAIN & ASSOCIATES.

Practicing Company Secretaries

Office No. 19, 2nd Floor, 30/34 Kartar Premises CSL a.k.a Nanik Niwas, Dr. DD Sathe Marg, Benham Hall Lane, Opera House, Mumbai – 400004.

E-mail id: cscbjain.associates@gmail.com

Mob No: 9664844938 / Tel (O): 022-49736938

30th September, 2021

To

The Chairman

Octaware Technologies Limited

204 Timmy Arcade,

Makwana Road,

Marol Off Kurla Andheri Road

Mumbai – 400059

**Form No. MGT 13- Report of Scrutinizer
Combined Scrutinizer's Report (E-Voting & Poll)
For Octaware Technologies Limited**

I, Chirag Bhupendra Jain, Proprietor of **C. B. JAIN & ASSOCIATES**, Practicing Company Secretaries, having my office at Office No. 19, 2nd Floor, 30/34, Kartar Premises CSL a.k.a. Nanik Niwas, Dr. DD Sathe Marg, Benham Hall Lane, Opera House, Mumbai – 400004 have been appointed as the Scrutinizer by the Board of Directors of the Company, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (ix) of the Companies (Management and Administration) Rules, 2014, as amended from time to time, for the purpose of scrutinizing the aforesaid voting process in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the Notice convening 16th Annual General Meeting of the Company held on 30th September, 2021 at 11.00 A.M.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on 30th September, 2021.

At the request of the management we hereby submit our Combined scrutinizer report on evoting and poll as under:

- 1) The Notice convening AGM dated 7th September, 2021 convening the 16th AGM of the Company, along with statement setting out material facts under Section 102 of the Act were sent to the shareholders.



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- 2) The Company had also provided voting by way of the poll to the shareholders present at the AGM and who had not cast their vote earlier through remote evoting facility.
- 3) The Voting rights were reckoned as on Tuesday 21th September, 2021, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the Meeting.
- 4) The Company has availed services of National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.
- 5) The remote e-voting period was kept open for three days which commenced on Monday, 27th September, 2021 at 9:00 A.M. and concluded on Wednesday, 29th September, 2021 at 5:00 P.M.
- 6) After the closure of the voting at the AGM, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized by me.
- 7) The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast thereunder were counted.
- 8) I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL evoting system and voting by the poll at the AGM.
- 9) The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder relating to remote e-voting on the resolution(s) contained in the Notice convening AGM of the Members of the Company and at the meeting.
- 10) My responsibility as a Scrutinizer for the voting process is restricted to make a scrutinizer's report of the votes cast "in favour" "against" or remain "abstain / invalid", if any, on the resolution(s) contained in the Notice convening AGM, based on the reports generated from the e-voting system and through voting at poll.



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I now submit my consolidated Report as 'Annexure A' on the result of the remote e-voting and voting by the poll at the AGM in respect of the said resolutions. All the resolution(s) having secured requisite majority of votes, the respective resolution(s) may be considered to have been passed. The Chairman may accordingly declare result of voting.

Thanking You,

Yours faithfully,



Chirag Bhupendra Jain
Company Secretary in Practice
Membership No. 37337
C.P. No. 13973



Place: Mumbai

Date: 30/09/2021

UDIN: A037337C001050855

Witnesses:

We the undersigned witness state that the votes were unblocked from the e-voting website of NSDL in our presence at the office of the Scrutinizer.


Countersigned:


Chairman



E-Voting Results

Date of the AGM	30 th September, 2021
Total number of shareholders on record date	122
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: 1 Public: 8	9
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: NA Public :NA	NA

Agenda Wise disclosure:

Resolution required: Ordinary	To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2021, Statement of Profit & Loss and Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the reports of the Board of Directors and Auditor's thereon.
Whether promoter/ promoter group are interested in the agenda/resolution?	NA

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and	E-Voting	-	-	-	-	-	-	-
	Poll	1730024	1730024	100%	1730024	-	100%	-



Annexure A

Promoter Group	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	9600	9600	100%	9600	-	100%	-
	Poll	1850946	741176	40.04%	741176	-	40.04%	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	3590570	2480800	69.09%	2480800	-	69.09%	-

Resolution required: Ordinary	To Re-appoint a Director in place of Mr. Siraj Moinuddin Gunwan (DIN No:02507021) who retire by rotation pursuant to Sec 152 of Company Act,2013 and who is not disqualified to become a director under the Act and being eligible, offers himself for re-appointment
Whether promoter/ promoter group are interested in the agenda/resolution?	NA

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	1730024	1730024	100%	1730024	-	100%	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public-	E-Voting	-	-	-	-	-	-	-



Annexure A

Institutions	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	9600	9600	100%	9600	-	100%	-
	Poll	1850946	477319	25.78%	477319	-	25.78%	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	3590570	2216943	61.74%	2216943	-	61.74%	-

Resolution required: Ordinary	Appointment of M/s DGMS & CO., Chartered Accountants as the Statutory Auditors of the Company
Whether promoter/ promoter group are interested in the agenda/resolution?	NA

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	1730024	1730024	100%	-	1730024	-	100%
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public-	E-Voting	9600	9600	100%	9600	-	100%	-



Annexure A

Non Institutions	Poll	1850946	741176	40.04%	741176	-	40.04%	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	3590570	2480800	69.09%	2480800	-	69.09%	-

Resolution required: Special	To approve the re-appointment of Mr. Aslam Khan (DIN: 00016438) as the Chairman and Managing Director (Key Managerial Personnel) of the Company
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes, Mr. Aslam Khan is interested in the above resolution and he did not voted on this.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	9600	9600	100%	9600	-	100%	-
	Poll	1850946	741176	40.04%	741176	-	40.04%	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	1860546	750776	40.35%	750776	-	40.35%	-



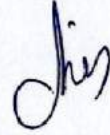
Resolution required: Special	To approve the re-appointment of Mr. Siraj Moinuddin Gunwan (DIN: 02507021) as Whole-time Director of the Company
Whether promoter/ promoter group are interested in the agenda/resolution?	NA

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	1730024	1730024	100%	1730024	-	100%	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	9600	9600	100%	9600	-	100%	-
	Poll	1850946	477319	25.78%	477319	-	25.78%	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	3590570	2216943	61.74%	2216943	-	61.74%	-

Thanking You,



Yours faithfully,



Chirag Bhupendra Jain
Company Secretary in Practice
Membership No. 37337
C.P. No. 13973



Place: Mumbai
Date: 30/09/2021