

# HABIL KHORAKIWALA TRUST

Corp. 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

23<sup>rd</sup> March, 2017

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

Kindly take the same on your records.

Thanking you,

For **Habil Khorakiwala Trust**  
**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 | <p><b><u>Name of the Acquirer</u></b><br/>Themisto Trustee Company Private Limited</p> <p><b><u>Names of Promoters/ PAC</u></b></p> <ol style="list-style-type: none"> <li>1. Dr. Habil Khorakiwala</li> <li>2. Dr. Huzaifa Khorakiwala</li> <li>3. Dr. Murtaza Khorakiwala</li> <li>4. Ms. Zahabiya Khorakiwala</li> <li>5. Ms. Nafisa Khorakiwala</li> <li>6. Dartmour Holdings Private Limited</li> <li>7. Palanpur Holdings and Investments Private Limited</li> <li>8. Khorakiwala Holdings and Investments Pvt. Ltd. ('KHIPL')</li> <li>9. Humuza Consultants</li> <li>10. Amalthea Consultants</li> <li>11. Lysithea Consultants</li> <li>12. HNZ Consultants</li> <li>13. Habil Khorakiwala Trust</li> <li>14. Amalthea Discretionary Trust</li> <li>15. Lysithea Discretionary Trust</li> <li>16. HNZ Discretionary Trust</li> <li>17. Ananke Trustee Company Private Limited</li> <li>18. Callirhoe Trustee Company Private Limited</li> <li>19. Pasithee Trustee Company Private Limited</li> </ol> |  |   |
| 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<br>2. National Stock Exchange of India Limited<br>[Refer Notes]   |  |   |
| Details of the acquisition / disposal as follows                                       | <b>Number</b>  | <b>% w.r.t. total share/voting capital wherever applicable (*)</b> | <b>% w.r.t. total diluted share/voting capital of the TC (**)</b> |
| <b>Before the acquisition/disposal under consideration, holding of :</b>               |  |  |   |
| a) Shares carrying voting rights   |  |  |   |
| - Themisto Trustee Company Private Limited   | 6,58,97,757  | 59.61  | 59.31   |
| - Ananke Trustee Company Private Limited   | 50,00,000  | 4.52   | 4.50  |
| - Callirhoe Trustee Company Private Limited  | 50,00,000  | 4.52   | 4.50  |
| - Pasithee Trustee Company Private Limited   | 52,00,000  | 4.71   | 4.68  |
| - Other Promoters  | 8,87,625   | 0.80   | 0.80  |
|  | [Refer Notes]  | [Refer Notes]  | [Refer Notes]   |
| b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others) | Nil  | Nil  | Nil   |

|  |   |               |               |
|--|---|---------------|---------------|
| c) Voting rights (VR) otherwise than by equity shares  | Nil   | Nil           | Nil           |
| 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   | Nil   | Nil           | Nil           |
| - Ananke Trustee Company Private Limited   | Nil   | Nil           | Nil           |
| - Callirhoe Trustee Company Private Limited  | Nil   | Nil           | Nil           |
| - Pasithee Trustee Company Private Limited   | Nil   | Nil           | Nil           |
| - Other Promoters  | 1,85,28,540<br>(Nos. of OCCRPS)                                   | Nil           | 0.08          |
| <b>e) Total (a+b+c+d)</b>  | <b>8,19,85,382<br/>&amp;<br/>1,85,28,540<br/>(Nos. of OCCRPS)</b> | <b>74.16</b>  | <b>73.87</b>  |
| <b>Details of acquisition/sale</b>   |   |               |               |
| a) Shares carrying voting rights acquired/sold   |   |               |               |
| - Themisto Trustee Company Private Limited   | 54,00,000   | 4.89 @        | 4.86          |
| - Ananke Trustee Company Private Limited   | (18,00,000)   | (1.63) ^      | (1.62)        |
| - Callirhoe Trustee Company Private Limited  | (18,00,000)   | (1.63) #      | (1.62)        |
| - Pasithee Trustee Company Private Limited   | (18,00,000)   | (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.<br/> ^ Ananke Trustee Company Private Limited, in its capacity as trustee of Amalthea Discretionary Trust which in turn holds these shares in its capacity as partner of Amalthea Consultants.<br/> # Callirhoe Trustee Company Private Limited, in its capacity as trustee of Lysithea Discretionary Trust which in turn holds these shares in its capacity as partner of Lysithea Consultants.<br/> \$ Pasithee Trustee Company Private Limited, in its capacity as trustee of HNZ Discretionary Trust which in turn holds these shares in its capacity as partner of HNZ Consultants.</p> |   |               |               |
| b) VRs acquired /sold otherwise than by shares   | Nil   | Nil           | Nil           |
| 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   | Nil   | Nil           | Nil           |
| d) Shares encumbered / invoked/released by the acquirer.   | Nil   | Nil           | Nil           |
| <b>e) Total (a+b+c+/-d)</b>  | <b>0</b>  | <b>0%</b>     | <b>0%</b>     |
| <b>After the acquisition/sale, holding of:</b>   |   |               |               |
| a) Shares carrying voting rights   |   |               |               |
| - Themisto Trustee Company Private Limited   | 7,12,97,757   | 64.50         | 64.17         |
| - Ananke Trustee Company Private Limited   | 32,00,000   | 2.89          | 2.88          |
| - Callirhoe Trustee Company Private Limited  | 32,00,000   | 2.89          | 2.88          |
| - Pasithee Trustee Company Private Limited   | 34,00,000   | 3.08          | 3.06          |
| - Other Promoters  | 8,87,625  | 0.80          | 0.80          |
|  | [Refer Notes]   | [Refer Notes] | [Refer Notes] |

|  |   |              |              |
|--|---|--------------|--------------|
| b) Shares encumbered with the acquirer   | Nil   | Nil          | Nil          |
| c) VRs otherwise than by equity shares   | Nil   | Nil          | Nil          |
| 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   | Nil   | Nil          | Nil          |
| - Ananke Trustee Company Private Limited   | Nil   | Nil          | Nil          |
| - Callirhoe Trustee Company Private Limited  | Nil   | Nil          | Nil          |
| - Pasithee Trustee Company Private Limited   | Nil   | Nil          | Nil          |
| - Other Promoters  | 1,85,28,540<br>(Nos. of OCCRPS)                                   | Nil          | 0.08         |
| <b>e) Total (a+b+c+d)</b>  | <b>8,19,85,382<br/>&amp;<br/>1,85,28,540<br/>(Nos. of OCCRPS)</b> | <b>74.16</b> | <b>73.87</b> |
| 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   | 22 <sup>nd</sup> 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.<br>[Refer Notes]   |              |              |

**Note:**

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 is acquiring 54,00,000 Equity Shares of Face Value of Rs.5/- each from 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 the 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 4<sup>th</sup> 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: 23<sup>rd</sup> March, 2017