

C. B. JAIN & ASSOCIATES.

Practicing Company Secretaries

Office No. 19, 2nd 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

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

October 3, 2024

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, 2nd 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 19th Annual General Meeting of the Company held on 30th September, 2024 at 04.00 P.M.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on 30th September, 2024.

At the request of the management, we hereby submit our Combined scrutinizer report on e-voting and poll as under:

- 1) The Notice convening AGM dated 7th September, 2024 convening the 19th AGM of the Company along with statement setting out material facts under Section 102 of the Act were sent to the shareholders.



Certificate No.2181/2022 - Unique Identification No. S2014MH281600

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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 Monday, 23rd September, 2024, 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 Wednesday, 27th September, 2024 at 9:00 A.M. and concluded on Friday, 29th September, 2024 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.



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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



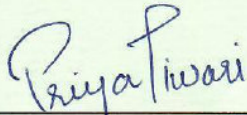
Place: Mumbai

Date: 03/10/2024

UDIN: A037337F001426296

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

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Annexure A

E-Voting Results

Date of the AGM	30 th September, 2024	
Total number of shareholders on record date	138	
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: 1 Public: 7	8	
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: NA Public :NA	NA	

Agenda Wise disclosure:

Resolution required: Ordinary	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.	
Whether promoter/ promoter group are interested in the agenda/resolution?	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
Promoter and								



Promoter Group	Postal Ballot (if applicable)	19,65,224	-	-	-	-	-	-
	Total	19,65,224	100%	19,65,224	-	100%	-	-
Public-Institutions	E-Voting Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public-Non Institutions	Total	-	-	-	-	-	-	-
	E-Voting Poll	-	-	-	-	-	-	-
Total	Postal Ballot (if applicable)	16,25,346	8,49,505	52.26%	8,49,505	100%	-	-
	Total	35,90,570	28,14,729	78.39%	28,14,729	100%	-	-

Resolution required: Ordinary	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.
Whether promoter/ promoter group are interested in the agenda/resolution?	NA

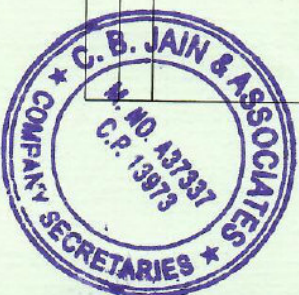
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting		-	-	-	-	-	-



Promoter and Promoter Group	Postal Ballot (if applicable)	19,65,224	-	100%	-	-	-	-
	Total	19,65,224	100%	19,65,224	-	100%	-	-
Public-Institutions	E-Voting Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting Poll	5,26,448	32.38%	5,26,448	-	100%	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	5,26,448	32.38%	5,26,448	-	100%	-	-
Total	Total	35,90,570	24,91,672	69.39%	5,26,448	24,91,672	100%	-

Resolution required: Special	To Consider and Approve the Re-Appointment Of Mr. Aslam Khan (Din: 00016438) As Chairman And Managing Director (Key Managerial Personnel) Of The Company.
Whether promoter/ promoter group are interested in the agenda/resolution?	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
Promoter and	E-Voting Poll	-	-	-	-	-	-	-



Promoter Group	Postal Ballot (if applicable)	19,65,224	-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Institutions	E-Voting Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public-Non Institutions	Total	-	-	-	-	-	-	-
	E-Voting Poll	-	-	-	-	-	-	-
Total	Postal Ballot (if applicable)	16,25,346	8,49,505	52.26%	8,49,505	-	100%	-
	Total	35,90,570	8,49,505	23.66%	8,49,505	-	100%	-

Resolution required: Special	To Consider and Approve the Re-Appointment Of Mr. Siraj Moiruddin Gunwan (Din:02507021) As Whole-Time Director Of The Company.
Whether promoter/ promoter group are interested in the agenda/resolution?	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
Promoter and	E-Voting Poll	-	19,65,224	100%	19,65,224	-	100%	-



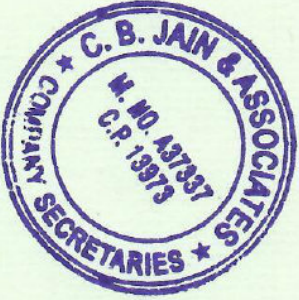
Promoter Group	Postal Ballot (if applicable)	19,65,224		-	-	-	-	-	-
		-	19,65,224						
Public-Institutions	Total	19,65,224	100%	19,65,224	-	-	-	100%	-
	E-Voting Poll	-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-
Public-Non Institutions	Total	-	-	-	-	-	-	-	-
	E-Voting Poll	-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-
Total	Total	16,25,346	32.38%	5,26,448	-	-	-	100%	-
	Total	35,90,570	69.39%	24,91,672	5,26,448	-	-	100%	-

Thanking You,

Yours faithfully,



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



Place: Mumbai

Date: 03/10/2024