

AMALTHEA CONSULTANTS

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

June 30, 2014

National Stock Exchange of India Limited

Listing Department
Exchange Plaza
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051

Fax No: 26598237/26598238

Total No. of pages : 5 (including this)

Dear Sirs,

Scrip Code: 532300

Sub: Disclosure under Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Please find enclosed herewith disclosure being made by Amalthea Consultants, Acquirer in prescribed format under Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

This disclosure is made in respect of proposed acquisition of 50,00,000 equity shares of Wockhardt Limited by Amalthea Consultants under Regulation 10(1)(a)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

You are requested to take the same on your record.

Thanking you,

Yours truly,

For **Amalthea Consultants**

Amalthea Discretionary Trust as a Partner

Through its Trustee AnankeTrustee Company Pvt Ltd


Partner



AMALTHEA CONSULTANTS

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Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) 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)	Amalthea Consultants Please see Note 1 for further details
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	No. However, the Acquirer is controlled by Dr. Habil Khorakiwala. Please see note 1 for further details
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Khorakiwala Holdings and Investments Private Limited (KHIPL)
	b. Proposed date of acquisition	July 7, 2014
	c. Number of shares to be acquired from each person mentioned in 4(a) above	50,00,000 equity shares of TC
	d. Total shares to be acquired as % of share capital of TC	4.55%
	e. Price at which shares are proposed to be acquired	Nil. The equity shares are proposed to be transferred/ acquired by way of gift.
	f. Rationale, if any, for the proposed transfer	It is an intra group restructuring
5.	Relevant sub-clause of regulation 10(1)(a) 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.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	Not Applicable. The equity shares are proposed to be transferred / acquired by way of gift.			
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not Applicable. The equity shares are proposed to be transferred / acquired by way of gift.			
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Not Applicable. The equity shares are proposed to be transferred / acquired by way of gift.			
9.	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	Declaration by Amalthea Consultants is enclosed (Annexure 1).			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	Declaration by Amalthea Consultants is enclosed (Annexure 1)			
11.	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of shares /voting rights	% w.r.t total share capital of TC	No. of shares /voting rights	% w.r.t total share capital of TC
	– Acquirer(s) and PACs (other than sellers)(*)	Nil	0.00%	5,000,000	4.55%
	– Seller (s)* (Refer Note 2)	71,116,132	64.65%	66,116,132	60.10%

Note:

- (*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.



Note 1 –

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

Name of the partners	Ratio	Name of the Trustee / Designated Partners /Partners
Amalthea Discretionary Trust	99%	Trustee - Ananke 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 Ananke 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.
Amalthea Trading and Services LLP	1%	Dr .Habil Khorakiwala, Dr Huzaifa Khorakiwala and Ms Nafisa Khorakiwala are the partners with profit sharing ratio 60:30:10. Dr .Habil Khorakiwala, Dr Huzaifa 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.

On account of Amalthea Consultants being a partnership firm, the equity shares of TC will be held in the name of Ananke Trustee Company Private Limited / Amalthea Trading & Services LLP and the voting rights shall be exercised by Ananke Trustee Company Private Limited in its capacity as a trustee of Amalthea Discretionary Trust, major partner of Amalthea 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 Ananke Trustee Company Private Limited the proposed transfer of shares between KHIPL and Ananke 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 and Ananke Trustee Company Private Limited, it is proposed that Lysithea Consultants, HNZ Consultants and Humuza Consultants, all partnership firms would acquire 66,116,132 equity shares from KHIPL constituting 60.10% of equity share capital of Wockhardt Limited. Accordingly, on completion of the aforesaid transfers, KHIPL would cease to hold any equity shares in Wockhardt Limited. Separate filings shall be made under the Takeover Regulations for the aforesaid transfers.

For Amalthea Consultants

Amalthea Discretionary Trust as a Partner

Through its Trustee AnankeTrustee Company Pvt Ltd



Partner



Date: June 30, 2014

Place: Mumbai

AMALTHEA CONSULTANTS

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

June 30, 2014

National Stock Exchange of India Limited

Listing Department
Exchange Plaza
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Bandra (East)
Mumbai 400 051

DECLARATION

Sub: Disclosure under Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in respect of proposed acquisition of equity shares of Wockhardt Limited

With reference to the captioned subject matter, We, Amalthea Consultants, Acquirer do hereby declare and confirm that:

1. The Transferor and Transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997).
2. All the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.

You are requested to please take the same on record.

Thanking you,

Yours truly,

For **Amalthea Consultants**

Amalthea Discretionary Trust as a Partner

Through its Trustee AnankeTrustee Company Pvt Ltd



Partner "

