

**NOTICE OF 18<sup>TH</sup> ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT 18<sup>TH</sup> ANNUAL GENERAL MEETING OF MEMBERS OF OCTAWARE TECHNOLOGIES LIMITED (CIN: L72200MH2005PLC153539) IS SCHEDULED TO BE HELD ON SATURDAY, SEPTEMBER 30, 2023, AT 04:00 P.M. AT Unit 003, Tower II, Seepz++ Bldg., Seepz Sez, Andheri East, Mumbai- 400096 INDIA, TO TRANSACT THE FOLLOWING BUSINESS: -

**ORDINARY BUSINESS:**

**ITEM NO. 1 – To Receive, Consider and Adoption of Standalone and Consolidated Financial Statements**

To receive, consider and adopt the Standalone and Consolidated Audited Financial Statement of the Company for the Financial Year ended 31<sup>st</sup> March, 2023 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.

**ITEM NO. 2 – Appointment of Director liable to retire by rotation**

To appoint a director in place of Mr. Aslam Khan (DIN: 00016438) who retires by rotation and being eligible for re-appointment on same terms and condition, offers himself for re-election.

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

**Registered Office:** 204 Timmy Arcade Makwana Rdmarol Off Kurla  
Andheri Road Mumbai MH 400059 IN  
**CIN:** L72200MH2005PLC153539  
**Phone:** +91 2228293949 **Fax:** +91 2228293959  
**Email:** [compliance@octaware.com](mailto:compliance@octaware.com) **Website:** [www.octaware.com](http://www.octaware.com)

**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to reappoint Mr. Aslam Khan (DIN: 00016438) as a director, who is liable to retire by rotation.

**ITEM NO. 3 – Appointment of Mr. Narayanan Krishnan (DIN: 07342596) as a Non-Executive Independent Director 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 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Narayanan Krishnan (DIN: 07342596), who was appointed as an Additional Director of the Company with effect from 07th September, 2023 under section 161 of the Companies Act, 2013 and who qualifies for being appointed as Non-Executive Independent Director and in respect of whom the Company has received Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, being so eligible, be appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a period of three years up to 06th September, 2026.”

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**EXPLANATORY STATEMENT ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 3**

**Appointment of Mr. Narayanan Krishnan (DIN: 07342596) as a Non-Executive Independent Directors of the Company**

Mr. Narayanan Krishnan (DIN: 07342596) was appointed as Additional Directors designated as Non-Executive Independent Directors of the Company under Section 149 and 161 of the Companies Act, 2013 (the Act) by the Board members through Circular resolution w.e.f. 07th September, 2023 to hold office up to the date of the forthcoming Annual General Meeting pursuant to section 161 of the Companies Act, 2013 and subject to approval of Members for a period of 3 consecutive years up to 06th September, 2026.

The Company has received Notice in writing under Section 160 of the Act from a Member signifying his/its intention to propose Mr. Narayanan Krishnan (DIN: 07342596) as candidates for the office of Non-Executive Independent Directorship of the Company, not liable to retire by rotation.

Mr. Narayanan Krishnan (DIN: 07342596) has given his consent to act as Directors of the Company alongwith requisite declarations pursuant to Section 164 of the Act that he is not disqualified to be appointed as Directors of the Company.

In terms of Section 149 and other applicable provisions of the Act, Mr. Narayanan Krishnan (DIN: 07342596), is eligible to be appointed as Non-Executive Independent Directors of the Company and the Company has also received declarations from him stating that he meet the criteria of independence as provided under Section 149(6) of the Act.

**The Brief profile alongwith additional information as required under Secretarial Standard-1 in respect of Mr. Narayanan Krishnan (DIN: 07342596) are provided below:-**

<b>S. No.</b>	<b>Detail of the event that need to be provided</b>	<b>Information of such event(s)</b>
1	Reason for Change	Appointment as a Non-Executive Independent Director
2	Date of Appointment & term of appointment	September 07, 2023 w.e.f, September 07, 2023, to hold office till the conclusion of the next Annual General Meeting and subject to the approval of the members in the ensuing general meeting for appointment as an Non-Executive Independent Director to hold office for a term upto 3 (three) consecutive years from September 06, 2026.

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3	Brief profile (i.e.in case of appointment)	<p>With 25+ years of experience in the Financial Services Tech sector, he optimizes his organizational and leadership skills to bring value to customers and help them achieve business goals. Having managed the inhouse and vendor offshore development centres for a large FS institution, he possesses:</p> <p>Strong analytical and program management competencies, and a proven ability to build and manage large, multi-cultural teams</p> <p>Expertise in the development, delivery and support of high-performance and cost-effective business solutions</p>
4	Disclosure of Relationships between Directors	Mr. Narayanan Krishnan (DIN: 07342596) is not related to any Director of the Company.

The Board is of the view that Mr. Narayanan Krishnan (DIN: 07342596) fulfils the conditions for appointment as a Non-Executive Independent Director as specified in the Companies Act, 2013 and is independent of the Management. His knowledge and experience will benefit the Company.

Based on the above, the Board recommends the appointment of Mr. Narayanan Krishnan (DIN: 07342596) as Director to be designated as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of three consecutive years commencing from 07th September, 2023 till 06th September, 2026.

The Notice received from a Member signifying his/its intention to propose Mr. Narayanan Krishnan (DIN: 07342596) as candidate for the office of Directorship of the Company and their terms and conditions of appointment is open for inspection electronically and the members may send their request for inspection on the designated email IDs any time before and during the meeting.

None of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Directors recommend passing of the Resolutions at Item No. 3 as Ordinary Resolutions.

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Kurla , Andheri Road, Mumbai (MH-400059)

**By Order of the Board of Directors**  
**Octaware Technologies Limited**

**CIN:** L72200MH2005PLC153539

**E-mail:** [compliance@octaware.com](mailto:compliance@octaware.com)

**Place:** Mumbai

**Date:** September 07, 2023

**Sd/-**

**Mohammed Aslam Khan**

**Managing Director**

**DIN: 00016438**

**Mr. Shahnawaz Shaikh**

**WTD & CFO**

**DIN:06910575**

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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.

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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](mailto: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 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.

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6. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 22<sup>nd</sup> September, 2023 to Saturday, 30<sup>th</sup> September, 2023 (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 off** date Thursday, 21st September, 2023.
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 the AGM through ballot paper.
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, 2023, 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 2022-23 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 <http://www.octaware.com/> The Notice can also be accessed from the websites of NDSL (agency for providing the Remote e-Voting facility) i.e. <https://eservices.nsdl.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. In accordance with the circulars issued by MCA and SEBI, the Notice of the 18th AGM along with the Integrated Annual Report 2022-23 is being sent by electronic mode to Members whose e-mail id is registered with the Company or the Depository Participants (DPs). Physical

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copy of the Notice of the 18th AGM along with Integrated Annual Report for the financial year 2022-23 shall be sent to those Members who request for the same.

12. 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 [compliance@octaware.com](mailto:compliance@octaware.com) in with Depository participant ID and Client ID or Folio number.
13. Members holding shares in physical form and who have not updated their e-mail ids with the Company are requested to update their e-mail ids by writing to the Company at [compliance@octaware.com](mailto:compliance@octaware.com) along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (EG.: Driving License, Voter Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized (Demat) mode are requested to register/update their e-mail addresses with the relevant DPs. In case of any queries/difficulties in registering the e-mail address, Members may write to [compliance@octaware.com](mailto:compliance@octaware.com)
14. As mandated by the Securities and Exchange Board of India (SEBI) effective April 1, 2019, requests for effecting transfer of shares (except in case of transmission or transposition of shares) shall not be processed unless the shares are held in a dematerialized form with a depository. Members are advised to dematerialized shares held by them in physical mode.

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15. The Members desiring any information relating to the accounts or have any questions, are requested to write to the Company on [compliance@octaware.com](mailto:compliance@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.
16. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and applicable Circulars, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at the 18th AGM by electronic means. For this purpose, the Company has entered into an agreement with National Depository Services (India) Limited (NSDL) as the authorised agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.
17. 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.
18. 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.

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**19. The cut-off date for the purpose of Voting (including remote e-voting) is Thursday, 21<sup>st</sup> September, 2023 and EVEN is 126680**

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:-

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Commencement of remote E-Voting	09:00 AM IST on Wednesday, 27th September, 2023
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End of remote E-Voting	05:00 PM IST on Friday, 29th September, 2023
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20. 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.
21. 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.
22. 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.

23. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company and on the website of NDSL the results shall simultaneously be communicated to the Bombay Stock Exchange.
24. 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.
25. 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 a softcopy of the Annual Report of the Company.

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**Shareholder instructions for E-Voting:****THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The voting period begins on Wednesday, 27th September 2023 at 09:00 A.M. and ends on Friday, 29<sup>th</sup> September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 21<sup>st</sup> September, 2023 may cast their vote electronically. 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 21<sup>st</sup> September 2023. 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 21<sup>st</sup> September, 2023, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

**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 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.*

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*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	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

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3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li></ol> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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<p>Individual Shareholders (holding securities in demat mode) Login through their Depository Participants</p>	<p>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.</p>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding	Members facing any technical issue in login can contact CDSL helpdesk by sending a

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securities in Demat mode with CDSL	request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
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**B) Login Method for e-Voting 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.
- 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
---	-------------------------

**Registered Office:** 204 Timmy Arcade Makwana Rdmarol Off Kurla  
Andheri Road Mumbai MH 400059 IN  
**CIN:** L72200MH2005PLC153539  
**Phone:** +91 2228293949 **Fax:** +91 2228293959  
**Email:** [compliance@octaware.com](mailto:compliance@octaware.com) **Website:** [www.octaware.com](http://www.octaware.com)

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](http://www.evoting.nsdl.com).
- (b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.

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- 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 on NSDL e-Voting system?**

**How to cast your vote electronically on NSDL e-Voting system?**

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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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.

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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 [cscbjain.associates@gmail.com](mailto:cscbjain.associates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) to reset the password.
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](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to ( Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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**Process for those shareholders whose email ids are not registered with the depositories/company 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 [compliance@octaware.com](mailto:compliance@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 [compliance@octaware.com](mailto:compliance@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 for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto: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

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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.

**Registered Office:** 204 Timmy Arcade Makwana Rd Marol Off  
Kurla , Andheri Road, Mumbai (MH-400059)

**By Order of the Board of Directors**  
**Octaware Technologies Limited**

**CIN:** L72200MH2005PLC153539

**E-mail:** [compliance@octaware.com](mailto:compliance@octaware.com)

**Place:** Mumbai

**Date:** September 07, 2023.

**Sd/-**

**Mohammed Aslam Khan**  
**Managing Director**

**DIN:** 00016438

**Mr. Shahnawaz Shaikh**  
**WTD & CFO**

**DIN:**06910575

**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](mailto:compliance@octaware.com) **Website:** [www.octaware.com](http://www.octaware.com)

**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)**

<b>Name of Director</b>	<b>Mr. Aslam Khan</b>
<b>Date of Birth</b>	<b>27/09/1974</b>
<b>Date of first Appointment</b>	<b>01/10/2009</b>
<b>Expertise in Specific Functional Area</b>	<b>IT Industry, Making Business Strategy and its implementation, Economic and social development, Health Care Business</b>
<b>Qualifications</b>	<b>PHD, Post Doctorate fellowship</b>
<b>Directors in other listed entities</b>	<b>NIL</b>
<b>Membership of committees in other listed entity</b>	<b>NIL</b>
<b>Inter relationship</b>	<b>NIL</b>
<b>Shareholding of Non-executive director</b>	<b>N.A</b>
<b>Seeking appointment or re-appointment</b>	<b>Re-appointment</b>

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Shareholding as on 31.03.2023	1965224
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**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](http://www.octaware.com)**

**E-mail: [compliance@octaware.com](mailto:compliance@octaware.com)**

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

**Registered Office: 204 Timmy Arcade Makwana Rdmarol Off Kurla  
Andheri Road Mumbai MH 400059 IN  
CIN: L72200MH2005PLC153539  
Phone: +91 2228293949 Fax: +91 2228293959  
Email: [compliance@octaware.com](mailto:compliance@octaware.com) Website: [www.octaware.com](http://www.octaware.com)**

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 18th Annual General Meeting to be held on Saturday,30th September 2023, at 04.00 P.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 31<sup>st</sup>March, 2023, 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.

**Registered Office:** 204 Timmy Arcade Makwana Rdmarol Off Kurla  
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**Email:** [compliance@octaware.com](mailto:compliance@octaware.com) **Website:** [www.octaware.com](http://www.octaware.com)

2. To appoint a director in place of Mr. Aslam Khan (DIN: 00016438) who retires by rotation and being eligible for re-appointment on same terms and condition, offers himself for re-election.
  
3. Appointment of Mr. Narayanan Krishnan (DIN: 07342596) as a Non-Executive Independent Director of the Company.

In this 30<sup>th</sup> day of September, 2023

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: <a href="mailto:compliance@octaware.com">compliance@octaware.com</a>
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.	

**Registered Office:** 204 Timmy Arcade Makwana Rdmarol Off Kurla  
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	(* 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, 2023 together with Report of Directors and Auditors thereon (Ordinary Resolution)			
2.	To appoint a director in place of Mr. Aslam Khan (DIN: 00016438) who retires by rotation and being eligible for re-appointment on same terms and condition, offers himself for re-election.			
3.	Appointment of Mr. Narayanan Krishnan (DIN: 07342596) as a Non-Executive Independent Director of the Company			

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Date: .../.../2023	
Place: Mumbai	(Signature of shareholders)

**ATTENDANCE SLIP OF 18<sup>th</sup> ANNUAL GENERAL MEETING**

Please fill this attendance slip and hand it over at the entrance of the venue of the meeting.

<b><u>Name of the Shareholder:</u></b>	
<b><u>Registered Address:</u></b>	
<b><u>No. of Shares Held:</u></b>	
<b><u>Registered Folio No./ DP ID-Client ID:</u></b>	

I/we certify that I/ We am/are the registered Member(s)/Proxy for the registered Member(s) of the Company.

I hereby record my presence at the 18th Annual general Meeting of the Company to be held at on Saturday,30th September2023, at 04.00 p.m. at Unit 003, Tower II, Seepz++ Bldg., Seepz Sez, Andheri East, Mumbai-400096

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Signed this \_\_\_\_\_ Day of \_\_\_\_\_ 2023

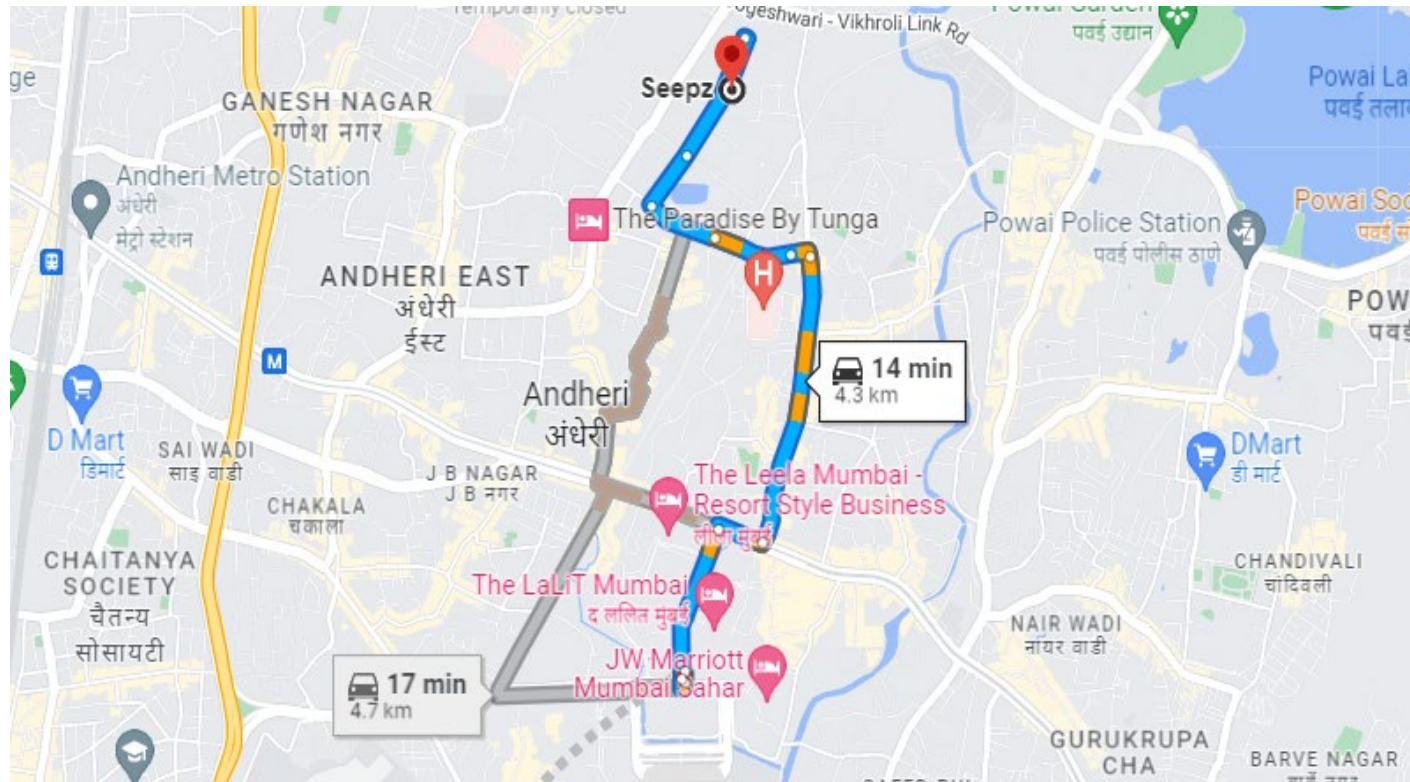
.....  
(Member's/ Proxy's Name (In Block Letters)                      (Members/ Proxy's Signature)

**Notes:**

- a. Shareholder / Proxy desiring to attend the meeting must bring duly filled in and signed Attendance Slip to the meeting and hand over at the entrance.
- b. Shareholder / Proxy desiring to attend the meeting should bring his / her copy of the Notice along with Annual Report for reference at the meeting.

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**Route Map**



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