

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 November, 2019

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 Sir(s),

Sub: Disclosure under 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 (SAST Regulations) pertaining to creation of pledge by Promoters on additional 8,50,000 Nos. of Equity Shares of Wockhardt Limited on 20th November, 2019. Also, please find enclosed disclosure under Regulation 29(2) of the SAST Regulations in relation to sale of 1.36% equity shares by the promoter entities though sale not exceeding 2% of total shareholding or voting rights in 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	22nd November, 2019
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked	Themisto Trustee Company Private Limited [#]

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 [#]	60,497,757	54.63%	47,50,000	4.29%	Creation of Pledge	20/11/2019	Pledge	For the purpose of collateral for loan taken	8,50,000 Nos. of Equity Shares were Pledged	0.77%	Badjate Stock Broking Private Limited	56,00,000 Nos. of Equity Shares have been Pledged	5.06%
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 [@]	4,997,903	4.51%											
Pasithee Trustee Company Private Limited [@]	1,500,000	1.35%											
Callirhoe Trustee Company Private Limited [@]	1,320,578	1.19%											
Ananke Trustee Company Private Limited [@]	1,472,716	1.33%											
Pasithee Trustee Company Private Limited ^{\$}	3,400,000	3.07%											
Ananke Trustee Company Private Limited ^{\$}	3,200,000	2.89%											
Callirhoe Trustee Company Private Limited ^{\$}	3,200,000	2.89%											

Note:

- [#] Themisto 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).
- [@] Shares are held by the said Companies in the capacity as a Trustee of respective Trusts.
- ^{\$} Shares are held by the said Companies in capacity as a Trustee of respective Trusts being partner in Partnership Firms.
- Promoters has sold 15,08,803 equity shares from 20th - 22nd November, 2019. Accordingly, the shareholding of promoters reduced from 74.04% to 72.67%. Promoters now hold total 8,04,76,579 (72.67%) Equity Shares in Wockhardt Limited.
- Promoters' have earlier pledged 47,50,000 Nos of Equity Shares held by them in the Company. With the creation of Pledge on above mentioned 8,50,000 Nos. of Equity Shares on 20th November, 2019, the Pledged Shares now increased to 56,00,000 No of Equity Shares.
- As reported in annual disclosure, other Promoter/ PACs are Ms. Zahabiya Khorakiwala, Dartmour Holdings Private Limited, Palanpur Holdings and Investments Private Limited, 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

Place: Mumbai

Date: 22nd November, 2019

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 Seller Entities Promoters' Trust * Themisto Trustee Company Private Limited Ananke Trustee Company Private Limited Callirhoe Trustee Company Private Limited Pasithee 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 Themisto Trustee Company Private Limited 18 Ananke Trustee Company Private Limited 19 Callirhoe Trustee Company Private Limited 20 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		
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			
Partnership Firm ^			
—Themisto Trustee Company Private Limited	60,497,757	54.63	54.63
—Ananke Trustee Company Private Limited	3,200,000	2.89	2.89
—Callirhoe Trustee Company Private Limited	3,200,000	2.89	2.89
—Pasithee Trustee Company Private Limited	3,400,000	3.07	3.07
Promoters' Trust *			
—Themisto Trustee Company Private Limited	5,400,000	4.88	4.88
—Ananke Trustee Company Private Limited	1,800,000	1.63	1.63
—Callirhoe Trustee Company Private Limited	1,800,000	1.63	1.63
—Pasithee Trustee Company Private Limited	1,800,000	1.63	1.63
Other Promoters #	887,625	0.80	0.80
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)			
Partnership Firm \$			
—Themisto Trustee Company Private Limited	5,600,000	5.06	5.06
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)			
	Nil	Nil	Nil
a) Total (a+b+c+d)	8,19,85,382	74.04%	74.04%

Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold			
Promoters' Trust *			
— Themisto Trustee Company Private Limited	-402097	-0.36	-0.36
— Ananke Trustee Company Private Limited	-327284	-0.30	-0.30
— Callirhoe Trustee Company Private Limited	-479422	-0.43	-0.43
— Pasithee Trustee Company Private Limited	-300000	-0.27	-0.27
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
e) Total (a+b+c+/-d)	-1,508,803	-1.36	-1.36
After the acquisition/sale, holding of:			
a) Shares carrying voting rights			
Partnership Firm ^			
—Themisto Trustee Company Private Limited	60,497,757	54.63	54.63
—Ananke Trustee Company Private Limited	3,200,000	2.89	2.89
—Callirhoe Trustee Company Private Limited	3,200,000	2.89	2.89
—Pasithee Trustee Company Private Limited	3,400,000	3.07	3.07
Promoters' Trust *			
—Themisto Trustee Company Private Limited	4,997,903	4.51	4.51
—Ananke Trustee Company Private Limited	1,472,716	1.33	1.33
—Callirhoe Trustee Company Private Limited	1,320,578	1.19	1.19
—Pasithee Trustee Company Private Limited	1,500,000	1.35	1.35
Other Promoters #	887,625	0.80	0.80
b) Shares encumbered with the acquirer			
Partnership Firm \$			
—Themisto Trustee Company Private Limited	5,600,000	5.06	5.06
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	Nil	Nil	Nil
e) Total (a+b+c+d)	8,04,76,579	72.67	72.67
Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Market Sales		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	20/11/2019 to 22/11/2019		
Equity share capital / total voting capital of the TC before the said acquisition/sale	Rs.553,675,015/-		
Equity share capital/ total voting capital of the TC after the said acquisition/sale	Rs.553,675,015/-		
Total diluted share/voting capital of the TC after the said acquisition/sale (No change)	Rs.553,675,015/-		

Notes:

1. ^The shares appearing under Category "Partnership Firm" are held by the said Companies in capacity as a Trustee of respective Trusts being partner in Partnership Firms i.e. Humuza Consultants, Amalthea Consultants, Lysithea Consultants and HNZ Consultants respectively.
2. * The shares appearing under Category "Promoters' Trust" are held by the said Companies in the capacity as a Trustee of Trusts i.e. Habil Khorakiwala Trust, Amalthea Discretionary Trust, Lysithea Discretionary Trust and HNZ Discretionary Trust respectively.
3. # "Other Promoters" includes Dr. Habil Khorakiwala, Dr. Huzaifa Khorakiwala, Dr. Murtaza Khorakiwala, Ms. Zahabiya Khorakiwala, Ms. Nafisa Khorakiwala, Dartmour Holdings Private Limited ('DHPL'), Palanpur Holdings and Investments Private Limited ('PHIPL') and Khorakiwala Holdings and Investments Private Limited ('KHIPL'). DHPL, PHIPL and KHIPL currently does not hold any equity share in the Company, however, they form part of Promoter and Promoter Group of the Company with Nil holding.
4. \$ The shares appearing under Category "Partnership Firm" are held by Themisto Trustee Company Private Limited in capacity as a Trustee of Habil Khorakiwala Trust being partner in Partnership Firm i.e. Humuza Consultants.

5. After the sale of above 1,508,803 equity shares by the Promoters Trust from 20/11/2019 to 22/11/2019, the shareholding of Promoters (along with PAC) stands reduced to 72.67% in the Company. Further, Promoters have so far pledged totally 5.06% of total share capital of the Company (comprising of 56,00,000 equity shares) on various dates which includes pledge created on 8,50,000 equity shares on 20th November, 2019.

6. The Company has issued 50,00,00,000 4% Non-Convertible Non-Cumulative Redeemable Preference Shares to Humuza Consultants (40,00,00,000 nos) and Khorakiwala Holdings and Investments Private Limited (10,00,00,000 nos). Further, the Company has also issued 16,00,00,000 0.1% Non-Convertible Cumulative Redeemable Preference Shares to Khorakiwala Holdings and Investments Private Limited.

For and on behalf of Promoters' Trust



Dr. H. F. Khorakiwala
Director - Trust Companies
Place: Mumbai
Date: 22nd November, 2019