



30th September, 2023

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

Dear Sir/Madam,

Sub: Outcome of 18th Annual General Meeting held on 30th September, 2023

Following business was transacted at 18th AGM of the company held on Saturday, 30th September, 2023 at 04:00 p .m.at Unit 003, Tower II, Seepz++ Bldg., Andheri East, Mumbai-400096:

Ordinary Business:

- a) To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31stMarch, 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;
- b) To Re-appoint a director in place of Mr. Aslam Khan (DIN: 00016438) who retire by rotation pursuant to Sec 152 of Company Act,2013 and who is not disqualified to become a director under the Act and being eligible, offers himself for re-appointment;
- c) Appointment of Mr. Narayanan Krishnan (DIN: 07342596), as a Non-Executive Independent Director of the Company, not liable to retire by rotation to hold office for a period of three year up to 06th September, 2026.

The AGM concluded at 05:45 p.m.

The copy of proceedings of Annual General Meeting has been attached along with this letter.

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

Thanking You,

Yours faithfully,

Octaware Technologies Ltd.

Regd Office: 204, Timmy Arcade, Makwana Road, Marol Naka, Andheri (E), Mumbai-400059.

Tel: +91-22-28293949, +91-22-40231431, Fax: +91-22-28293959, Website: www.octaware.com, Email: info@octaware.com & cs@octaware.com



OCTAWARE

The Bridge To Productivity

CIN: L72200MH2005PLC153539

For Octaware Technologies Limited

Mohammed Aslam Khan
Managing Director
DIN:00016438

Octaware Technologies Ltd.

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PROCEEDING OF THE 18th ANNUAL GENERAL MEETING OF THE MEMBERS OF OCTAWARE TECHNOLOGIES LIMITED HELD ON SATURDAY, 30TH SEPTEMBER, 2023 AT UNIT 003, TOWER II, SEEPZ++ BLDG, SEEPZ SEZ, ANDHERI EAST, MUMBAI-400096 AT 04.00 P.M

PRESENT:

Directors:

Mr. Mohammed Aslam Khan - Chairman & Managing Director and Member
Ms. Shahnawaz Shaikh - Whole-time Director
Mrs. Rabia Khan - Independent Director

Company Secretary:

Ms. Alka Katariya

Date of AGM: **30th September, 2023**

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

1. At 04:00 P.M, the Chairman commenced the meeting by welcoming the Members to the 18th 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, 2023 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 2022-23. The Chairman covered the following aspects in his speech:
 - The turnover of the Company during the 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. The following items of business as set out in the Notice of the 18th AGM, were transacted:

No.	Resolutions	Type of Resolution
Ordinary Business		
1.	To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31 st 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	Ordinary
2.	To Re-appoint a director in place of Mr. Aslam Khan (DIN: 00016438) who retire by rotation pursuant to Sec 152 of Company Act,2013 and who is not disqualified to become a director under the Act and being eligible, offers himself for re-appointment;	Ordinary
3.	Appointment of Mr. Narayanan Krishnan (DIN: 07342596), as a Non-Executive Independent Director of the Company, not liable to retire by rotation to hold office for a period of three year up to 06th September, 2026.	Ordinary

9. VOTE OF THANKS

There being no other business to transact, the meeting concluded with a vote of thanks to the Chair at 05:45 P.M.



OCTAWARE

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CIN: L72200MH2005PLC153539

**Yours faithfully,
For Octaware Technologies Limited**

**Mohammed Aslam Khan
Managing Director
DIN:00016438**

Octaware Technologies Ltd.

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EXPLANATION/CLARIFICATION FOR DELAY IN SUBMISSION OF PROCEEDINGS OF ANNUAL GENERAL MEETING DATED 30TH SEPTEMBER, 2023

Introduction:- We hereby provide an explanation for the delay in compliances of the provisions of Regulation 30(6) read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, the listed entity shall first disclose to stock exchange(s) of all events, as specified in Part A of Schedule III, or information as soon as reasonably possible and not later than twelve hours from the occurrence of event or information.

Statement of Delay in Submission: Regrettably, the company (Octaware Technologies Limited) has delayed with comply of the prescribed timeline, **not later than twelve hours from the occurrence of event or information**, for disclosure to stock exchanges as per the regulations 30 (6) of SEBI (LODR), due to the unavailability of the Digital Signature Certificate (DSC).

Reasons for Delay:- The Delay occurred because the concerned person (Mr. Aslam Khan) Managing Director and Chairperson of the company responsible for affixing the DSC was unable to do so due to **unforeseen circumstances**. The DSC became available for affixation at 11:57 PM on October 1, 2023 (Sunday).

As you can see the date and timing of affixing the DSC is at 11:57 pm on October 1, 2023 and the timing of uploading the outcome and proceedings of Annual General Meeting is at 11:59 PM on the same date. As we all know the DSC is essential for the authentication and affixing of signatures on important documents including the Outcome and proceedings of Annual General Meeting.

The company uploaded the necessary documents as soon as possible. The Company's Intention has always been pure, and we remain dedicated to transparency and accountability in all our operations.

Steps Taken to Remedy the Situation: Immediately upon the availability of the DSC, the Company ensured the expeditious uploading of the Outcome and proceedings of Annual General Meeting.

Additionally, we have reviewed our procedures to prevent similar occurrences in the future and have taken measures to ensure the timely availability of the DSC for compliance activities.

Commitment to Compliance: The Company reiterates its commitment to upholding the highest standards of corporate governance and regulatory compliance. Our intention has always been pure, and we remain dedicated to transparency and accountability in all our operations.



We apologize for any inconvenience caused by the delay in submission of Proceedings of AGM and we request to BSE Team, kindly understand our situation and accept our clarification.

Rest assured, the company remains steadfast in its commitment to compliance and will continue to improve processes to ensure adherence to all regulatory obligations.

Mr. Aslam Khan
Managing Director
Din:00016438