



10.11.2020

To,  
The Manager  
Corporate Relationship Department  
BSE Limited  
P J Towers, Dalal Street,  
Mumbai-400001

Dear Sir/Madam,

**Sub: Scrutinizers report and E-voting results**

In terms of the provisions of the Companies Act, 2013 and Rules made thereunder and provisions of the Listing Regulations, the Company had provided remote e-voting facility and e-voting facility at the EGM. Mr. Chirag Jain, Company Secretary of M/s. C.B. Jain & Associates, Company Secretaries was appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the EGM. The Scrutinizer's Report dated 10<sup>th</sup> November, 2020 is attached as Annexure A.

All resolutions as set out in the Notice of the EGM have been duly approved by the shareholders with requisite majority.

In terms of the provisions of Regulation 44 of the Listing Regulations, the details of the results of voting held through remote e-voting and e-voting at the EGM is attached as Annexure B.

Thanking You,

**Yours faithfully,  
For Octaware Technologies Limited**

**Ankit Mehra  
Company Secretary & Compliance Officer**

# C. B. JAIN & ASSOCIATES.

## Practicing Company Secretaries

Office No. 19, 2<sup>nd</sup> 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](mailto:cscbjain.associates@gmail.com)

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

10<sup>th</sup> November, 2020

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, 2<sup>nd</sup> 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 (01/2020) Extraordinary General Meeting of the Company held on 10<sup>th</sup> November, 2020 at 11.00 A.M.

I was also appointed as Scrutinizer to scrutinize the voting process at the said EGM held on 10<sup>th</sup> November, 2020.

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

- 1) The Notice convening EGM dated 19<sup>th</sup> October, 2020 convening the EGM 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 EGM and who had not cast their vote earlier through remote evoting facility.
- 3) The Voting rights were reckoned as on Tuesday 03<sup>rd</sup> November, 2020, 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 Saturday, 7<sup>th</sup> November, 2020 at 9:00 A.M. and concluded on Monday, 9<sup>th</sup> November, 2020 at 5:00 P.M.
- 6) After the closure of the voting at the EGM, 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 EGM 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 EGM.
- 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 EGM 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 EGM, 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 EGM 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**



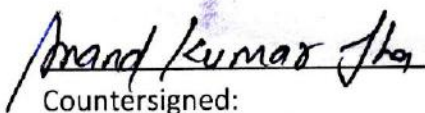
Place: Mumbai

Date: 10/11/2020

UDIN: **A037337B001204382**

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



## Annexure A

| Resol<br>ution<br>No./It<br>em<br>No. | Heading of Resolution                                                                               | Type<br>of<br>Resolutio<br>n | Type of<br>Voting       | Valid Votes                       |                         |                        |                                |                         | Invalid                |               |
|---------------------------------------|-----------------------------------------------------------------------------------------------------|------------------------------|-------------------------|-----------------------------------|-------------------------|------------------------|--------------------------------|-------------------------|------------------------|---------------|
|                                       |                                                                                                     |                              |                         | Voting in favour (Assent)         |                         |                        | Voting against (Dissent)       |                         |                        | Votes/Abstain |
|                                       |                                                                                                     |                              |                         | No. of<br>Members<br>who<br>voted | No. of<br>Votes<br>Cast | % of<br>Valid<br>votes | No. of<br>Members<br>who voted | No. of<br>Votes<br>Cast | % of<br>Valid<br>votes |               |
| 1                                     | To appoint Shankar & Kishor,<br>Chartered Accountants as the<br>statutory auditor of the<br>company | Special<br>Resolution        | Remote                  | -                                 | -                       | -                      | -                              | -                       | -                      | -             |
|                                       |                                                                                                     |                              | E-Voting                |                                   |                         |                        |                                |                         |                        |               |
|                                       |                                                                                                     |                              | Voting<br>at the<br>EGM | 16                                | 2373450                 | 100                    | -                              | -                       | -                      | -             |
|                                       |                                                                                                     |                              | Total                   | 16                                | 23,73,450               | 100                    | -                              | -                       | -                      | -             |



Thanking You,

Yours faithfully,

*Chirag*



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

Place: Mumbai  
Date: 10/11/2020

## Annexure B

### E-Voting Results

|                                                                                                                                       |                                 |
|---------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|
| <b>Date of the EGM</b>                                                                                                                | 10 <sup>th</sup> November, 2020 |
| <b>Total number of shareholders on record date</b>                                                                                    | 129                             |
| <b>No. of shareholders present in the meeting either in person or through proxy:</b><br>Promoters and Promoter Group: 2<br>Public: 14 | 16                              |
| <b>No. of Shareholders attended the meeting through Video Conferencing</b><br>Promoters and Promoter Group: NA<br>Public NA           | NA                              |

Agenda Wise disclosure:

|                                                                                  |                                                                                                  |
|----------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|
| <b>Resolution required: Ordinary</b>                                             | Appointment of Shankar & Kishor, Chartered Accountants as the Statutory Auditors of the Company: |
| <b>Whether promoter/ promoter group are interested in the agenda/resolution?</b> | 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 |
|------------------------------------|-------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|---------------------------------------------------------|-------------------------------------------------------|
| <b>Promoter and Promoter Group</b> | E-Voting                      | -                      | -                       | -                                                          | -                            | -                          | -                                                       | -                                                     |
|                                    | Poll                          | 1730024                | 1730024                 | 100%                                                       | 1730024                      | -                          | 100%                                                    | -                                                     |
|                                    | Postal Ballot (if applicable) | -                      | -                       | -                                                          | -                            | -                          | -                                                       | -                                                     |
| <b>Public-Institutions</b>         | E-Voting                      | -                      | -                       | -                                                          | -                            | -                          | -                                                       | -                                                     |
|                                    | Poll                          | 641600                 | -                       | -                                                          | -                            | -                          | -                                                       | -                                                     |
|                                    | Postal Ballot (if applicable) | -                      | -                       | -                                                          | -                            | -                          | -                                                       | -                                                     |
|                                    | E-Voting                      | -                      | -                       | -                                                          | -                            | -                          | -                                                       | -                                                     |

|                         |                               |         |         |        |         |   |      |   |
|-------------------------|-------------------------------|---------|---------|--------|---------|---|------|---|
| Public-Non Institutions | Poll                          | 1218946 | 643426  | 52.78% | 643426  | - | 100% | - |
|                         | Postal Ballot (if applicable) | -       | -       | -      | -       | - | --   | - |
|                         | Total                         | 3590570 | 2373450 | 66.10% | 2373450 | - | 100% | - |

