



30th September, 2020

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

Dear Sir/Madam,

**Sub: Scrutinizers report and E-voting results**

In terms of the provisions of the Companies Act, 2013 and Rules made thereunder and provisions of the Listing Regulations, the Company had provided remote e-voting facility and e-voting facility at the AGM. Mr. Chirag Jain, Company Secretary of M/s. C.B. Jain & Associates, Company Secretaries was appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM. The Scrutinizer's Report dated 30<sup>th</sup> September, 2020 is attached as Annexure A.

All resolutions as set out in the Notice of the AGM have been duly approved by the shareholders with requisite majority.

In terms of the provisions of Regulation 44 of the Listing Regulations, the details of the results of voting held through remote e-voting and e-voting at the AGM is attached as Annexure B.

Thanking You,

**Yours faithfully,  
For Octaware Technologies Limited**

**Ankit Mehra  
Company Secretary & Compliance Officer**

# C. B. JAIN & ASSOCIATES.

## Practicing Company Secretaries

Office No. 19, 2<sup>nd</sup> Floor, 30/34 Kartar Premises CSL a.k.a Nanik Niwas, Dr. DD Sathe Marg, Benham Hall Lane, Opera House, Mumbai – 400004.

E-mail id: [cscbjain.associates@gmail.com](mailto:cscbjain.associates@gmail.com)

Mob No: 9664844938 / Tel (O): 022-49736938

30<sup>th</sup> September, 2020

To

**The Chairman**

**Octaware Technologies Limited**

204 Timmy Arcade,

Makwana Road,

Marol Off Kurla Andheri Road

Mumbai – 400059

**Form No. MGT 13- Report of Scrutinizer  
Combined Scrutinizer's Report (E-Voting & Poll)  
For Octaware Technologies Limited**

I, Chirag Bhupendra Jain, Proprietor of **C. B. JAIN & ASSOCIATES**, Practicing Company Secretaries, having my office at Office No. 19, 2<sup>nd</sup> Floor, 30/34, Kartar Premises CSL a.k.a. Nanik Niwas, Dr. DD Sathe Marg, Benham Hall Lane, Opera House, Mumbai – 400004 have been appointed as the Scrutinizer by the Board of Directors of the Company, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (ix) of the Companies (Management and Administration) Rules, 2014, as amended from time to time, for the purpose of scrutinizing the aforesaid voting process in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the Notice convening 15<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2020 at 1.00 P.M.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on 30<sup>th</sup> September, 2020.

At the request of the management we hereby submit our Combined scrutinizer report on evoting and poll as under:

- 1) The Notice convening AGM dated 8<sup>th</sup> September, 2020 convening the 15<sup>th</sup> AGM of the Company along with statement setting out material facts under Section 102 of the Act were sent to the shareholders.



# C. B. JAIN & ASSOCIATES.

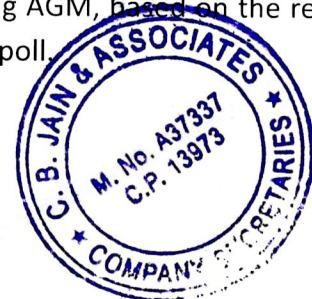
## Practicing Company Secretaries

Office No. 19, 2<sup>nd</sup> Floor, 30/34 Kartar Premises CSL a.k.a Nanik Niwas, Dr. DD Sathe Marg, Benham Hall Lane, Opera House, Mumbai – 400004.

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- 2) The Company had also provided voting by way of the poll to the shareholders present at the AGM and who had not cast their vote earlier through remote evoting facility.
- 3) The Voting rights were reckoned as on Wednesday 25<sup>th</sup> September, 2020, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the Meeting.
- 4) The Company has availed services of National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.
- 5) The remote e-voting period was kept open for three days which commenced on Sunday, 27<sup>th</sup> September, 2020 at 9:00 A.M. and concluded on Tuesday, 29<sup>th</sup> September, 2020 at 5:00 P.M.
- 6) After the closure of the voting at the AGM, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized by me.
- 7) The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast thereunder were counted.
- 8) I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL evoting system and voting by the poll at the AGM.
- 9) The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder relating to remote e-voting on the resolution(s) contained in the Notice convening AGM of the Members of the Company and at the meeting.
- 10) My responsibility as a Scrutinizer for the voting process is restricted to make a scrutinizer's report of the votes cast "in favour" "against" or remain "abstain / invalid", if any, on the resolution(s) contained in the Notice convening AGM, based on the reports generated from the e-voting system and through voting at poll.



# C. B. JAIN & ASSOCIATES.

## Practicing Company Secretaries

Office No. 19, 2<sup>nd</sup> Floor, 30/34 Kartar Premises CSL a.k.a Nanik Niwas, Dr. DD Sathe Marg, Benham Hall Lane, Opera House, Mumbai – 400004.

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I now submit my consolidated Report as 'Annexure A' on the result of the remote e-voting and voting by the poll at the AGM in respect of the said resolutions. All the resolution(s) having secured requisite majority of votes, the respective resolution(s) may be considered to have been passed. The Chairman may accordingly declare result of voting.

Thanking You,

Yours faithfully,



**Chirag Bhupendra Jain**  
Company Secretary in Practice  
Membership No. 37337  
C.P. No. 13973



Place: Mumbai

Date: 30/09/2020

UDIN: A037337B000822176

Witnesses:

We the undersigned witness state that the votes were unblocked from the e-voting website of NSDL in our presence at the office of the Scrutinizer.



Countersigned:



Chairman



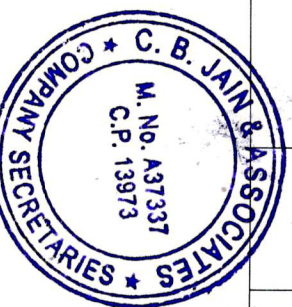
Annexure A

Resol ution No./It em No.	Heading of Resolution	Type of Resol ution	Type of Voting	Valid Votes						Invalid	
				Voting in favour (Assent)			Voting against (Dissent)			Votes/Abstain	
				No. of Members who voted	No. of Cast Votes	% of Valid votes	No. of Members who voted	No. of Cast Votes	% of Valid votes	No. of Members who voted	No. of Cast Votes
1	To receive, consider and adopt the Audited Financial Statement including Consolidated Financial Statement as at March 31, 2020 together with Report of Directors and Auditors thereon	Ordinary	Remote E-Voting	-	-	-	-	-	-	-	-



## Annexure A

	(Ordinary Resolution) To receive, consider and adopt the Audited Financial Statement including Consolidated Financial Statement as at March 31, 2020 together with Report of Directors and Auditors thereon		Voting at 16 the AGM		2373450	100	-	-	-	-	-	-
			Total	16	23,73,450	100	-	-	-	-	-	-
2	To appoint a Director in place of Mr. Sajid Iqbal Abdul Hameed (DIN No.:02544461) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Remote E-Voting	-	-	-	-	-	-	-	-	-
			Voting at 15 the AGM		17,28,168	100	-	-	-	-	-	-
			Total	15	17,28,168	100	-	-	-	-	-	-
3	To appoint Shankar & Kishor, Chartered Accountants as the statutory auditor of the company.	Ordinary	Remote E-Voting	-	-	-	-	-	-	-	-	-
			Voting at 16 the AGM				16	23,73,450	100	-	-	-



			Total																	
4	To Appoint Mrs. Vidya Shetty as the Independent Director of the company.	Special Resolution	Remote E-Voting at 16 the AGM	-	23,73,450	100	-	-	-	23,73,450	100	-	-	-	-	-	-	-	-	-
			Total	16	23,73,450	100	-	-	-	-	-	-	-	-	-	-	-	-	-	-
5	To Appoint Mr. Shah Nawaz Shaikh as the Whole Time Director of the Company.	Special Resolution	Remote E-Voting at 15 the AGM	-	21,70,102	100	-	-	-	21,70,102	100	-	-	-	-	-	-	-	-	-
			Total	15	21,70,102	100	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Thanking You,

Yours faithfully,



Chirag Bhupendra Jain  
Company Secretary in Practice  
Membership No. 37337  
C.P. No. 13973



Place: Mumbai  
Date: 30/09/2020

## Annexure B

### E-Voting Results

<b>Date of the AGM</b>	30 <sup>th</sup> September, 2020
<b>Total number of shareholders on record date</b>	129
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group: 2 Public: 14	16
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoter Group: NA Public NA	NA

Agenda Wise disclosure:

<b>Resolution required: Ordinary</b>	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the reports of the Board of Directors and Auditors thereon.
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	NA

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
<b>Promoter and Promoter Group</b>	E-Voting	-	-	-	-	-	-	-
	Poll	17300	17300	100%	17300	-	100%	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
<b>Public-Institutions</b>	E-Voting	-	-	-	-	-	-	-
	Poll	64160	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-





Public-Non Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	1218946	643426	52.78%	643426	-	100%	-
	Postal Ballot (if applicable)	-	-	-	-	-	--	-
	Total	3590570	2373450	66.10%	2373450	-	100%	-

Resolution required: Ordinary	To appoint a Director in place of Mr. Sajid Iqbal Abdul Hameed (DIN No.:02544461) who retires by rotation and being eligible, offers himself for re-appointment.
Whether promoter/ promoter group are interested in the agenda/resolution?	YES. Mr. Sajid Iqbal is interested in this resolution

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	1730024	1084742	62.70%	1084742	-	100%	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	641600	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	1218946	643426	52.78%	643426	-	100%	-
	Postal Ballot (if applicable)	-	-	-	-	-	--	-
	Total	3590570	1728168	48.13%	1728168	-	100%	-



<b>Resolution required: Ordinary</b>	Appointment of Shankar & Kishor, Chartered Accountants as the Statutory Auditors of the Company
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	NA

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
<b>Promoter and Promoter Group</b>	E-Voting	-	-	-	-	-	-	-
	Poll	1730024	1730024	100%	-	1730024	-	100%
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
<b>Public-Institutions</b>	E-Voting	-	-	-	-	-	-	-
	Poll	641600	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
<b>Public-Non Institutions</b>	E-Voting	-	-	-	-	-	-	-
	Poll	1218946	643426	52.78%	-	643426	-	100%
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>3590570</b>	<b>2373450</b>	<b>66.10%</b>	-	<b>2373450</b>	-	<b>100%</b>



<b>Resolution required: Ordinary</b>	To appoint Mrs. Vidya Shetty 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 January 03, 2020
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	NA

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
<b>Promoter and Promoter Group</b>	E-Voting	-	-	-	-	-	-	-
	Poll	1730024	1730024	100%	1730024	-	100%	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
<b>Public-Institutions</b>	E-Voting	-	-	-	-	-	-	-
	Poll	641600	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
<b>Public-Non Institutions</b>	E-Voting	-	-	-	-	-	-	-
	Poll	1218946	643426	52.78%	643426	-	100%	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>3590570</b>	<b>2373450</b>	<b>66.10%</b>	<b>2373450</b>	<b>-</b>	<b>100%</b>	<b>-</b>



<b>Resolution required: Ordinary</b>	To appoint Mr. Shahnawaz Shaikh as the Whole Time Director of the company who was appointed as an Additional Director in the category of Whole Time Director by the Board with effect from January 03, 2020
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	NA

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
<b>Promoter and Promoter Group</b>	E-Voting	-	-	-	-	-	-	-
	Poll	1730024	1730024	100%	1730024	-	100%	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
<b>Public-Institutions</b>	E-Voting	-	-	-	-	-	-	-
	Poll	641600	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
<b>Public-Non Institutions</b>	E-Voting	-	-	-	-	-	-	-
	Poll	1218946	440078	36.10	440078	-	100%	-
	Postal Ballot (if applicable)	-	-	-	-	-	--	-
	<b>Total</b>	<b>3590570</b>	<b>2170102</b>	<b>60.44%</b>	<b>2170102</b>	<b>-</b>	<b>100%</b>	<b>-</b>

