

# HUMUZA CONSULTANTS

Regd Office: C/o G Block, Plot C-2 Wockhardt Towers, Bandra-Kurla Complex, Bandra (East), Mumbai- 400 051

**Disclosures under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1.	Name of the Target Company (TC)	Wockhardt Limited	
2.	Name of the acquirer(s)	Humuza Consultants  Please see Note 1 for further details	
3.	Name of the stock exchange where shares of the TC are listed	1. BSE Limited 2. National Stock Exchange of India Limited	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Please refer Note 1 for details	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	10 (1) (a) (iii) – The acquisition is pursuant to inter-se transfer of shares amongst qualifying persons being a company, its subsidiaries, its holding company, other subsidiaries of such holding company, persons holding not less than fifty percent of the equity shares of such company, other companies in which such persons hold not less than fifty percent of the equity shares, and their subsidiaries subject to control over such qualifying persons being exclusively held by same persons.  Please see Note 1 for further details	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, – Whether disclosure was made and whether it was made within the timeline specified under the regulations. – Date of filing with the stock exchange.	Yes. The disclosure was made on June 30, 2014 and was within prescribed timelines. Acknowledged copies enclosed as Annexure A.  Date of filing with stock exchange – June 30, 2014	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
	a. Name of the transferor / seller –	1) Khorakiwala Holdings and Investments Private Limited	Yes

		(KHIPL) 2) Palanpur Holdings and Investments Pvt Ltd (PHIPL) 3) Dartmour Holdings Pvt Ltd (DHPL)			
	b. Date of acquisition	July 7, 2014	Yes		
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	1. KHIPL – 55,916,132 equity shares of TC 2. PHIPL – 3,153,300 equity shares of TC 3. DHPL – 6,828,325 equity shares of TC	Yes		
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	1. KHIPL – 50.83 % 2. PHIPL – 2.87% 3. <u>DHPL – 6.21%</u>  <b>Total - 59.91%</b>	Yes.		
	e. Price at which shares are proposed to be acquired / actually acquired	Nil. The equity shares are proposed to be transferred/ acquired by way of gift.	Yes		
8.	Shareholding details	Pre-Transaction	Post-Transaction		
		No. of shares held	% w.r.t. to total share capital of TC		
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	– Each Acquirer / Transferee(*) (Refer Note 1 below)	NIL	NIL	65,897,757	59.90%
	– Each Seller / Transferor (Refer Note 2)	81,097,757	73.72%	15,200,000	13.82%
	– KHIPL	71,116,132	64.65%	15,200,000	13.82%
	– PHIPL	3,153,300	2.87%	NIL	NIL
	– DHPL	6,828,325	6.21%	NIL	NIL

#### Note 1

In view of intra-group restructuring, on 7<sup>th</sup> July 2014, Humuza Consultants acquired by way of gift 65,897,757 equity shares of RS. 5/- each of Wockhardt Limited (TC) constituting 59.90% of paid up equity share capital from Khorakiwala Holdings and Investments Private Limited, Palanpur Holdings and investments Pvt Ltd and Dartmour Holdings Pvt Ltd existing promoter companies.

Humuza Consultants is a partnership firm in which following are the partners:

Name of the partners	Ratio	Name of the Trustee / Designated Partners /Partners
Habil KhorakiwalaTrust	97%	Trustee - Themisto Trustee Company Private Limited of which Dr Habil Khorakiwala and Ms Nafisa Khorakiwala are Directors. Dr Habil Khorakiwala is in control and indirectly holds majority of the voting share capital of Themisto Trustee Company Private Limited.  Dr Habil Khorakiwala and Ms. Nafisa Khorakiwala are promoters of the TC and along with other promoters hold 74.53 % of the equity share capital of the TC.
Helike Trading and Services LLP	1%	Dr .Habil Khorakiwala, and Dr Huzaifa Khorakiwala are the partners with profit sharing ratio 60:40.  Dr Habil Khorakiwala and Dr Huzaifa Khorakiwala are promoters of the TC and along with other promoters hold 74.53% of the equity share capital of the TC.
Adrastea Trading and Services LLP	1%	Dr Habil Khorakiwala, and Dr Murtaza Khorakiwala are the partners with profit sharing ratio 60:40.  Dr Habil Khorakiwala and Dr Murtaza Khorakiwala are promoters of the TC and along with other promoters hold 74.53% of the equity share capital of the TC.
HZ Trading and Services LLP	1%	Dr Habil Khorakiwala, and Ms Zahabiya Khorakiwala are the partners with profit sharing ratio 60:40.  Dr .Habil Khorakiwala is promoter of the TC and along with other promoters hold 74.53% of the equity share capital of the TC.

On account of Humuza Consultants being a partnership firm, the equity shares of TC are held in the name of Themisto Trustee Company Private Limited / Adrastea Trading & Services LLP/ HZ Trading and Services LLP and the voting rights shall be exercised by Themisto Trustee Company Private Limited in its capacity as a trustee of Habil Khorakiwala Trust, major partner of Humuza Consultants.

Since Dr Habil Khorakiwala controls and holds more than 50% of the equity share capital of KHIPL and controls and indirectly holds more than 50% of the equity share capital of Themisto Trustee Company Private Limited the transfer of shares between KHIPL, PHIPL, DHPL and Themisto Trustee Company Private Limited is exempt from making an open offer in terms of Regulation 10(1)(a)(iii) of the Takeover Regulations.

**Note 2**

Simultaneously, with the transfer between KHIPL, PHIPL, DHPL and Themisto Trustee Company Private Limited, Lysithea Consultants, HNZ Consultants and Amalthea Consultants, all partnership firms acquired 15,200,000 equity shares from KHIPL constituting 13.82% of equity share capital of Wockhardt Limited. Accordingly, on 7<sup>th</sup> July 2014, KHIPL ceased to hold any equity shares in Wockhardt Limited. Separate filings have been made under the Takeover Regulations for the aforesaid transfers.

Further, with the transfers between KHIPL, PHIPL, DHPL and Themisto Trustee Company Private Limited (as set out above), PHIPL and DHPL ceased to hold any equity shares of Wockhardt Limited.

For **Humuza Consultants**

**Habil Khorakiwala Trust as a Partner**

**Through its Trustee Themisto Trustee Company Pvt Ltd**

A handwritten signature in blue ink, appearing to read 'Habil Khorakiwala', with a horizontal line underneath.

**Partner**

Date: 10<sup>th</sup> July 2014

Place: Mumbai