

ANNEXURES TO THE BOARD'S REPORTANNEXURE - IVFORM NO. MGT-9EXTRACT OF ANNUAL RETURNAS ON FINANCIAL YEAR ENDED ON 31ST MARCH 2022[PURSUANT TO SECTION 92(3) OF THE COMPANIES ACT, 2013 AND RULE 12(1) OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]**I. REGISTRATION AND OTHER DETAILS:**

CIN	:	L72200MH2005PLC153539
Registration Date	:	26.05.2005
Name of the Company	:	Octaware Technologies Limited
Category / Sub-Category of the Company	:	Company limited by Shares Non-Govt. Company
Address of the Registered office and contact details	:	204 Timmy Arcade Makwana Rd Marol Off Kurla, Andheri Road, Mumbai (MH-400059) Telephone : 222-8293949 Email : compliance@octaware.com Website : https://www.octaware.com
Whether listed company	:	Yes
Name, Address and Contact of Registrar and Transfer Agent, if any:	:	Cameo Corporate Services Limited Address : Subramanian Building, No. 1 Club House Road, Chennai-600002 Phone No : 044-28460390,

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

CIN: L72200MH2005PLC153539

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

	Email : cameosys@cameoindia.com
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II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company

Sr. No.	Name and Description of main products/services	Business Activity Code	% of total turnover of the Company
1.	Information and communication	J6	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

The Company have Three subsidiary, associate, and joint venture company:

1. One is in India that is "Octaware Information Technologies Pvt Limited"
2. One in Dubai namely "Octaware Gulf FZE".
3. One in Qatar namely "Octaware Gulf (QFC Branch)".

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IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):i. Category-wise Share Holding:

<u>Category of Shareholders</u>	<u>No. of Shares held at the beginning of the year</u> 01.04.2021				<u>No. of Shares held at the end of the year 31.03.2022</u>				<u>% Change during the year</u>
	De-mat	Physical	Total	% of Total Shares	De-mat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian		-							
a) Individual/ HUF	1730024	-	1730024	48.18%	1904424	-	1904424	53.04%	4.86%
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):	1730024	-	1730024	48.18%	1904424	-	1904424	53.04%	4.86%
(2) Foreign	-	-	-	-	-	-	-	-	-

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a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	1730024	-	1730024	48.18%	1904424	-	1904424	53.04%	4.86%
B. Public Shareholding									
(1) Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-

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e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):	-	-	-	-	-	-	-	-	-
(2) Non-Institutions									
a) Bodies Corp.									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding	199200	48800	248000	6.91 %	217000	43800	260800	7.26 %	.35%

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nominal share capital up to Rs. 2 lakh									
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	789476	51300	840776	23.42 %	1043876	51300	1095176	30.50 %	7.08%
NBFC registered with RBI	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Relatives of Independent Director	-	-	-	-	-	-	-	-	-
Hindu Undivided Family	-	-	-	-	-	-	-	-	-
Non-Resident Indians (Repatriation)	83400	41111	124511	3.47%	81800	41111	122911	3.42%	.05%
Foreign	-	98459	98459	2.74%	-	98459	98459	2.74%	0.00

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Nationals									
Non-Resident Indians (Non-Resident)	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Independent Director	-	-	-	-	-	-	-	-	-
Bodies Corporate	548800	-	548800	15.28%	108800	-	108800	3.03%	12.25%
Sub-total(B)(2):	1620876	239670	1860546	51.82%	1451476	234670	1686146	46.96%	4.86%
Total Public Shareholding (B)=(B) (1) + (B) (2)	1620876	239670	1860546	51.82%	1451476	234670	1686146	46.96%	4.86%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	3350900	9,59,226	3590570	100 %	3355900	234670	3590570	100 %	0.00

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ii. SHAREHOLDING OF PROMOTERS:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2021			Shareholding at the end of the Year 31.03.2022			% change in share Holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	MOHAMMED ASLAM QUDRATULLAH KHAN	1730024	48.18	0.00	1904424	53.04	0.00	4.86%
	TOTAL	1730024	48.18	0.00	1904424	53.04%	0.00	4.86%

iii. CHANGE IN PROMOTERS' SHAREHOLDING: There is a change in shareholding of promoter as it is increased by 4.86%.

iv. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

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Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2021			Shareholding at the end of the Year 31.03.2022			% change in share Holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	MOHAMMED SIRAJ MOINUDDIN GUNWAN	263857	7.34	0.00	323057	8.99	0.00	1.64
2.	SHAHNAWAZ AIJAZUDDIN SHAIKH	203348	5.66	0.00	475348	13.23	0.00	7.57
3.	S K GROWTH FUND PVT LTD	137600	3.83	0.00	0	0	0.00	3.83
4.	MIRZA HAROON IBRAHIM BAIG	135071	3.76	0.00	143071	3.98	0.00	.22
5.	EMERALD COMMERCIAL LIMITED	131200	3.65	0.00	0	0	0.00	3.65
6.	NIRAJ DAMJI GADA	126400	3.52	0.00	56000	1.56	0.00	1.96
7.	OVERSKUD MULTI ASSET MANAGEMENT PRIVATE	121600	3.38	0.00	0	0	0.00	3.38

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	LIMITED							
8.	HADICON VENTURES PRIVATE LIMITED	104000	2.89	0.00	104000	2.89	0.00	0.00
9.	SULTAN ABDUL KADER	51300	1.42	0.00	51300	1.42	0.00	0.00
10.	AHMED AL AKEEL	39200	1.09	0.00	39200	1.09	0.00	0.00
	TOTAL	1313576	36.54	0.00	941476	33.16	0.00	3.38

v. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

<u>Sr. No.</u>	<u>For each of the Directors and KMP</u>	<u>Shareholding at the beginning of the year as on 01.04.2021</u>	<u>Cumulative Shareholding during the year</u>		
		<u>No. of shares</u>	<u>% of total shares of the Company</u>	<u>No. of shares</u>	<u>% of total shares of the Company</u>
1.	MOHAMMED ASLAM QUDRATULLAH KHAN				
	At the beginning of the year	1730024	48.18%	0	0.00
	At the End of the year	1904424	53.04%	174400	4.86
2.	SHAHNAWAZ AIJAZUDDIN SHAIKH				
	At the beginning of the year	203348	5.66%	0	0.00

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	At the End of the year	475348	13.24%	272000	7.58%
3.	MOHAMMED SIRAJ MOINUDDIN GUNWAN				
	At the beginning of the year	263857	7.35%	0	0.00
	At the End of the year	323057	8.99%	59200	1.64%
4.	ANWER HUSSIEN ABDUL REHIMAN BAGDADI				
	At the beginning of the year	10000	.28%	0	0.00
	At the End of the year	10000	.28%	0	0.00

vi. INDEBTEDNESS:

	<u>Secured Loan excluding deposits</u>	<u>Unsecured Loans</u>	<u>Inter Corporate Deposits</u>	<u>Total Indebtedness</u>
Indebtedness at the beginning of the financial year				
Principal amount	0	0	0	0
Interest due but not paid				
Interest accrued but not due				
Total (i + ii + iii)	0	0	0	0

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Changes in Indebtedness during the financial Year Addition (Reduction)	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal amount	0	0	0	0
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i + ii + iii)	0	0	0	0

vii. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. REMUNERATION TO MANAGING DIRECTOR / WHOLE TIME DIRECTOR/ MANAGER:

<u>Sr. No</u>	<u>Particulars of Remuneration</u>	<u>Name of MD/WTD/MANAGER</u>			<u>Total</u>
		<u>Mr. MOHAMMED ASLAM OUDRATULLAH</u>	<u>Mr. SHAHNAWAZ AIJAZUDDIN SHAIKH (WTD)</u>	<u>Mr. MOHAMMED SIRAJ MOINUDDIN GUNWAN (WTD)</u>	

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1.	Gross salary a. Salary as per provisions contained in section 17 (1) of the Income-tax Act,1961 b. Value of perquisites u/s 17 (2) Income-tax Act,1961 c. Profits in lieu of salary under section 17 (3) Income-tax Act,1961	18,50,000	10,03,333	0	28,53,333
2.	Stock Option	0	0		
3.	Sweat Equity	0	0		
4.	Commission - as % of profit - others, specify -	0 0	0 0		
5.	Others i.e. LIC Super	0	0		
	Total(A)	18,50,000	10,03,333		28,53,333

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B. REMUNERATION TO OTHER DIRECTORS:

<u>Sr. No</u>	<u>Particulars of Remuneration</u>	<u>Name of Director</u>			<u>TOTAL</u>
		<u>Rabia Khan (Independent Director)</u>	<u>Usha Mishra (Independent Director)</u>	<u>Vidhya Shetty (Independent Director)</u>	
1.	Gross salary a. Salary as per provisions contained in section 17 (1) of the Income-tax Act,1961 b. Value of perquisites u/s 17 (2) Income-tax Act,1961 c. Profits in lieu of salary under section 17 (3) Income-tax Act,1961	0	0	0	0
2.	Stock Option	0	0	0	0
3.	Sweat Equity	0	0	0	0
4.	Commission as % of profit	0	0	0	0
5.	Sitting Fees for Board Meeting	2500	2500	2500	7500
6.	Others i.e. LIC Super Annuation	0	0	0	0

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	Total (A)	2500	2500	2500	7500
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C. REMUNERATION TO KMP OTHER THAN MD / MANAGER / WTD:

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
		Mr. Anwar hussain	Ms. Alka Katariya	Mr Shahnawaz Shaikh	
1	Gross salary	12,33,333	2,18,729	-	14,52,062
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	
	(c) Profits in lieu of salary under section 17 (3) Income tax Act, 1961	-	-	-	
2	Stock Option	-	-	-	
3	Sweat Equity	-	-	-	
4	Commission as % of profit or other (Specify)	-	-	-	
5	Others, please Specify	-	-	-	

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	Total	12,33,333	2,18,729	0	14,52,062
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viii. **PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:** Nil

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E-mail: compliance@octaware.com

Place: Mumbai

Date: September 07, 2022.

By Order of the Board of Directors
Octaware Technologies Limited

Sd/-

Mohammed Aslam Khan
Managing Director
DIN: 00016438

Mr. Shahnawaz Shaikh
Whole-time Director
DIN:06910575

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