22.01.2021

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

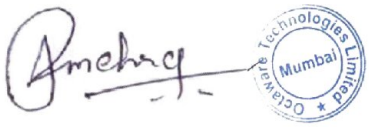
Sub: Compliance as per regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Notice of EGM.

Dear Sir/Madam,

Please find the attached, the notice of Extra Ordinary General Meeting of the Company sent to shareholders as on 22.01.2021 as per the Regulation 34 of the SEBI (LODR) Regulations 2015.

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

Thanking you,
For Octaware Technologies Limited



Ankit Mehra
Company Secretary & Compliance officer
Mem No: A58155

NOTICE

Notice is hereby given that the (02/2020) Extra Ordinary General Meeting of Members of Octaware Technologies Limited will be held on Monday, 15th February, 2021 at 11. A.M at Unit 003, Tower II, Seepz++ Bldg., Seepz Sez, Andheri East, Mumbai-400096 to transact the following business to transact the following business:

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Special Business:

ITEM NO:

1. Appointment of M/s. D G M S & CO, Chartered Accountants as the Statutory Auditors of the Company:

   To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 139 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. D G M S & CO, Chartered Accountants, Mumbai having ICAI Firm Registration No 0112187W, who have confirmed their eligibility to be re-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 this Extra Ordinary General Meeting till the conclusion of the 20th Annual General Meeting of the Company i.e. for a period of 5 years, on a remuneration as may be agreed upon by the Board of Directors and the Auditors."

By order of the Board of Directors

For OCTAWARE TECHNOLOGIES LIMITED

SD/-

Date: 22.01.2021
Place: Mumbai

MOHAMMED ASLAM KHAN
CHAIRMAN & MANAGING DIRECTOR
DIN: 00016438

NOTES:

1. The Register of members and Share Transfer Books of the Company will remain closed from 09/02/2021 to 15/02/2021 (both days inclusive).

2. A member entitled to attend and vote is also entitled to appoint proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. Proxy in order to be effective must be received by the company not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

3. The instrument appointing the proxy (duly completed, stamped and signed) must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.

4 Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/Demat form, the nomination form may be filed with the respective Depository Participant.

5 Electronic copy of the Notice convening the EGM of the Company along with the Attendance Slip and Proxy Form are being sent to the members who have registered their email ids with the Company / Depository Participant(s). For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted mode.

6 Members who have not registered their email address so far, are requested to register their email ids for receiving all communications including, Notices, etc., from the Company electronically.

7 In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions for consideration at this EGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the EGM) and also e-voting at the EGM venue, for which purpose the Board of Directors of the Company ('the Board') have engaged the services of NSDL. The Board has appointed M/s. C. B Jain & Associates, Practicing Company Secretaries, as the Scrutinizer for this purpose.

8 The e-voting period commences on 12th February, 2021 (9 a.m. IST) and ends on 14th February, 2021 (5 p.m. IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date i.e. 09th February, 2021 may cast their vote electronically. E-voting rights cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.

9 The facility for e-voting will be available at the EGM venue to those Members who do not cast their votes by remote e-voting prior to the EGM. Members, who cast their votes by remote e-voting, may attend the EGM but will not be entitled to cast their votes once again.

10 Members/Proxies/Representatives are requested to bring the attendance slip enclosed to the notice for attending the meeting.

11 Members are requested to note that in case of transfers, deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of photocopy of PAN Card of transferee(s), surviving holder(s), legal heirs(s) and joint holder(s) respectively, along with necessary document at the time of lodgment of request for transfer/ transmission / transposition, is mandatory.

12 All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the registered office of the Company during normal business hours (9.30 a.m. to 5.00 p.m.) on all working days except Sundays, up to and including the date of Extra Ordinary General Meeting of the Company.

13 Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

14 In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

By order of the Board of Directors

For OCTAWARE TECHNOLOGIES LIMITED

SD/-

Date: 22.01.2021
Place: Mumbai

MOHAMMED ASLAM KHAN
CHAIRMAN & MANAGING DIRECTOR
DIN: 00016438

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Due to resignation of the previous auditor due to pre-occupancy, we are required to appoint new statutory auditors for the Company.

In view of the above, M/s. D G M S & CO., Chartered Accountants, being eligible for appointment and based on the recommendation of the Audit Committee, the Board of Directors in the meeting held on 18th January, 2021 approved the appointment of D G M S & CO., Chartered Accountants as the Statutory Auditors of the Company.

The Board commends the Resolution at Item No. 1 for approval by the Members.

None of the Directors or Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution at Item No. 1 of the Notice.

By order of the Board of Directors

For OCTAWARE TECHNOLOGIES LIMITED

SD/-

Date: 22.01.2021
Place: Mumbai

MOHAMMED ASLAM KHAN
CHAIRMAN & MANAGING DIRECTOR
DIN: 00016438

OCTAWARE TECHNOLOGIES LIMITED PROXY FORM

CIN: L72200MH2005PLC153539

Regd. Office: 204, Timmy Arcade, Makwana Road, Marol, Andheri East, Mumbai-400059

Tel: +91-22-28293949, Fax: +91-22-28293959

Website: www.octaware.com

E-mail: investor@octaware.com

Name of the Member(s):
Registered address:
E-mail ID:
Folio No/DP ID-Client ID:

I/We being the Member(s), holding _____ of the above named company, hereby appoint:

1	Name Address Email id	Signature
2	Name Address Email id	Signature
3	Name Address Email id	Signature

As my / our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the (02/2020) Extra Ordinary General Meeting to be held on Monday, 15

Form No. MGT-12

Polling Paper

[Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company		OCTAWARE TECHNOLOGIES LIMITED
Registered Office		CIN: L72200MH2005PLC153539 204, Timmy Arcade, Makwana Road, Marol, Andheri East, Mumbai-400059 Tel +91 22 28293949, Fax: +91 22 28293959 Website: www.octaware.com E-mail: investor@octaware.com
Sr.No	Particulars	Details
1	Name of the First Named Shareholder (In Block Letter)	
2	Postal Address	
3	Registered Folio No./8 Client ID No. (* Applicable to investors holding shares in dematerialized form)	
4	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary / Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner.

No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent to the resolution
1.	1. Appointment of D G M S & CO., Chartered Accountants as the Statutory Auditors of the Company (Ordinary Resolution)			

Date: …./…../2021

Place:Mumbai (Signature of the Shareholder)

OCTAWARE TECHNOLOGIES LIMITED ATTENDANCE SLIP

CIN: L72200MH2005PLC153539

204, Timmy Arcade, Makwana Road, Marol, Andheri East, Mumbai-400059

Tel +91 22 28293949, Fax: +91 22 28293959

Website: www.octaware.com

E-mail: investor@octaware.com

Name of the Member(s):
Registered address:
E-mail ID:
Folio No/DP ID-Client ID:
Number of Shares held:

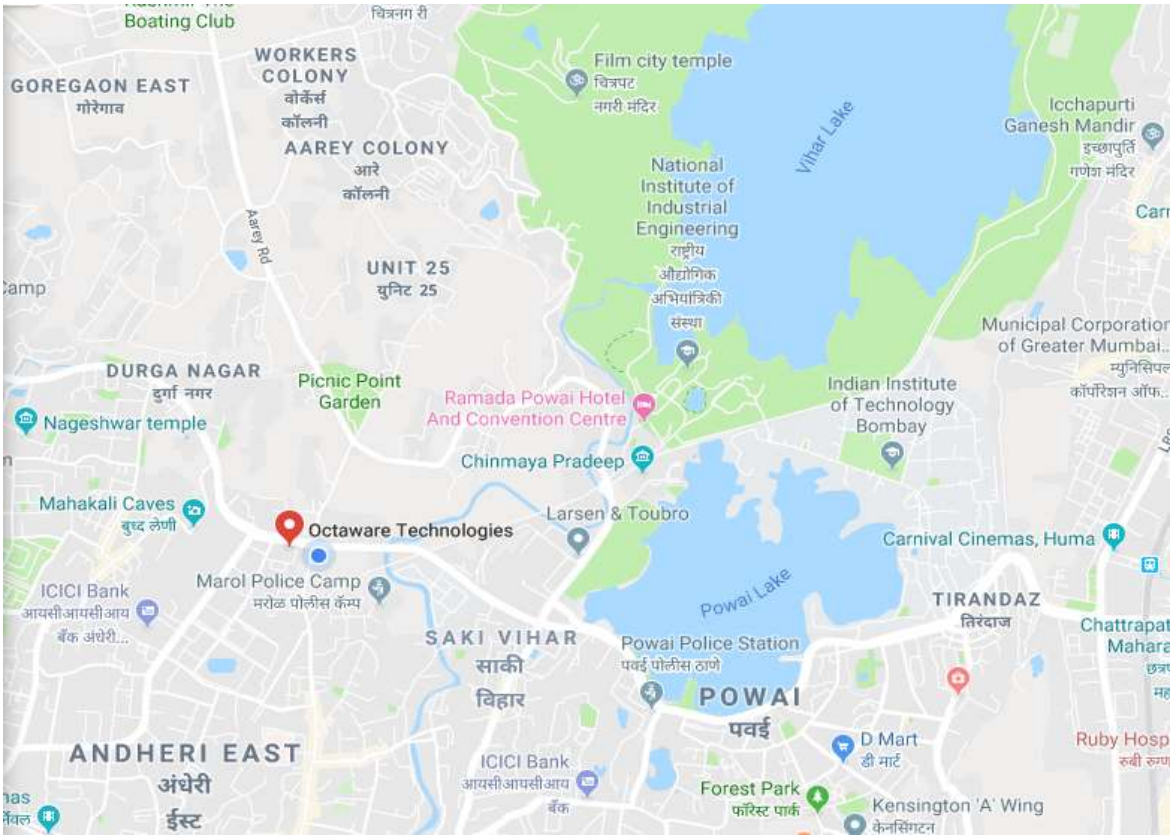
I/We certify that I am a member / proxy of the Company.

I hereby record my presence at the (02/2020) Extra Ordinary General Meeting to be held on Monday 15th February, 2021, at 11.00 AM at Unit 003, Tower II, Seepz++ Bldg, Seepz Sez, Andheri East, Mumbai-400096

_____ _____

Name of the Member / Proxy Signature of the Member / Proxy

(In Block Letters)

Note: Please fill this attendance slip and hand it over at the entrance of the meeting hall.

Route Map of the Venue of the Extra Ordinary General Meeting is apprehended below: