



19th August, 2019

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

Dear Sir/Madam,

Sub: Outcome of 14th Annual General Meeting held on 19th August, 2019

Following business was transacted at 14th AGM of the company held on Monday, 19th August, 2019 at 10 a.m.at Unit 003, Tower II, Seepz++ Bldg., Andheri East, Mumbai-400096:

Ordinary Business:

- a) To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the reports of the Board of Directors and Auditors thereon;
- b) To appoint a Director in place of Mr. Mohammed Siraj Moinuddin Gunwan (DIN No.: 02507021) who retires by rotation and being eligible, offers himself for re-appointment;
- c) To re-appoint M/s MVK Associates, Chartered Accountants as the Statutory Auditors of the Company.

Special Business:

- d) To appoint Mrs. Rabia Khan as the Independent Director of the company who was appointed as an Additional Director in the category of Independent Director by the Board with effect from February 11, 2019.

The AGM concluded at 2.30 p.m.

The copy of proceedings of Annual General Meeting will be sent to you in due course.

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

Thanking You,

Yours faithfully,
For Octaware Technologies Limited


Mohammed Aslam Khan
Chairman & Managing Director



PROCEEDING OF THE 14th ANNUAL GENERAL MEETING OF THE MEMBERS OF OCTAWARE TECHNOLOGIES LIMITED HELD AT UNIT 003, TOWER II, SEEPZ++ BLDG, SEEPZ SEZ, ANDHERI EAST, MUMBAI-400096 AT 10:00 A.M

PRESENT:

Directors:

Mr. Mohammed Aslam Khan	- Chairman & Managing Director and Member
Ms. Rabia Khan	- Director

Company Secretary:

Mr. Ankit Mehra

Members:

Date of AGM: 19th August, 2019

Total Number of Shareholders: 133

Members present in person: 11 (All individuals)

Proxies Present: 0

Mr. Mohammed Aslam Khan, the Chairman of the Company took the Chair

1. At 10.00 A.M, the Chairman commenced the meeting by welcoming the Members to the 14th Annual General Meeting. The Chairman announced that the requisite quorum being present, the meeting was called in order.
2. The Chairman announced that the Register of Directors' Shareholding maintained pursuant to provision of the Companies Act, 2013 and register of contracts or arrangements in which Directors and KMPs are interested is available to the Shareholders for inspection, throughout the Meeting.
3. The Chairman introduced the Members of the Board, those sitting on the Dias.
4. Thereafter, The Chairman commenced the formal agenda as per the Notice of the Annual General Meeting and with the consent of the Members present; the Notice convening the meeting was taken as read.
5. The Chairman informed the members that the Auditor's Report on the Financial Statement of the Company for the financial year ended 31st March, 2019 did not contain any qualifications, modification or adverse remarks on the financial transactions or matters, which had adverse effect on the functioning of the Company. He stated that in terms of section 145 of the Companies Act, 2013, since there were no such qualifications, observations or adverse remarks, the Auditor's Report was not required to be read.



6. The Shareholders gave their consent to the said flow of the AGM proceedings and the Chairman addressed the members of the Company. He briefly spoke about the performance of the Company in 2018-19. The Chairman covered the following aspects in his speech:
 - The turnover grew by 49% in 2018-19 over the previous year.
 - The Chairman also placed on record sincere appreciation of the efforts of the Company's staff and executives for delivering this outstanding performance. The Board also thank all its stakeholders for their support during the year.
7. The Chairman then commenced the Agenda of the Meeting.
8. **ORDINARY BUSINESS**

ITEM NO. 1 - TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET FOR THE PERIOD ENDED 31ST MARCH, 2019, THE PROFIT & LOSS ACCOUNTS AS ON THAT DATE TOGETHER WITH REPORTS OF DIRECTORS AND AUDITORS THEREON.

The Chairman read the first item and invited the queries on the Audited Annual Accounts of the Company and the Director's Report and the report of Auditor's thereon. There being no queries thereafter, Mr. Munaf Khatib proposed the resolution and Mr. Talha Khan seconded the same. The Chairman then put the following resolution to Vote by show of hands and same was passed unanimously as an ordinary resolution: -

"RESOLVED THAT the Audited Balance Sheet of the Company as on 31st March, 2019 and the Profit & Loss A/c for the year ended as on that date together with the reports of the Board of directors and Auditors' thereon be and are hereby received, considered and adopted."

ITEM NO. 2. RE-APPOINTMENT OF DIRECTOR

The Chairman read the second item and invited the queries on the same. There being no queries, Mr. Abdullah Khan proposed the resolution and Mr. Brahmadev Pandey Member seconded the same. The Chairman then put the resolution to Vote by show of hands and same was passed unanimously as an ordinary resolution:-

"RESOLVED THAT in accordance with the provisions of Section 152 and all other applicable provisions, if any of the Companies Act, 2013 Mr. Mohammed Siraj Moinuddin Gunwan who holds office as such up to the date of the ensuing Annual General Meeting and in respect of whom the Company has received a



notice in writing proposing her candidature for the office of the Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

ITEM NO. 3. RE-APPOINTMENT OF AUDITORS

The Chairman read the third item and invited the queries on the same. There being no queries, Mr. Merajuddin Shaikh proposed the resolution and Mr. Abdullah seconded the same. The Chairman then put the resolution to Vote by show of hands and same was passed unanimously as an ordinary resolution: -

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. MVK Associates, Chartered Accountants, Mumbai having ICAI Firm Registration No 120222W, who have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this 14th Annual General Meeting (AGM) till the conclusion of the next Annual General Meeting of the Company, on a remuneration as may be agreed upon by the Board of Directors and the Auditors."

9. SPECIAL BUSINESS:

ITEM NO. 4. APPOINTMENT OF MRS. RABIA KHAN AS NON-EXECUTIVE INDEPENDENT DIRECTOR:

The Chairman read the fourth item and invited the queries on the same. There being no queries, Ms. Rekha Singh proposed the resolution and Mr. Haroon Baig seconded the same. The Chairman then put the resolution to Vote by show of hands and same was passed unanimously.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV of the Act, Mrs. Rabia Khan, (DIN: 08355059) who was appointed as an Additional Director of the Company in the category of Independent Director, by the Board of Directors with effect from February 11, 2019 and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member signifying his intention to propose Mrs. Rabia Khan as a candidate for the office



of Director of the Company, be and is hereby appointed as a Director of the Company in the category of Independent Director for a term of 5 years up to February 11, 2025 and whose office shall not be liable to retire by rotation."

10. **VOTE OF THANKS**

There being no other business to transact, the meeting concluded with a vote of thanks to the Chair.

Yours faithfully,
For Octaware Technologies Limited



Mohammed Aslam Khan
Chairman & Managing Director