



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF BOARD OF DIRECTORS OF OCTAWARE TECHNOLOGIES LIMITED HELD ON MONDAY, DECEMBER 7, 2015 AT 11.00 A.M AT THE REGISTERED OFFICE OF THE COMPANY.

1. Constitution of Audit Committee

"RESOLVED THAT in pursuance of the provisions of Section 177 of the Companies Act, 2013 a committee of the Board of Directors be and is hereby constituted to be called as "Audit Committee" with the following members:

1. Shariq Nisar - Chairman
2. Sarika Lidoria- Member
3. Aslam Khan - Member

RESOLVED FURTHER THAT any member of this Committee may be removed or replaced at any time by the Board. Any member of this Committee ceasing to be a director shall be ceased to be a member of the Remuneration Committee.

RESOLVED FURTHER THAT the aforesaid Committee be and is hereby authorized to supervise, guide and review the accounting and financial statements, the internal control systems, suggest improvements in changes in financial and accounting policies and practices of the Company, ensuring compliance with accounting standards, compliance with stock exchanges and legal requirements concerning financial statements as also recommending appointment and removal of internal and statutory auditors and that the Committee is also authorized to carry all such tasks as set forth in the Listing Agreement of the Stock Exchange where the Company may be listed and any other laws, as applicable"

2. Constitution of Nomination and Remuneration Committee:

"RESOLVED THAT in pursuance of the provisions of section 178 of the Companies Act, 2013 a committee of the Board of Directors be and is hereby constituted to be called as "Nomination and Remuneration Committee" with the following members:

1. Sarika Lidoria- Chairman
2. Krishnan Narayanan- Member
3. Shariq Nisar- Member

RESOLVED FURTHER THAT any member of this Committee may be removed or replaced at any time by the Board. Any member of this Committee ceasing to be a director shall be ceased to be a member of the Remuneration Committee.

RESOLVED FURTHER THAT the Committee be and is hereby authorised to formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

FURTHER RESOLVED THAT the Committee be and is hereby further authorized to do all such acts, deeds and things which may be necessary for giving effect to these resolutions."

OCTAWARE TECHNOLOGIES LTD

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3. Constitution of Stakeholder Relationship Committee:

"RESOLVED THAT in pursuance of the provisions of section 178 of the Companies Act, 2013 a committee of the Board of Directors be and is hereby constituted to be called as "Stakeholder Relationship Committee" with the following members:

1. Krishnan Narayanan- Chairman
2. Shariq Nisar- Member
3. Siraj Gunwan- Member

RESOLVED FURTHER THAT Committee be and is hereby constituted to perform the following functions with regard to investors:

- Power to approve share transfers;
- Power to approve share transmission;
- Power to issue duplicate share certificates'
- Power to approve and issue fresh share certificate by way of split or consolidation of the existing certificate or in any other manner'
- To monitor the resolution of all types of shareholders / investor grievances and queries periodically,
- Power to allot shares, equity or preference, fully or partly convertible debentures or other financial instruments convertible into equity shares at a later date in demat or physical mode, the issue of which has been approved by the Board of Directors of the Company,
- Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted meeting,

RESOLVED FURTHER THAT any member of this Committee may be removed or replaced at any time by the Board. Any member of this Committee ceasing to be a director shall be ceased to be a member of the Remuneration Committee.

RESOLVED FURTHER THAT the Committee be and is hereby further authorized to do all such acts, deeds and things which may be necessary for giving effect to these resolutions."

FOR OCTAWARE TECHNOLOGIES LIMITED



**ASLAM KHAN
MANAGING DIRECTOR
DIN: 00016438**