

NOTICE

Notice is hereby given that the 16th Annual General Meeting of Members of Octaware Technologies Limited will be held on Thursday, 30th September 2021 at 11 a.m. at Unit 003, Tower II, Seepz++ Bldg., Seepz Sez, Andheri East, Mumbai-400096 to transact the following business:

Ordinary Business:

1. 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.
2. 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.
3. Appointment of M/s DGMS & CO., Chartered Accountants as the Statutory Auditors of the Company:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s DGMS & CO., Chartered Accountants, Mumbai having ICAI Firm Registration No 0112187WQ, who have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this 16th Annual General Meeting (AGM) till the conclusion of 21st Annual General Meeting of the Company, on a remuneration as may be agreed upon by the Board of Directors and the Auditors.”

Special Business:

4. **To approve the re-appointment of Mr. Aslam Khan (DIN: 00016438) as the Chairman and Managing Director (Key Managerial Personnel) of the Company.**

In this regard to consider and, if thought fit, to pass the following resolution as an Special Resolution.

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Andheri Road Mumbai MH 400059 IN

CIN: L72200MH2005PLC153539

Phone: +91 2228293949 **Fax:** +91 2228293959

Email: haroon@octaware.com **Website:** www.octaware.com

“RESOLVED THAT pursuant to recommendation and approval of Board and Nomination and Remuneration committee, and Subject to the provision of Sections 196, 197,198 and 203 of Companies Act,2013 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or reenactment(s) thereof for the time being in force), the approval of the members/shareholders of the Company be and is hereby accorded for the re-appointment and continuation of holding of existing office of Mr. Mohammed Aslam Qudratullah Khan (DIN: 00016438) as Chairman and Managing Director of the Company for a further period of three years w.e.f. 30/09/2021; on the following terms, conditions & remuneration with authority to the Board to alter and vary the terms & conditions of the said appointment and/or agreement in such manner as may be agreed to between the Board and Mr. Mohammed Aslam Qudratullah Khan:

Remuneration:

- Salary & other allowances: Upto Rs. 30,00,000/- (Rupees Thirty Lakh only).
- Contributions to the provident Fund, Gratuity & Leave Travel Concessions within the limitPrescribed in Schedule V of the Companies Act, 2013.

Perquisites and Allowances:

- Housing: The Company shall provide unfurnished accommodation to Mr. Mohammed Aslam Qudratullah Khan. If no accommodation is provided, House Rent Allowance not exceeding 50% of monthly basic salary or as per Rules of the company, whichever is more, shall be payable to him and he shall also be eligible for reimbursement of expenses / allowances for utilization of gas, electricity, water & the same shall be valued as per Income Tax Rule, 1962.
- Medical Allowances including reimbursement, as per rules of the company, subject to a maximum of Rs.15000/- (Rupees Fifteen Thousand) per annum.
- Free Telephone Facility at residence and use of Mobile phone for the business of the

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company.

Other Benefits:

Mr. Mohammed Aslam Qudratullah Khan shall also be eligible to the following benefits in addition to the above perquisites, which shall not be included in the computation of the ceiling on remuneration as specified hereinabove:

Leave Encashment: Encashment of leave at the end of tenure will be permitted in accordance with the rules of the Company.

For the purpose of computing ceiling on perquisites, the same will be valued as per Income Tax Rules, 1962 wherever applicable.

RESOLVED FURTHER THAT in the event of there being any loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Mr. Mohammed Aslam Qudratullah Khan shall be minimum remuneration payable by the Company;

RESOLVED FURTHER THAT in case Managing Director draws remuneration as a managerial person from another Company, the total remuneration payable by both the Companies shall not exceed the higher maximum limit permissible for any one of the Companies;

RESOLVED FURTHER THAT the remuneration payable to Mr. Mohammed Aslam Qudratullah Khan, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 of the Companies Act, 2013 read with the provisions of Schedule V of the Act from time to time;

RESOLVED FURTHER THAT Mr. Mohammed Aslam Qudratullah Khan shall not be liable to determination by retirement of directors by rotation at the Annual General Meeting of the Members of the Company;

“RESOLVED FURTHER THAT the terms and conditions of Mr. Mohammed Aslam Qudratullah Khan re-appointment as the Whole-time Director and payment of his remuneration may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its absolute discretion deem fit, within the maximum amounts payable in accordance with the provisions of the Companies Act, 2013 or any amendment made hereinafter in this regard”

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RESOLVED FURTHER THAT for the purpose of giving effect to revision of remuneration resolved hereinbefore, any one of the Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its absolute discretion deem necessary or desirable for such purpose.”

5. To approve the re-appointment of Mr. Siraj Moinuddin Gunwan (DIN:02507021) as Whole-time Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to recommendation and approval of Board and Nomination and Remuneration committee, and Subject to the provision of Sections 196, 197,198 and 203 of Companies Act,2013 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or reenactment(s) thereof for the time being in force), the approval of the members/shareholders of the Company be and is hereby accorded for the re-appointment and continuation of holding of existing office of Mr. Siraj Moinuddin Gunwan (DIN: 02507021) as Whole Time Director of the Company for a further period of three years w.e.f. 30/09/2021; on the following terms, conditions & remuneration with authority to the Board to alter and vary the terms & conditions of the said appointment and/or agreement in such manner as may be agreed to between the Board and Mr. Siraj Moinuddin Gunwan:

Remuneration:

- Salary & other allowances: Upto Rs. 30,00,000/- (Rupees Thirty Lakh only).
- Contributions to the provident Fund, Gratuity & Leave Travel Concessions within the limit Prescribed in Schedule V of the Companies Act, 2013.

Perquisites and Allowances:

- Housing: The Company shall provide unfurnished accommodation to Mr. Siraj Moinuddin Gunwan. If no accommodation is provided, House Rent Allowance not exceeding 50% of monthly basic salary or as per Rules of the company, whichever is

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more, shall be payable to him and he shall also be eligible for reimbursement of expenses / allowances for utilization of gas, electricity, water & the same shall be valued as per Income Tax Rule, 1962.

- Medical Allowances including reimbursement, as per rules of the company, subject to a maximum of Rs.15000/- (Rupees Fifteen Thousand) per annum.
- Free Telephone Facility at residence and use of Mobile phone for the business of the company.

Other Benefits:

Mr. Siraj Moinuddin Gunwan shall also be eligible to the following benefits in addition to the above perquisites, which shall not be included in the computation of the ceiling on remuneration as specified hereinabove:

Leave Encashment: Encashment of leave at the end of tenure will be permitted in accordance with the rules of the Company.

For the purpose of computing ceiling on perquisites, the same will be valued as per Income Tax Rules, 1962 wherever applicable.

RESOLVED FURTHER THAT in the event of there being any loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Mr. Siraj Moinuddin Gunwan shall be minimum remuneration payable by the Company;

RESOLVED FURTHER THAT in case Managing Director draws remuneration as a managerial person from another Company, the total remuneration payable by both the Companies shall not exceed the higher maximum limit permissible for any one of the Companies;

RESOLVED FURTHER THAT the remuneration payable to Mr. Siraj Moinuddin Gunwan, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 of the Companies Act, 2013 read with the provisions of Schedule V of the Act from time to time;

“RESOLVED FURTHER THAT the terms and conditions of Mr. Siraj Moinuddin Gunwan’s re-appointment as the Whole-time Director and payment of his remuneration may be varied,

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altered, increased, enhanced or widened from time to time by the Board as it may in its absolute discretion deem fit, within the maximum amounts payable in accordance with the provisions of the Companies Act, 2013 or any amendment made hereinafter in this regard”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to revision of remuneration resolved hereinbefore, any one of the Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its absolute discretion deem necessary or desirable for such purpose.”

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.4

The Board of Directors of the Company (“the Board”) at its meeting held on 06th September, 2021 has, subject to approval of members, reappointed Mr. Mohammed Aslam Qudratullah Khan (DIN: 00016438) as a Managing Director, designated as Executive Director, for a further period of 3 (three) years from the expiry of his present term, that is, November 8, 2021, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board. It is proposed to seek the members’ approval for the re-appointment of and remuneration payable to Mr. Mohammed Aslam Qudratullah Khan as Managing Director, designated as Executive Director of the Company, in terms of the applicable provisions of the Act.

Mr. Mohammed Aslam Qudratullah Khan satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub section (3) of Section 196 of the Act for being eligible for his reappointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Mohammed Aslam Qudratullah Khan under Section 190 of the Act.

Details of Mr. Mohammed Aslam Qudratullah Khan are provided in the “Annexure” to the Notice pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS- 2”), issued by the Institute of Company Secretaries of India.

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None of the Directors, Key Managerial Personnel and their relatives in any way, are concerned or interested in the said resolutions.

The other relatives of Mr. Mohammed Aslam Qudratullah Khan may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

Item no.5

The Board of Directors of the Company (“the Board”) at its meeting held on 04th September, 2021 has, subject to approval of members, reappointed Mr. Mohammed Siraj Moinuddin Gunwan (DIN: 02507021) as a Whole Time Director, designated as Executive Director, for a further period of 3 (three) years from the expiry of his present term, that is, November 8, 2021, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board. It is proposed to seek the members’ approval for the re-appointment of and remuneration payable to Mr. Mohammed Siraj Moinuddin Gunwan (DIN: 02507021) as a Whole Time Director, designated as Executive Director of the Company, in terms of the applicable provisions of the Act.

Mr. Mohammed Siraj Moinuddin Gunwan (DIN: 02507021) as a Whole Time Director satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub section (3) of Section 196 of the Act for being eligible for his reappointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Mohammed Siraj Moinuddin Gunwan (DIN: 02507021) under Section 190 of the Act.

Details of Mr. Mohammed Siraj Moinuddin Gunwan (DIN: 02507021) are provided in the “Annexure” to the Notice pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS- 2”), issued by the Institute of Company Secretaries of India.

None of the Directors, Key Managerial Personnel and their relatives in any way, are concerned or interested in the said resolutions.

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The other relatives of Mr. Mohammed Siraj Moinuddin Gunwan (DIN: 02507021) as may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

By order of the Board of Directors
For Octaware Technologies Limited

SD/-
Date: 07.09.2021
Place: Mumbai

MOHAMMED ASLAM KHAN
MANAGING DIRECTOR
DIN: 00016438

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NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. The proxy in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days' notice in writing of the intention so to inspect is given to the Company.

Corporate members intending to send their Authorised Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf.

In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

The Company has appointed **Cameo Corporate Services Limited**, RTA situated at Subramanian Building, No. 1 Club House Road, Chennai-600002 as Registrars and Share Transfer Agents for Physical Shares. Following information of RTA is as follows:

Telephone No. 44 - 2846 0390/44 - 2846 0129
E-mail address: cameo@cameoindia.com

2. Members who hold shares in electronic form are requested to mention their DP ID and Client ID number and those who hold shares in physical form are requested to mention their Folio Number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the AGM.
3. Entrance Pass and Proxy Form is annexed. Members are requested to bring their duly filled in attendance slip with copy of Annual Report to the place of meeting.
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with

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whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.

5. Details under regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking re-appointment at the Annual General Meeting, forms integral part of the notice.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 22nd September, 2021 to Thursday, 30th September 2021 (both days inclusive).
7. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut of date Tuesday, 21st September, 2021.
8. A persons, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting as in the AGM.
9. Any persons, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the Record date i.e. 21st September, 2021, may obtain the login ID and password by sending a request at Company or RTA.
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and has been uploaded on the website of the Company at www.octaware.com.
The Notice can also be accessed from the websites of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com. Printed copy of the Annual Report (including the Notice) is not being sent to the Members in view of the (MCA) Circular No. 17/2020 dated April 13, 2020.
11. The electronic copies of all documents which are referred to in this Notice but not attached to it will be made available for inspection. For inspection, the Members are requested to send a request through an E-mail on www.octaware.com with Depository participant ID and Client ID or Folio number.
12. The Members desiring any information relating to the accounts or have any questions, are requested to write to the Company on www.octaware.com at least Ten days before the date of the Annual General Meeting (AGM) so as to enable the Management to keep the information ready and provide it at the AGM.

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13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015, the Company is pleased to provide members the facility to exercise their right to vote through remote e-voting in respect of the resolution proposed to be passed at the 16th Annual General Meeting (AGM) by using the electronic voting facility provided by National Securities Depository Limited (NSDL).
14. The Company shall provide facility for voting through polling paper which shall be available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
15. The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The cut-off date for the purpose of Voting is Tuesday, 21st September, 2021 and EVSN is 118292.

The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:-

Commencement of remote E-Voting	09:00 AM IST on Monday, 27th Sept., 2021
End of remote E-Voting	05:00 PM IST on Wednesday, 29th Sept., 2021

1. M/s. C. B Jain & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer for voting and remote e-voting process in a fair and transparent manner.
2. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
3. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forth with.

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4. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company and on the website of NSDL the results shall simultaneously be communicated to the Bombay Stock Exchange.
5. In terms of Section 72 of the Act, nomination facility is available to individual Members holding shares in the Physical Mode. The Members, who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
6. The Members are requested to:
 - a) Intimate changes, if any, in their registered addresses immediately.
 - b) Quote their ledger folio/DPID number in all their correspondence.
 - c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
 - d) Bring their Annual Report and Attendance Slips with them at the AGM venue.
 - e) Send their Email address to us for prompt communication and update the same with their Depository Participants to receive softcopy of the Annual Report of the Company.

Shareholder instructions for E-Voting:

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER

- i. The voting period begins on Monday, 27th September, 2021 at 09:00 A.M. and ends on Wednesday, 29th September, 2021 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2021, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date being 21st September, 2021.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider

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- i.e.NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e.NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

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	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginor or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

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Andheri Road Mumbai MH 400059 IN

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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
--	--

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

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2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e.Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

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- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

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Email: haroon@octaware.com **Website:** www.octaware.com

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to a1.cbjain@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

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3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Pallavi Mhatre at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@octaware.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@octaware.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.

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2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/ AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/ AGM. However, they will not be eligible to vote at the EGM/ AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/ AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/ AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number,

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OCTAWARE

The Bridge To Productivity

ANNUAL REPORT 2020-2021

email id, mobile number at investor@octaware.com The same will be replied by the company suitably.

By order of the Board of Directors

For Octaware Technologies Limited

SD/-

Date: 07.09.2021

Place: Mumbai

MOHAMMED ASLAM KHAN

MANAGING DIRECTOR

DIN: 00016438

Registered Office: 204 Timmy Arcade Makwana Rdmarol Off Kurla
Andheri Road Mumbai MH 400059 IN

CIN: L72200MH2005PLC153539

Phone: +91 2228293949 **Fax:** +91 2228293959

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ANNEXURE
DETAILS OF DIRECTOR SEEKING APPOINTMENT OR RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)

Name of Director	Mr. Mohammed Aslam Qudratullah Khan	Mr. Mohammed Siraj Moinuddin Gunwan
Date of Birth	27.09.1974	05.07.1972
Date of first Appointment	01/10/2009	01/10/2009
Expertise in Specific Functional Area	Information Technologies	Information Technologies
Qualifications	<p>Bachelors's Degree in Engineering from the University of Mumbai.</p> <p>Master's Degree in Research from Lancaster University, UK.</p> <p>Advanced Management Program at the IIM, Calcutta.</p> <p>Executive Education at Harvard Business School.</p> <p>MIT's Sloan School of Management, Said Business School of Oxford University, and Stanford Graduate School of Business.</p>	BE-Computer Science from Karnataka University
Directors in other listed entities	Managing Director in Transpact Enterprises Limited	NIL
Membership of committees in other listed entity	Transpact Enterprises Limited	NIL

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Inter relationship	NIL	NIL
Shareholding of Non-executive director	N.A	NA
Seeking appointment or re-appointment	Re-appointment	Retire by rotation and seeking re-appointment
Shareholding as on 31.03.2021	17,30,024	2,63,857

Note:

For other details such as number of meetings of the Board attended during the year, remuneration drawn and relationship with other Directors and Key Managerial Personnel in respect of the above Directors, please refer to the Board's Report.

**By order of the Board of Directors
For OCTAWARE TECHNOLOGIES LIMITED**

SD/-

Date: 07.09.2021

Place: Mumbai

MOHAMMED ASLAM KHAN
 CHAIRMAN & MANAGING DIRECTOR
 DIN: 00016438

Registered Office: 204 Timmy Arcade Makwana Rdmarol Off Kurla
 Andheri Road Mumbai MH 400059 IN

CIN: L72200MH2005PLC153539

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Email: haroon@octaware.com **Website:** www.octaware.com

FORM NO. MGT - 11 PROXY FORM

OCTAWARE TECHNOLOGIES LIMITED
CIN: L72200MH2005PLC153539
Regd. Office: 204, Timmy Arcade, Makwana Road, Marol,
Andheri East, Mumbai-400059
Tel: +91-22-28293949, Fax: +91-22-28293959
Website: www.octaware.com
E-mail: investor@octaware.com

Name of the Member(s): Registered address: E-mail ID: Folio No/DP ID-Client ID:
--

I/We being the Member(s), holding _____ of the above named company, hereby appoint:

1	Name Address Email id	Signature
2	Name Address Email id	Signature
3	Name Address Email id	Signature

As my / our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16th Annual General Meeting to be held on Thursday,30th September2021, at 11.00 a.m. at Unit 003, Tower II, Seepz++ Bldg., Seepz Sez, Andheri East, Mumbai-400096and adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31stMarch, 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.
2. 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.

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3. Appointment of M/s DGMS & CO., Chartered Accountants as the Statutory Auditors of the Company:

Special Business:

4. To approve the re-appointment of Mr. Aslam Khan (DIN: 00016438) as the Chairman and Managing Director (Key Managerial Personnel) of the Company.
5. To approve the re-appointment of Mr. Siraj Moinuddin Gunwan (DIN:02507021) as Whole-time Director of the Company.

In this 30th day of September, 2021

Signature of shareholder: _____ Signature of Proxy holder(s): _____

Note: This form in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

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Form No. MGT-12
Polling Paper

[Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company		OCTAWARE TECHNOLOGIES LIMITED		
Registered Office		CIN: L72200MH2005PLC153539 204, Timmy Arcade, Makwana Road, Marol, Andheri East, Mumbai-400059 Tel +91 22 28293949, Fax: +91 22 28293959 Website: www.octaware.com E-mail: investor@octaware.com		
Sr.No	Particulars	Details		
1	Name of the First Named Shareholder (In Block Letter)			
2	Postal Address			
3	Registered Folio No./8 Client ID No. (* Applicable to investors holding shares in dematerialized form)			
4	Class of Share	Equity Shares		
I hereby exercise my vote in respect of Ordinary / Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner.				
No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent to the resolution
1.	To receive, consider and adopt the Audited Financial Statement including Consolidated Financial Statement as at March 31, 2021 together with Report of Directors and Auditors thereon (Ordinary Resolution)			
2.	To 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			
3.	Appointment of M/s DGMS & CO., Chartered Accountants as the Statutory Auditors of the Company as the statutory auditor of the company			
4.	To approve the re-appointment of Mr. Aslam Khan			

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	(DIN: 00016438) as the Chairman and Managing Director (Key Managerial Personnel) of the Company.			
5.	To approve the re-appointment of Mr. Siraj Moinuddin Gunwan (Din: 02507021) as Whole-time Director of the Company			
<p>Date.../...../2021 Place:Mumbai</p> <p style="text-align: right;">(Signature of the Shareholder)</p>				

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ATTENDENCE SLIP

OCTAWARE TECHNOLOGIES LIMITED

CIN: L72200MH2005PLC153539

204, Timmy Arcade, Makwana Road, Marol, Andheri East, Mumbai-400059

Tel +91 22 28293949, Fax: +91 22 28293959

Website: www.octaware.com

E-mail: investor@octaware.com

Name of the Member(s): Registered address: E-mail ID: Folio No/DP ID-Client ID: Number of Shares held:
--

I/We certify that I am a member / proxy of the Company.

I hereby record my presence at the 16th Annual general Meeting of the Company to be held at its registered office Thursday, 30th September 2021, at 11.00 a.m. at Unit 003, Tower II, Seepz++ Bldg., Seepz Sez, Andheri East, Mumbai-400096

Name of the Member / Proxy
(In Block Letters)

Signature of the Member / Proxy

Note: Please fill this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of Annual report 2020-21 for the meeting.

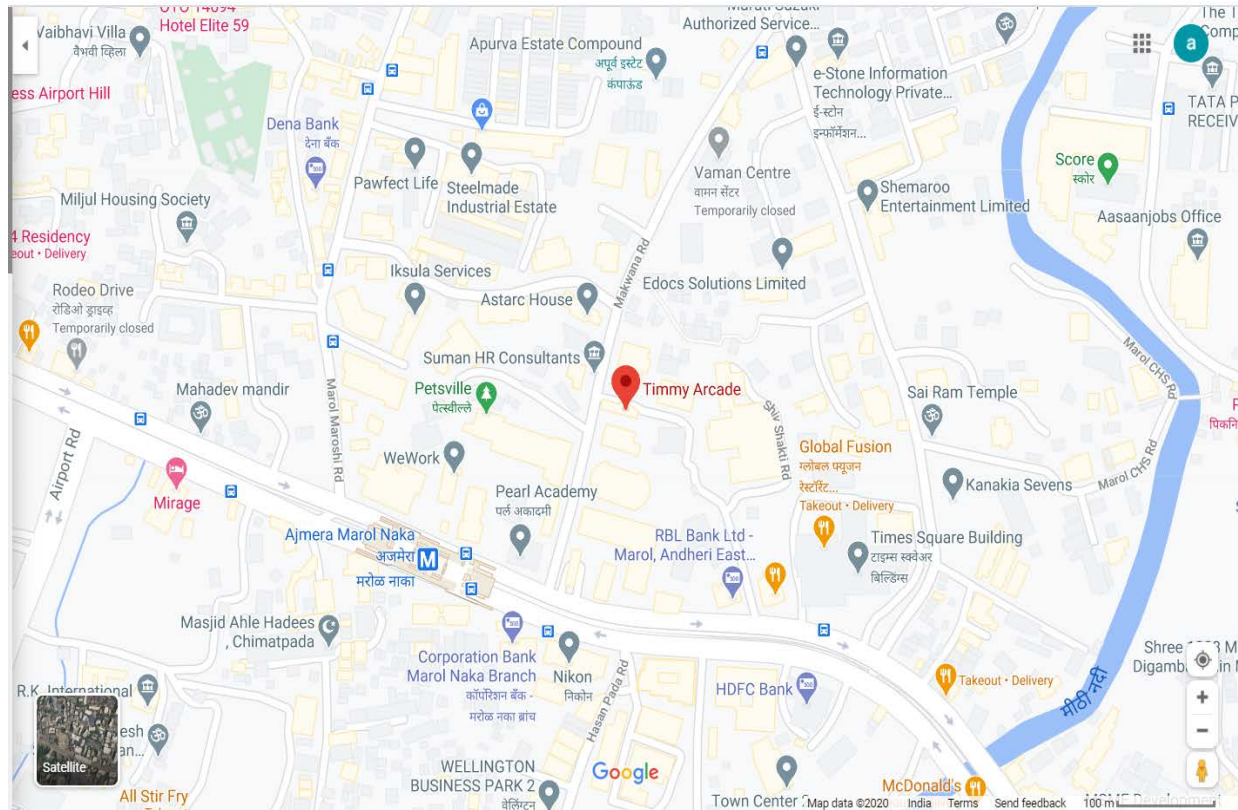
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CIN: L72200MH2005PLC153539

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Email: haroon@octaware.com **Website:** www.octaware.com

Route Map of the Venue of the Annual General Meeting is apprehended below:



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