

HUMUZA 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 : 6 (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 Humuza 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 65,897,757 equity shares of Wockhardt Limited by Humuza 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 **Humuza Consultants**

Habil Khorakiwala Trust as a partner

Through its Trustee Themisto Trustee Company Pvt Ltd


Partner



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(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)	Humuza 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	1. Khorakiwala Holdings and Investments Private Limited (KHIPL) 2. Palanpur Holdings and Investments Private Limited (PHIPL) 3. Dartmour Holdings Private Limited (DHPL)
	b. Proposed date of acquisition	July 7, 2014
	c. Number of shares to be acquired from each person mentioned in 4(a) above	Humuza Consultants proposes to acquire equity shares of TC from following promoter companies : 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
	d. Total shares to be acquired as % of share capital of TC	KHIPL – 50.83% PHIPL – 2.87% DHPL – 6.21% Total – 59.91%
	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	10 (1) (a) (iii) – The acquisition is pursuant to inter-se transfer of shares amongst qualifying persons being a company, its subsidiaries, its



	making open offer	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 Humuza 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 Humuza 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%	65,897,757	59.90%



	— Seller (s)* (Total) (Refer Note 2 below)	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:

- (*) 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 –

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 Khorakiwala Trust	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 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 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 & Services LLP	1%	Dr Habil Khorakiwala and Ms Zahabiya Khorakiwala are partners with profit sharing ratio 60:40



		Dr Habil Khorakiwala is the promoter of the TC and along with other promoters holds 74.53 % of the equity share capital of the TC.
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On account of Humuza Consultants being a partnership firm, the equity shares of TC will be held in the name of Themisto Trustee Company Private Limited / Adrastea Trading & Services LLP/HZ Trading & Services and the voting rights shall be exercised by Themisto Trustee Company Private Limited in its capacity as 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, PHIPL and DHPL and controls and indirectly holds more than 50% of the equity share capital of Themisto Trustee Company Private Limited, the proposed transfers between KHIPL, PHIPL, DHPL and Themisto Trustee Company Private Limited (as set out above) is exempt from making an open offer in terms of Regulation 10(1)(a)(iii) of the Takeover Regulations.

Note 2

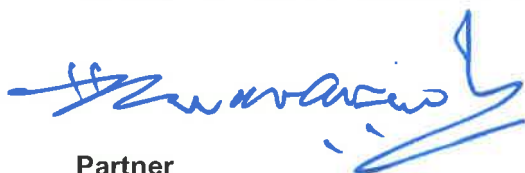
Simultaneously, with the transfers between KHIPL, PHIPL, DHPL and Themisto Trustee Company Private Limited (as set out above), it is proposed that Lysithea Consultants, HNZ Consultants and Amalthea Consultants, all partnership firms would acquire 15,200,000 equity shares from KHIPL constituting 13.82% of equity share capital of Wockhardt Limited. Accordingly, on completion of the aforesaid transfers, KHIPL would cease to hold any equity shares of Wockhardt Limited. Separate filings shall be made under the Takeover Regulations for the aforesaid transfers.

Further, on completion of the transfers between KHIPL, PHIPL, DHPL and Themisto Trustee Company Private Limited (as set out above), PHIPL and DHPL would cease 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



Partner



Date: June 30, 2014

Place: Mumbai

HUMUZA CONSULTANTS

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

June 30, 2014

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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, HNZ 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 **Humuza Consultants**

Habil Khorakiwala Trust as a partner

Through its Trustee Themisto Trustee Company Pvt Ltd



Partner

