

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, 2022

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 17th Annual General Meeting of the Company held on 30th September, 2022 at 11.00 A.M.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on 30th September, 2022.

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, 2022 convening the 17th 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.
- 3) The Voting rights were reckoned as on Wednesday 21st September, 2022, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the Meeting.

The Company has availed services of National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.



Certificate No.2181/2022 - Unique Identification No. S2014MH281600

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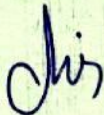
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- 5) The remote e-voting period was kept open for three days which commenced on Tuesday, 27th September, 2022 at 9:00 A.M. and concluded on Thursday, 29th September, 2022 at 5:00 P.M.
- 6) After the closure of the voting at the AGM, the report on voting 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.

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



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Place: Mumbai

Date: 30/09/2022

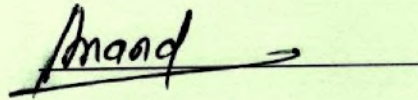
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Witnesses:

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:



Mohammed Aslam Khan

Digitally signed by
Mohammed Aslam Khan
Date: 2022.09.30
19:44:52 +05'30'

Chairman

