

07.09.2024

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

Sub: Compliance as per regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Notice of AGM.

Dear Sir/Madam,

Please find the attached, the notice of Annual General Meeting and Annual Report 2023-24 of the Company sent to shareholders as on 07th September, 2024 as per the Regulation 34 of the SEBI (LODR) Regulations 2015.

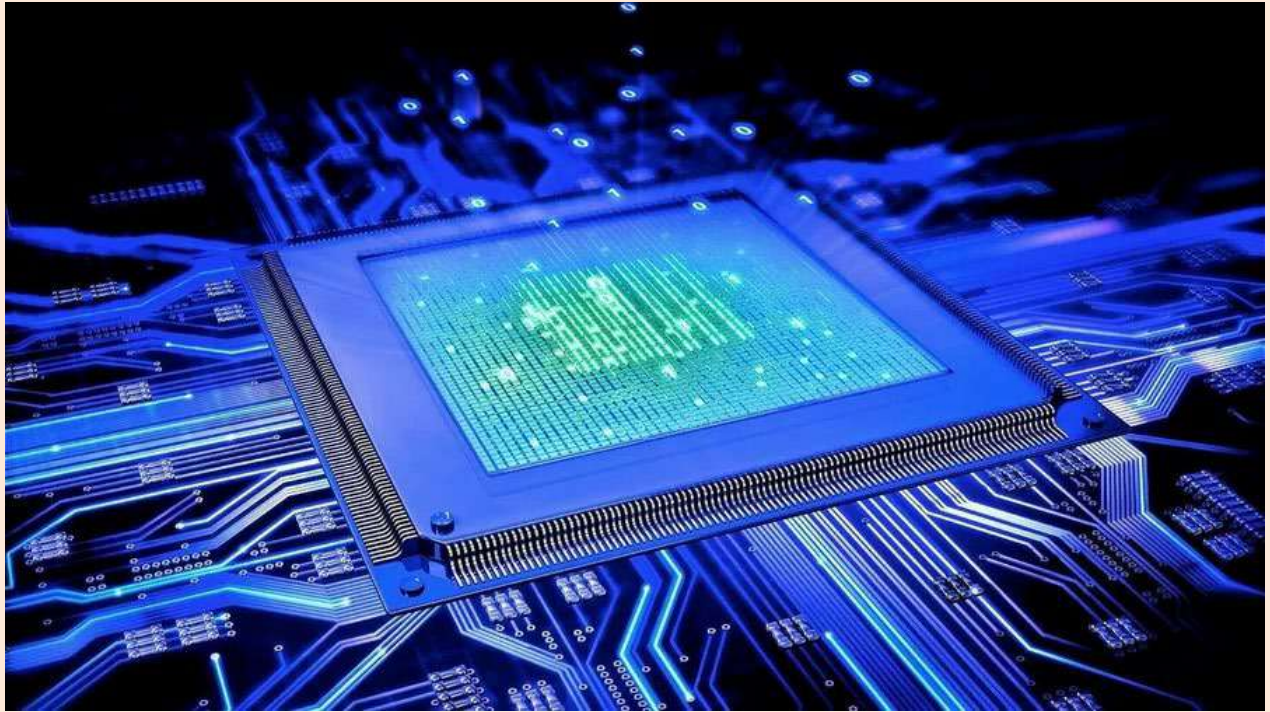
Kindly take on record and acknowledge the receipt of the same.

**Thanking you,
For Octaware Technologies Limited**

**ALKA
KATARIYA**

Digitally signed by
ALKA KATARIYA
Date: 2024.09.07
12:11:44 +05'30'

**Alka Katariya
Company Secretary & Compliance officer
Mem No: A66300**



19th ANNUAL REPORT

F.Y. 2023-24

OCTAWARE TECHNOLOGIES LTD

CIN: L72200MH2005PLC153539

204 2nd Floor, Timmy Arcade, Makwana Road Marol, Andheri East Mumbai City MH
400059 IN

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

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OVERVIEW

Octaware Technologies is an SEI-CMMI Level 3, ISO 9001-2015 & IEC 27001:2013 certified company, and has been serving corporates, including Fortune 500 companies, across the globe since 2005. The company was get listed on the BSE Startup Platform in April 2017 with the name of Octaware Technologies Limited with Registered Office at 204 2nd Floor, Timmy Arcade, Makwana Road Marol, Andheri East Mumbai City MH 400059 IN

Company is listed on BSE (Bombay Stock Exchange) in April 2017. The company is a software development, enterprise solution and consulting firm engaged in the business of providing a range of Information Technology ("IT") solutions to companies across industries such as Healthcare, Education, Government, consumer goods, retails, IT/ITES, Oil & Gas, Real Estate & Construction, Banking & Financial Services and Manufacturing sectors.

The company design, develop and maintain software systems and solutions, like Business Applications, Low code/ no code, Mobility, E-commerce, Cloud infrastructure & Securities, Quality assurance, Analytics, Product engineering, accessibility, RPA & AI, IOT and Machine Learning and creates new applications and enhances the functionality of the customers' existing software products.

The company has been achieved many awards like BSE Listing in the world Book of Records, London 2021, Project management Institute (PMI) Awards, 2020, Excellence in Compliance (SME) Award, Octaware scores with IFFSA Awards 2016, Global Achievers Award 2015, GLOBAL CSR Excellence and Leadership Award 2014, Global IT Architecture Excellence Award 2013, Stevie IBA Award 2012 etc.

Our Vision:

"To positively impact the lives of people through continuous technological interventions and innovations."

Our Mission:

"Providing innovative and original ideas for the business, looking into the depths of the clients' thoughts to transform them into reality, Being the mastermind in technical competence, Having a better form of communication, We are the group of people – client will appreciate working with."

CORPORATE INFORMATION
BOARD OF DIRECTORS AND KEY MANEGERIAL PERSONNEL

❖ DIRECTORS:

<u>Sr. No.</u>	<u>Name</u>	<u>DIN</u>	<u>Category</u>	<u>Current Designation</u>	<u>Date of Appointment</u>
1.	Mohammed Aslam Khan	00016438	Executive	Managing Director	01/10/2009
2.	Mohammed Siraj Moinuddin Gunwan	02507021	Executive	Whole-time Director	01/10/2009
3.	Mr. Shahnawaz A. Shaikh	06910575	Executive	Whole-time Director	03/01/2020
4.	Mrs. Rabia Khan	08355059	Non-Executive	Independent Women Director	11/02/2019
5.	Mrs. Vidhya Hemakar Shetty	08631765	Non-Executive	Independent Women Director	03/01/2020
6.	Mr. Narayanan Krishnan	07342596	Non-Executive	Independent Director	30/09/2023
7.	Mr. Shahnawaz A. Shaikh	AKHPS9488H	-	CFO (KMP)	08/08/2022
8.	Mr. Anwer Hussien Bagdadi	ACLPB8473H	-	CEO (KMP)	14/11/2019
9.	Miss Alka katariya	DGKPK9339F	-	Company Secretary	13/08/2021

❖ REGISTRAR AND SHARE TRANSFER AGENT:

Cameo Corporate Services Ltd

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 **Website:** www.octaware.com

OCTAWARE TECHNOLOGIES LIMITED

2023-24 | ANNUAL REPORT

Address: Subramanian Building, No.1 Club House Road, Chennai 600 002

Website: priya@cameoindia.com

❖ **AUDITORS:**

<u>Sr. No.</u>	<u>Particulars of Details</u>	<u>Statutory Auditor</u>	<u>Secretarial Auditor</u>	<u>Internal Auditor</u>
1.	Name	M/s. DGMS & Co. Chartered Accountants (Registration No. 0112187W) and (Membership No. 108456)	M/s. CB Jain & Associates Practicing Company Secretaries Membership No: A37337 C.P No.: 13973	M/s. M. Azam &Co Chartered Accountant Registration No. 119240W

❖ **OFFICES:**

<u>Registered Office</u>	204, Timmy Arcade, Makwana Road, Marol, Andheri East, Mumbai- 400059

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CHAIRMAN'S SPEECH

Respected Shareholders,

On my behalf and on behalf of the Board of Directors, I welcome you all to this 19th Annual General Meeting of Company.

I feel honoured and privileged once again to present you with the Annual Report for the financial year 2023-2024. It gives me an opportunity to share my thoughts and the Company's progress during the year as well as the way forward.

As we review the past year, it is clear that our performance has not met the high standards we set for ourselves. The results may not be what we hoped for, and I know that this situation can be disheartening. However, I believe that in every challenge lies the seed of opportunity, and it is in this spirit that I address you today.

First and foremost, I want to acknowledge the dedication and hard work of each shareholder, Banks for their continued co-operation, support, and commitment to the Company. I would also like to thank you all for sparing time to accompany us today in this 19th Annual General

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Meeting of the Company. Further, I want to thank the employees of the Company for their hard work, dedication and resilience in scripting our success story. Your commitment and resilience are the cornerstones of our company, and they are what will guide us through this period of difficulty. It is because of your unwavering efforts that we remain optimistic about our future.

The financial year 2023-2024 was full of challenges and crucial commitments. Discarding the global challenges, your company continued to carry on business cautiously which resulted into turnover of Rs. 284.82 Lakhs.

In Closing, I want to express my sincere gratitude to all of you for your dedication and perseverance. Let us move forward with renewed energy and a unified vision, confident that we will turn this challenge into a triumph.

With Best Wishes,
Sincerely

Sd/-
Mohammed Aslam Khan
Managing Director

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NOTICE OF 19th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 19th ANNUAL GENERAL MEETING OF MEMBERS OF OCTAWARE TECHNOLOGIES LIMITED (CIN: L72200MH2005PLC153539) IS SCHEDULED TO BE HELD ON MONDAY, SEPTEMBER 30, 2024, 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 31st March, 2024, 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. Siraj Gunwan (DIN: 02507021) 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:

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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. Siraj Gunwan (DIN: 02507021) as a director, who is liable to retire by rotation.

SPECIAL BUSINESS:-

ITEM NO. 3- TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. ASLAM KHAN (DIN: 00016438) AS 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 a 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. Mohammed Aslam Qudratullah Khan (DIN: 00016438) as Chairman and Managing Director of the Company for a further period of three years w.e.f. 30/09/2024; 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;

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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. 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 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.

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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;

“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.”

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ITEM NO. 4- TO CONSIDER AND 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. 30/09/2024; 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 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;

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“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, 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 ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 3****TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. ASLAM KHAN (DIN: 00016438) AS CHAIRMAN AND MANAGING DIRECTOR (KEY MANAGERIAL PERSONNEL) OF THE COMPANY**

The Board of Directors of the Company ("the Board") at its meeting held on 07th September, 2024 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, September 29, 2024, 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. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

ITEM NO. 4

TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. SIRAJ MOINUDDIN GUNWAN (DIN:02507021) AS WHOLE- TIME DIRECTOR OF THE COMPANY:

The Board of Directors of the Company ("the Board") at its meeting held on 07th September, 2024 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, September 29, 2024, 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.

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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.

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. 4 of the Notice for approval by the members.

ANNEXURE I

DETAILS OF DIRECTOR SEEKING APPOINTMENT OR RE-APPOINTMENT AT THE FORTHCOMING 19TH ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)

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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	Bachelors's Degree in Engineering from the University of Mumbai. Master's Degree in Research from Lancaster University, UK. Advanced Management Program at the IIM, Calcutta. Executive Education at Harvard Business School. MIT's Sloan School of Management, Said Business School of Oxford University, and Stanford Graduate School of Business.	BE-Computer Science from Karnataka University

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Directors in other listed entities	NIL	NIL
Membership of committees in other listed entity	NIL	NIL
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 31.03.2024	19,65,224	3,23,057

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.

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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

Place: Mumbai

Date: September 07, 2024

Sd/-

Mohammed Aslam Khan

Managing Director

DIN: 00016438

Siraj Moinuddin Gunwan

Whole-time Director

DIN:02507021

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

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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.

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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.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from **Tuesday, 24th September, 2024 to Monday, 30th September, 2024 (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 Monday, 23rd September, 2024**.
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.

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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. 23rd September, 2024**, 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 2023-24 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 19th AGM along with the Integrated Annual Report 2023-24 is being sent by electronic mode to Members whose e-mail id is registered with the Company or the Depository Participants (DPs). Physical copy of the Notice of the 19th AGM along with Integrated Annual Report for the financial year 2023-24 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 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 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

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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

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.
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 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 19th 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.

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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.

19. The cut-off date for the purpose of Voting (including remote e-voting) is Monday, 23rd September, 2024 and EVEN is 131496.

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 Friday, 27th September, 2024
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End of remote E-Voting	05:00 PM IST on Sunday, 29th September, 2024
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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.

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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 INTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The voting period begins on **Friday, 27th September 2024 at 09:00 A.M. and ends on Sunday, 29th September, 2024 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. 23rd September, 2024 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 23rd September 2024. 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 23rd September, 2024, 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***

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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.

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

Type of shareholders	Login Method
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Individual Shareholders holding securities in Demat mode with NSDL	- 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 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. - 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 - 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. - 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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	NSDL Mobile App is available on  App Store  Google Play 
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Individual Shareholders holding securities in demat mode with CDSL	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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 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.
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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.
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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 evoting@nsdl.co.in or call at 022 - 4886 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911
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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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.

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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 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.
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.: 022 - 4886 7000 and send a request to Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

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:

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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
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

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 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.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the 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

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“VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join 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, email id, mobile number at compliance@octaware.com. The same will be replied by the company suitably.

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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

Place: Mumbai

Date: September 07, 2024

Sd/-

Mohammed Aslam Khan

Managing Director

DIN: 00016438

Siraj Moinuddin Gunwan

Whole-time Director

DIN:02507021

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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

E-mail: compliance@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:

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 **Website:** www.octaware.com

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 19th Annual General Meeting to be held on Monday, 30th September 2024, at 04.00 P.M. at Unit 003, Tower II, Seepz++ Bldg., Seepz Sez, Andheri East, Mumbai-400096 and 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 31st March, 2024, 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.

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2. To appoint a director in place of Mr. Siraj Gunwan (DIN: 02507021) who retires by rotation and being eligible for re-appointment on same terms and condition, offers himself for re-election who retires by rotation and being eligible for re-appointment on same terms and condition, offers himself for re-election.
3. To Consider and Approve the Re-Appointment Of Mr. Aslam Khan (Din: 00016438) As Chairman And Managing Director (Key Managerial Personnel) Of The Company.
4. To Consider and Approve the Re-Appointment Of Mr. Siraj Moinuddin Gunwan (Din:02507021) As Whole- Time Director Of The Company;

In this 30th day of September, 2024

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: compliance@octaware.com
Sr.No	Particulars	Details

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 **Website:** www.octaware.com

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, 2024 together with Report of Directors and Auditors thereon (Ordinary Resolution)			

2.	To appoint a director in place of Mr. Siraj Gunwan (DIN: 02507021) who retires by rotation and being eligible for re-appointment on same terms and condition, offers himself for re-election who retires by rotation and being eligible for re-appointment on same terms and condition, offers himself for re-election			
3.	To Consider and Approve the Re-Appointment Of Mr. Aslam Khan (Din: 00016438) As Chairman And Managing Director (Key Managerial Personnel) Of The Company.			
4.	To Consider and Approve the Re-Appointment Of Mr. Siraj Moinuddin Gunwan (Din:02507021) As Whole- Time Director Of The Company.			
Date: .../.. /2024				
Place: Mumbai				
(Signature of shareholders)				

ATTENDANCE SLIP OF 19th ANNUAL GENERAL MEETING

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

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

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 19th Annual general Meeting of the Company to be held at on Monday,30th September2024, at 04.00 p.m. at Unit 003, Tower II, Seepz++ Bldg., Seepz Sez, Andheri East, Mumbai-400096

Signed this _____ Day of _____ 2024

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

.....
(Members/ Proxy's Signature)

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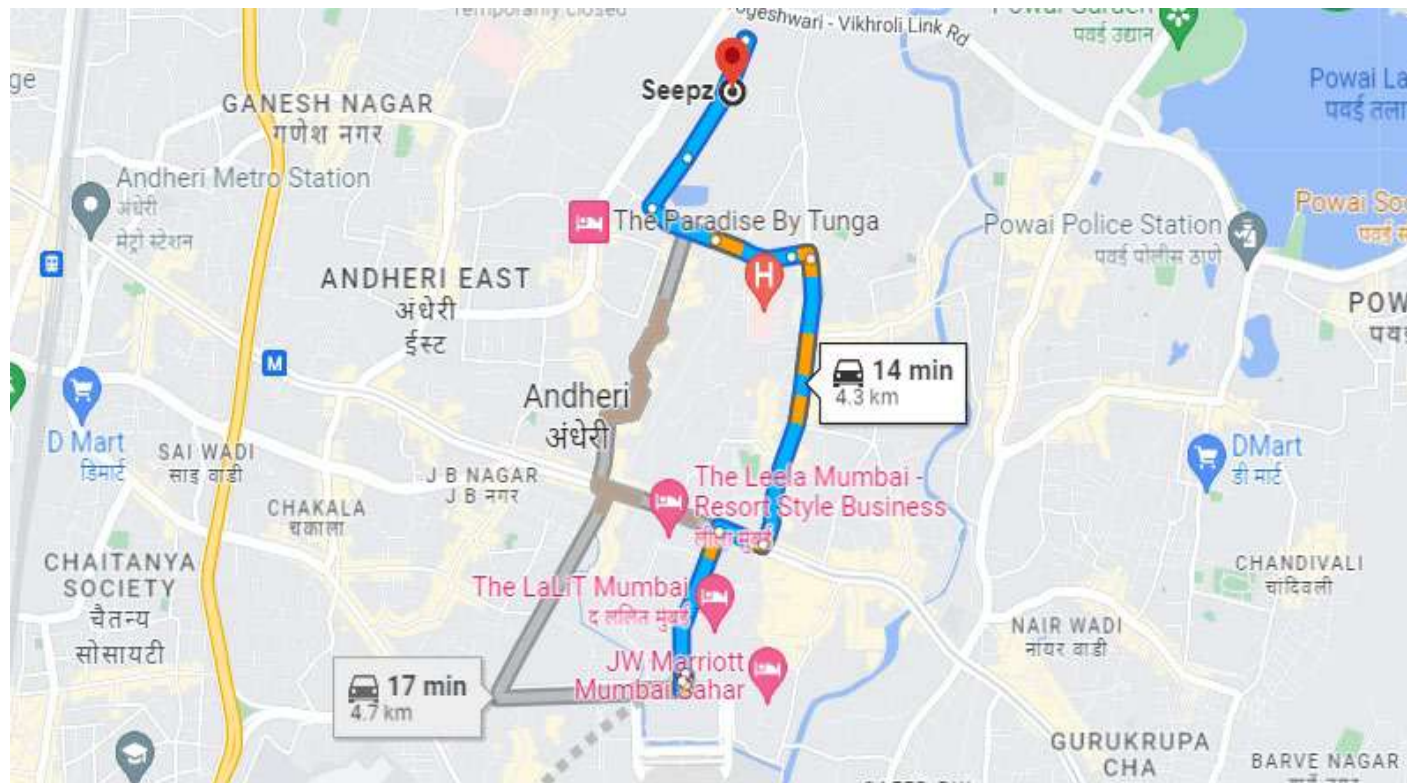
Email: compliance@octaware.com **Website:** www.octaware.com

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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