



Date: 07.10.2020

To,

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400001

Sub: Disclosure of Inter-se Transfer of Shares between the Promoters/ Promoters Group in accordance with Regulation 10(5) of SEBI (SAST) Regulations, 2011

Dear Sir/ Ma'am,

Pursuant to the Regulation 30 read with Schedule III of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 read with Regulation 3 of SEBI (Prohibition of Insider Regulations) Regulations, 2015, we would like to inform you that the Company has received an information from the following persons that they are in process of inter-se transfer of shares amongst themselves through an off-market transaction.

The details of the same is as under:

Date of Proposed Transaction	Name of the Transferor	Name of the Transferee	No. of Shares proposed to be transferred	% of Holding
14.10.2020	Sajid Iqbal Abdul Hameed	Mohammed Aslam Khan	645282	17.97%

This being an Inter se transfer of shares amongst Promoter Group, the same falls within the exemption [under Regulation 10 (1)(a)(ii) provided under SEBI (SAST) Regulation, 2011}. This is in nature of transfer of shares through an off-Market transaction amongst Promoters. The Aggregate holding of the Promoter and Promoter Group before and after the above inter se transaction remains the same (details individually enclosed).



OCTAWARE

The Bridge To Productivity

CIN: L72200MH2005PLC153539

In this connection necessary disclosure under Regulation 10 (5) for the above said acquisition in prescribed format, as submitted by the Acquirer is enclosed herewith for your kind information and records.

Yours truly,

For Octaware Technologies Limited

Ankit Mehra

Company Secretary & Compliance Officer

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

Date: 07.10.2020

To,

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400001
Email: corp.relations@bseindia.com

To,

Octaware Technologies Limited
204 Timmy Arcade Makwana
Rdmarol Off Kurla Andheri Road
Mumbai 400059
Email: ankit.mehra@octaware.com

Sub: Prior Intimation under regulation 10(5) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for proposed acquisition of shares

Dear Sir/ Ma'am,

As due compliance of Regulation 10(5) of the SEBI (SAST) Regulations, 2011, the undersigned being part of the Promoter and Promoter Group of the Company, hereby furnish the PRIOR INTIMATION in the specified format under regulation 10(5) in respect of proposed inter-se transfer of 645282 shares (17.97%) shares of Octaware Technologies Limited being the Target Company ("TC") in the following manner:

Inter-se Transfer of 645282 (17.97%) shares from Mr. Sajid Iqbal Abdul Hameed to Mr. Mohammed Aslam Khan, being promoters of the TC;

The shares are proposed to be acquired by way of "Mutual agreement between the promoters" from amongst the Promoters and Promoter Group pursuant to exemption provided in Regulation 10(1)(a)(ii) (qualifying person being persons named as promoters in the shareholding pattern filed by the target company for not less than three years prior to the proposed acquisition) and there will be no change in the Total Shareholding of the Promoters Group after such inter-se transfer of shares of TC.

Thanking You.

Yours Faithfully,



Mr. Mohammed Aslam Khan
Promoter & Managing Director of Octaware Technologies Limited
(Acquirer)

Encl: As above

Disclosures under Regulation 10(5)- Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Octaware Technologies Limited
2.	Name of the acquirer(s)	Mr. Mohammed Aslam Khan
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Yes. Mr. Mohammed Aslam Khan is one of the Promoter of Target Company
4.	<p>Details of the proposed acquisition</p> <p>a. Name of the person(s) from whom shares are acquired</p> <p>b. Proposed date of Acquisition</p> <p>c. Number of shares to be acquired from each person mentioned in 4 (a) above</p> <p>d. Total shares to be acquired as % of share capital of TC</p> <p>e. Price at which shares are proposed to be acquired</p> <p>f. Rationale, if any, for the proposed transfer</p>	<p>Mr. Sajid Iqbal Hameed.</p> <p>On or after 14.10.2020</p> <p>645282 Equity shares</p> <p>17.97%</p> <p>INR 4,85,25,206.40</p> <p>Inter-se transfer of shares amongst promoters of the Company, as per the mutual agreement between the promoters</p>
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Regulation 10(1)(a)(ii) of SEBI (SAST) Regulation, 2011
6	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	Not applicable

7	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not applicable
8	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Not applicable
9	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	Yes, the transferor and transferee have complied with applicable disclosure requirement in Chapter V of the Takeover Regulation, 2011
10	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with	I hereby declare that all the conditions specified under regulation 10 (1) (a) with respect to exemption has been complied with.

11.	Shareholding Details	Before the proposed Transaction		After the proposed transaction	
		No of Shares/voting rights	% w.r.t total share capital of TC	No of Shares/voting rights	% w.r.t total share capital of TC
	a. Acquirer(s) and PACs (other than sellers) (*)				
	Mr. Mohammed Aslam Khan	1084742	30.21%	1730024	48.18%
	b. Seller (s)				
	Mr. Sajid Iqbal Hameed	645282	17.97%	-	-



Mr. Mohammed Aslam Khan
Acquirer
Promoter & Managing Director

Date: 07.10.2020

Place: Mumbai