



20<sup>th</sup> August, 2019

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

Dear Sir/Madam,

**Sub: Scrutinizer Report of 14<sup>th</sup> Annual General Meeting under Section 108 of the Companies Act, 2013 and Disclosure of Voting Results of AGM under regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Madam,

Please find attached herewith the Scrutinizer Report received from M/s. C.B Jain & Associates, Practising Company Secretaries of the 14<sup>th</sup> Annual General Meeting of the members of the Company held on 19<sup>th</sup> August, 2019 at Unit 003, Tower II, Seepz++ Bldg., Seepz Sez, Andheri East, Mumbai-400096 at 10 a.m. under Section 108 of the Companies Act, 2013 and Disclosure of Voting Rights of AGM under regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same on record and acknowledge the receipt of the same.

Thanking You,

Yours faithfully,  
For Octaware Technologies Limited



Ankit Mehra  
Company Secretary and 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

19<sup>th</sup> August, 2019

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 - 400 002 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 14<sup>th</sup> Annual General Meeting of the Company held on 19<sup>th</sup> August, 2019 at 10.00 a.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on 19<sup>th</sup> August, 2019.

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 29<sup>th</sup> July, 2019 convening the 14<sup>th</sup> AGM of the Company along with statement setting out material facts under Section 102 of the Act were sent to the shareholders.
- 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.



# 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 Sathé Marg, Benham Hall Lane, Opera House, Mumbai - 400004

E-mail id: [csbjain.associates@gmail.com](mailto:csbjain.associates@gmail.com)

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- 3) The Voting rights were reckoned as on Monday 12<sup>th</sup> August, 2019, 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 Central Depository Services (India) Limited (CDSL) 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 Friday, 16<sup>th</sup> August, 2019 at 9:00 A.M. and concluded on Sunday, 18<sup>th</sup> August, 2019 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 CDSL 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.



# C. B. JAIN & ASSOCIATES.

## Practicing Company Secretaries

Office No. 19, 2<sup>nd</sup> Floor, 30/34 Kartar Premises G.S.L. a.k.a Nanik Niwas, Dr. DD Sahe Marg, Benham Hall Lane, Opera House, Mumbai - 400004.

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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: 19/08/2019

Witnesses:

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



## Annexure A

Resol ution No./It em No.	Heading of Resolution	Type of Resol ution	Type of Voting	Valid Votes				Invalid		
				Voting in favour (Assent)	% of Valid votes	Voting against (Dissent)	% of Valid votes	Votes/Abstain Members Cast	No. of No. of Members Cast	
1	Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the reports of the Board of Directors and Auditors thereon.	Ordin ary	Remote E- Voting at the AGM	6	23,19,729	100	-	-	-	-
2	To re-appoint Mr. Mohammed Siraj Moimuddin Gunwan (DIN No.02507021) as Director	Ordin ary	Remote E- Voting at the AGM	5	2055872	100	-	-	*1	*2,63,857
	To appoint M/s MVK Chartered Associates,	Ordin ary	Remote E- Voting	6	23,19,729	100	-	-	-	-
			Total	5	2055872	100	-	-	1	2,63,857



	Accountants as the Statutory Auditors of the Company for the financial year 2019-20	Special Resolution	Voting at the AGM		Total	-	-	-	-	-	-	-
			Remote E-Voting	Voting at the AGM								
4	To appoint Ms. Rabia Khan as the Independent Director of the Company	Special Resolution	6	23,19,729	100	-	-	-	-	-	-	-
						23,19,729	100	-	-	-	-	-
						23,19,729	100	-	-	-	-	-

\* These shares were not counted for and considered as invalid.

Thanking You,

Yours faithfully,



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




Place: Mumbai  
Date: 19/08/2019