

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

26th March, 2020

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

Sub: Disclosure under Regulation 31(1) and 31(3) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations. 2011.

Please find enclosed herewith disclosure in accordance with Regulations 31(1) and 31(3) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 pertaining to creation of pledge on additional 67,44,000 Nos. of Equity Shares of Wockhardt Limited on 24th March, 2020 and 25th March, 2020.

Also enclosing herewith additional disclosure under Regulation 31(1) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 pursuant to SEBI circular SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated 7th August, 2019 required to be submitted by promoters upon encumbrance of shares exceeding 20% of total share capital of the Company.

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

Disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Wockhardt Limited
Names of the stock exchanges where the shares of the target company are listed	BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)
Date of reporting	26th March, 2020
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked	Themisto Trustee Company Private Limited ¹

Details of the creation of encumbrance:

Name of the promoter (s) or PACs with him*	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares (creation [(2)+(3)] / release [(2)-(3)] / invocation [(1)-(3)])	
	Number	% of total share capital	Number	% of total share capital	Type of event (creation / Release / invocation)	Date of creation/ release/ invocation of encumbrance	Type of encumbrance (pledge/lien/non-disposal-undertaking-/others)	Reasons for encumbrance **	Number	% of share capital	Name of the entity in whose favor shares encumbered ***	Number	% of total share capital
Themisto Trustee Company Private Limited ¹	60,497,757	54.63%	2,29,06,000 Nos. of Equity Shares	20.69%	Creation of Pledge	24/03/2020	Pledge	For the purpose of collateral for loan taken	21,00,000 Nos. of Equity Shares	1.90%	Anand Rathi Global Finance Ltd (ARGFL)	2,96,50,000 Nos. of Equity Shares	26.78%
									39,00,000 Nos. of Equity Shares	3.52%	Standard Chartered Investmets & Loans (India) Ltd (SCILL)		
									7,44,000 Nos. of Equity Shares	0.67%	Badjate Stock Broking Pvt Ltd (BSBPL)		
					Total								67,44,000 Nos. of Equity Shares
Habil F Khorakiwala	442,785	0.40%	Nil		Nil							Nil	
Murtaza Habil Khorakiwala	226,200	0.20%											
Huzaifa Habil Khorakiwala	216,000	0.20%											
Nafisa Habil Khorakiwala	2,640	0.00%											
Themisto Trustee Company Private Limited ¹	4,400,000	3.97%											
Pasitheer Trustee Company Private Limited ²	1,500,000	1.35%											
Callirhoe Trustee Company Private Limited ³	1,320,578	1.19%											
Ananke Trustee Company Private Limited ³	1,472,716	1.33%											
Pasitheer Trustee Company Private Limited ³	3,400,000	3.07%											
Ananke Trustee Company Private Limited ³	3,200,000	2.89%											
Callirhoe Trustee Company Private Limited ³	3,200,000	2.89%											

Note:

- ¹Themisto Trustee Company Private Limited holds these shares in its capacity as the Trustee of Habil Khorakiwala Trust, being a Partner of Humuza Consultants (Partnership Firm).
- ² Shares are held by the said Companies in the capacity as a Trustee of respective Trusts.
- ³ Shares are held by the said Companies in capacity as a Trustee of respective Trusts being partner in Partnership Firms.
- Promoters hold total 7,98,78,676 (72.13%) Equity Shares in Wockhardt Limited.
- Promoters have earlier created pledge on 2,29,06,000 No. of Equity Shares (20.69%) held by them in the Company. With the creation of Pledge on above mentioned 67,44,000 Nos. of Equity Shares (6.09%), the No. of Pledged Shares now increased to 2,96,50,000 No. of Equity Shares (26.78%).
- As reported in annual disclosure, other Promoter/ PACs are Ms. Zahabiya Khorakiwala, Dartmour Holdings Private Limited, Palanpur Holdings and Investments Private imited, Khorakiwala Holdings and Investments Pvt. Ltd. However, they do not hold Equity Shares in Wockhardt Limited.
- All the No of Shares reported above are Equity Shares held in Wockhardt Limited.

For Themisto Trustee Company Private Limited



Dr. H. F. Khorakiwala
Director

**Additional disclosure under Regulation 31(1) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011
[Pursuant to Circular SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated 7th August, 2019]**

Name of Listed Company	Wockhardt Limited
Name of the recognised stock exchanges where the shares of the company are listed	BSE Limited (BSE) National Stock Exchange of India Limited (NSE)
Name of the promoter(s) / PACs whose shares have been encumbered	Humuza Consultants
Total promoter shareholding in the listed company	No. of Shares held: 7,98,78,676 (72.13%)
Encumbered shares as a % of promoter shareholding	26.78%
Whether encumbered share is 50% or more of promoter shareholding	No
Whether encumbered share is 20% or more of total share capital	Yes

Details of all the existing events/agreements pertaining to encumbrance

Encumbrance No.	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27				
Date of creation/ Release of encumbrance	19.12.2018	31.01.2019	20.05.2019	21.06.2019	04.07.2019	06.08.2019	23.08.2019	16.09.2019	30.09.2019	09.10.2019	11.11.2019	20.11.2019	25.11.2019	23.12.2019	27.12.2019	27.01.2020	28.01.2020	28.01.2020	12.03.2020	12.03.2020	13.03.2020	17.03.2020	18.03.2020	19.03.2020	24.03.2020	24.03.2020	25.03.2020				
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	Creation of Pledge							Release of pledged Shares	Creation of Pledge							Release of pledged Shares			Creation of Pledge												
No. and % of shares encumbered	No. of shares : % of total share capital :	1,000,000 0.90%	250,000 0.23%	150,000 0.14%	300,000 0.27%	500,000 0.45%	800,000 0.72%	300,000 0.27%	- 650,000 -0.59%	600,000 0.54%	200,000 0.18%	1,300,000 1.17%	850,000 0.77%	500,000 0.45%	7,200,000 6.50%	6,500,000 5.87%	- 1,400,000 -1.26%	- 400,000 -0.36%	- 444,000 -0.40%	775,000 0.70%	2,100,000 1.90%	700,000 0.63%	925,000 0.84%	500,000 0.45%	350,000 0.32%	3,900,000 3.52%	2,100,000 1.90%	744,000 0.67%			
Specific Details about the encumbrance																															
Name of the entity in whose favour shares encumbered (X)	Anand Rathi Global Finance Ltd													Badjate Stock Broking Private Limited		SBICAP Trustee Company Ltd (Trustee of LIC Housing Finance Ltd)	Standard Chartered Investmets & Loans (India) Ltd		Anand Rathi Global Finance Ltd	Badjate Stock Broking Private Limited	Anand Rathi Global Finance Ltd	Standard Chartered Investmets & Loans (India) Ltd	Badjate Stock Broking Private Limited	Standard Chartered Investmets & Loans (India) Ltd	Anand Rathi Global Finance Ltd	Badjate Stock Broking Private Limited	Standard Chartered Investmets & Loans (India) Ltd	Anand Rathi Global Finance Ltd	Badjate Stock Broking Private Limited		
Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	Yes													No. Nature of Business: Stock Broking		No. Nature of Business: Trustee Company on behalf of UCHFC.	Yes	Yes	Yes	No Nature of Business: Stock Broking	Yes	Yes	No Nature of Business: Stock Broking	Yes	Yes	No Nature of Business: Stock Broking	Yes	Yes	No Nature of Business: Stock Broking	Yes	No Nature of Business: Stock Broking
Names of all other entities in the agreement	Humuza Consultants, Pledgor (Themisto Trustee Company Pvt Ltd holds these shares in Capacity as the Trustee of Habil Khorakiwala Trust, being a partner of Humuza Consultants, Partnership Firm) Not applicable																														
Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating. If Yes, 1 Name of the issuer : 2 Details of the debt instrument : 3 Whether the debt instrument is listed on stock exchanges? 4 Credit Rating of the debt instrument 5 ISIN of the instrument	Not applicable																														
Security Cover/ Asset Cover																															
Value of shares on the date of event / agreement (A) (Amount in Rs.)	520,400,000	110,362,500	58,155,000	110,040,000	186,225,000	226,480,000	76,395,000	212,420,000	153,840,000	47,610,000	373,685,000	245,565,000	127,275,000	1,772,280,000	1,604,850,000	494,060,000	138,220,000	153,424,200	160,192,500	434,070,000	157,290,000	189,948,750	98,300,000	63,560,000	612,885,000	330,015,000	123,541,200				
Amount involved (against which shares have been encumbered) (B) (Amount in Rs.)	20,00,00,000			#				N.A. [Release of part of the Pledged Shares]	#	10,00,00,000	10,00,00,000	3,500,000,000	50,00,00,000	N.A. [Release of part of the Pledged Shares]			#	*	@	*	#	@	*	#	@	*	#	@			
Ratio of A / B	260.20			#				-do-	#	3.73685	3.73	0.51^	3.2097	N.A.			#	*	@	*	#	@	*	#	@	*	#	@			
End use of money																															
Borrowed amount to be utilized for what purpose -	(a) Personal use by Promoters and PACs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-			
	(b) For the benefit of listed company. Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-			
	Any other reason (please specify)	The amount raised by creating Pledge on Shares have been partially invested in Preference Shares/ extended unsecured loan to Wockhardt Limited from time to time.																													

Extended additional collateral for loan (i.e. loan against pledge of shares) taken earlier from Anand Rathi.
@Extended additional collateral for loan (i.e. loan against pledge of shares) taken earlier from Badjate.
* Extended additional collateral for loan (i.e. loan against pledge of shares) taken earlier from Standard Chartered.
^ The Shares were Pledged alongwith other collaterals for the loan from LIC Housing Finance Limited.

For and on behalf Humuza Consultants.
Themisto Trustee Company Private Limited as Trustee



Dr. H. F. Khorakiwala, Director of Trustee

Place: Mumbai
Date: 26-03-2020