



15.02.2021

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 EGM. 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 EGM. The Scrutinizer's Report dated 15th February, 2021 is attached as Annexure A.

All resolutions as set out in the Notice of the EGM 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 EGM 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, 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

15th February, 2021

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 (02/2020) Extraordinary General Meeting of the Company held on 15th February, 2021 at 11.00 A.M.

I was also appointed as Scrutinizer to scrutinize the voting process at the said EGM held on 15th February, 2021.

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

- 1) The Notice convening EGM dated 15th January, 2021 convening the EGM 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, 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

- 2) The Company had also provided voting by way of the poll to the shareholders present at the EGM and who had not cast their vote earlier through remote evoting facility.
- 3) The Voting rights were reckoned as on Tuesday 09rd February, 2021, 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 Friday, 12th February, 2021 at 9:00 A.M. and concluded on Sunday, 14th February, 2021 at 5:00 P.M.
- 6) After the closure of the voting at the EGM, 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 EGM 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 EGM.
- 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 EGM 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 EGM, 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, 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

I now submit my consolidated Report as 'Annexure A' on the result of the remote e-voting and voting by the poll at the EGM 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: 15/02/2021

UDIN: A037337B002921231

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 Votes/Abstain	
				Voting in favour (Assent)			Voting against (Dissent)			No. of Memb ers who voted	No. of Votes Cast
				No. of Members who voted	No. of Votes Cast	% of Valid votes	No. of Members who voted	No. of Votes Cast	% of Valid votes		
1	To Appointment of M/s. D G M S & CO., Chartered Accountants as the Statutory Auditors of the Company..	Ordin ary	Remote E- Voting	-	-	-	-	-	-	-	-
			Voting at the EGM	15	23,73,450	100	-	-	-	-	-
			Total	15	23,73,450	100	-	-	-	-	-
			Total	15	23,73,450	100	-	-	-	-	-

Thanking You,

Yours faithfully,



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



UDIN: A037337B002921231

Place: Mumbai

Date: 15/02/2021

Annexure B

E-Voting Results

Date of the EGM	15 th February, 2021
Total number of shareholders on record date	125
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: 1 Public: 14	15
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: NA Public NA	NA

Agenda Wise disclosure:

Resolution required: Ordinary	Appointment of M/s. D G M S & CO, Chartered Accountants as the Statutory Auditors 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 Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	17300	17300	100%	17300	-	100%	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	64160	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	E-Voting	-	-	-	-	-	-	-

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