

HUMUZA CONSULTANTS

Corporate Office: G Block, Plot C-2 Wockhardt Towers, Bandra-Kurla Complex, Bandra (East), Mumbai- 400 051
Phone : 91-22-2653 4444. Fax : 91-22-2652 3905

27th March, 2017

BSE Limited Corporate Relations Department P J Towers, Dalal Street Mumbai 400 001 <u>Scrip Code: 532300</u> Fax Nos: 22723121	National Stock Exchange of India Limited Listing Department Exchange Plaza Bandra Kurla Complex, Bandra (E), Mumbai 400 051. <u>NSE Symbol – WOCKPHARMA</u> <u>Fax Nos: 26598237 / 26598238</u>
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Dear Sirs,

Sub: Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011

Please find enclosed disclosure in accordance with Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 relating to acquisition/ disposal of Shares of Wockhardt Limited.

Kindly take the same on your records.

Thanking you,

**For Humuza Consultants
Themisto Trustee Company Private Limited as Trustee**



**Dr. H. F. Khorakiwala
Director of Trustee**

Encl: As above

CC: Wockhardt Limited
D-4, MIDC, Chikalthana,
Aurangabad - 431006

Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Wockhardt Limited		
Name(s) of the acquirer/ seller and Persons Acting in Concert (PAC) with the acquirer	Name of the Acquirer / Seller Themisto Trustee Company Private Limited Names of Promoters/ PAC		
	1	Dr. Habil Khorakiwala	
	2	Dr. Huzaifa Khorakiwala	
	3	Dr. Murtaza Khorakiwala	
	4	Ms. Zahabiya Khorakiwala	
	5	Ms. Nafisa Khorakiwala	
	6	Dartmour Holdings Private Limited	
	7	Palanpur Holdings and Investments Private Limited	
	8	Khorakiwala Holdings and Investments Pvt. Ltd. ('KHIPL')	
	9	Humuza Consultants	
	10	Amalthea Consultants	
	11	Lysithea Consultants	
	12	HNZ Consultants	
	13	Habil Khorakiwala Trust	
	14	Amalthea Discretionary Trust	
	15	Lysithea Discretionary Trust	
	16	HNZ Discretionary Trust	
	17	Ananke Trustee Company Private Limited	
	18	Callirhoe Trustee Company Private Limited	
	19	Pasithee Trustee Company Private Limited	
Whether the acquirer / seller belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1.BSE Limited 2.National Stock Exchange of India Limited [Refer Notes]		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition/ disposal under consideration, holding of *			
a) Shares carrying voting rights			
—Themisto Trustee Company Private Limited *	71,297,757	64.50	64.17
—Ananke Trustee Company Private Limited	3,200,000	2.89	2.88
—Callirhoe Trustee Company Private Limited	3,200,000	2.89	2.88
—Pasithee Trustee Company Private Limited	3,400,000	3.08	3.06
—Other Promoters	887,625	0.80	0.80
	[Refer Notes]	[Refer Notes]	[Refer Notes]
*Themisto Trustee Company Private Limited holds (i) 6,58,97,757 shares (59.61%) in its capacity as the trustee of Habil Khorakiwala Trust which in turn hold these shares in its capacity as the partner of the Partnership firm Humuza Consultants; and (ii) 54,00,000 shares (4.89%) as the Trustee of Habil Khorakiwala Trust.			
a) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by equity shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)			
—Themisto Trustee Company Private Limited	-	-	-
—Ananke Trustee Company Private Limited	-	-	-
—Callirhoe Trustee Company Private Limited	-	-	-
—Pasithee Trustee Company Private Limited	-	-	-
—Other Promoters	1,85,28,540 (Nos. of OCCRPS)	-	0.08

a) Total (a+b+c+d)	8,19,85,382 & 1,85,28,540 (Nos. of OCCRPS)	74.16	73.87
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold			
—Themisto Trustee Company Private Limited@	-5400000	-4.89	-4.86
—Ananke Trustee Company Private Limited ^	1800000	1.63	1.62
—Callirhoe Trustee Company Private Limited #	1800000	1.63	1.62
—Pasithee Trustee Company Private Limited \$	1800000	1.63	1.62
—Other Promoters	-	-	-
	[Refer Notes]	[Refer Notes]	[Refer Notes]
<p>@Themisto Trustee Company Private Limited, in its capacity as trustee of Habil Khorakiwala Trust which in turn was holding these shares in its capacity as partner of Humuza Consultants ^ Ananke Trustee Company Private Limited, in its capacity as trustee of Amalthea Discretionary Trust # Callirhoe Trustee Company Private Limited, in its capacity as trustee of Lysithea Discretionary Trust \$ Pasithee Trustee Company Private Limited, in its capacity as trustee of HNZ Discretionary Trust</p>			
b) VRs acquired /sold otherwise than by shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-	-	-
d) Shares encumbered / invoked/released by the acquirer.	-	-	-
e) Total (a+b+c+/-d)	0	0%	0%
After the acquisition/sale, holding of:			
a) Shares carrying voting rights			
—Themisto Trustee Company Private Limited	65,897,757	59.61	59.31
—Ananke Trustee Company Private Limited	5,000,000	4.52	4.50
—Callirhoe Trustee Company Private Limited	5,000,000	4.52	4.50
—Pasithee Trustee Company Private Limited	5,200,000	4.71	4.68
—Other Promoters	887,625	0.80	0.80
	[Refer Notes]	[Refer Notes]	[Refer Notes]
b) Shares encumbered with the acquirer	-	-	-
c) VRs otherwise than by equity shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition			
—Themisto Trustee Company Private Limited	-	-	-
—Ananke Trustee Company Private Limited	-	-	-
—Callirhoe Trustee Company Private Limited	-	-	-
—Pasithee Trustee Company Private Limited	-	-	-
—Other Promoters	1,85,28,540 (Nos. of OCCRPS)	-	0.08
e) Total (a+b+c+d)	8,19,85,382 & 1,85,28,540 (Nos. of OCCRPS)	74.16	73.87
Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)			
Open Market by way of Block Deal			
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable			
23rd March, 2017			
Equity share capital / total voting capital of the TC before the said acquisition/sale			
Rs.552,740,140/-			
Equity share capital/ total voting capital of the TC after the said acquisition/sale			
Rs. 552,740,140/-			
Total diluted share/voting capital of the TC after the said acquisition/sale			
N.A. [Refer Notes]			

Notes:

1. Global Depository Receipts (GDRs) of the Target Company are listed on Luxembourg Stock Exchange.

2. The Promoter/ Promoter Group holds 8,19,85,382 (74.16%) of the Target Company. This filing is being made in respect of an inter-se transfer of shares carrying voting rights between the Promoters of the Target Company. In particular, Themisto Trustee Company Private Limited, in its capacity as trustee of Habil Khorakiwala Trust which in turn was holding these shares in its capacity as partner of Humuza Consultants is selling 54,00,000 Equity Shares of Face Value of Rs.5/- each to Ananke Trustee Company Private Limited, Callirhoe Trustee Company Private Limited and Pasithee Trustee Company Private Limited who are part of the Promoter Group entities. Accordingly, the % shareholding of Promoter Group before and after acquisition remains unchanged.

3. The Target Company has outstanding convertible securities viz. 121,454,927 Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS) of Rs. 5/- each out of which KHIPL, part of Promoter Group, holds 1,85,28,540 Nos of OCCRPS. The Relevant Date for conversion of OCCRPS is 4th June, 2016. However, none of the OCCRPS holders have exercised their option of conversion so far.

Assuming, if all the OCCRPS holders exercises their right of conversion of OCCRPS into Equity Shares, the Promoter Group holding will be 73.87% of total equity share capital of the target company.

For Themisto Trustee Company Private Limited



Dr. H. F. Khorakiwala
Director

For Ananke Trustee Company Private Limited,



Dr. H. F. Khorakiwala
Director

For Callirhoe Trustee Company Private Limited



Dr. H. F. Khorakiwala
Director

For Pasithee Trustee Company Private Limited



Dr. H. F. Khorakiwala
Director

Place: Mumbai

Date: 27th March, 2017