

## LYSITHEA CONSULTANTS

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

July 8, 2014

|                                                                                                                                                                                                 |                                                                                                                                        |
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| Listing Department<br>✓ <b>National Stock Exchange of India Limited</b><br>Exchange Plaza, Bandra-Kurla Complex,<br>Bandra ( East)<br>Mumbai – 400 051<br><br><b>Security Code : WOCKPHARMA</b> | Corporate Relations Department<br><b>BSE Limited</b><br>P J Towers<br>Dalal Street<br>Mumbai 400 001<br><br><b>Scrip Code : 532300</b> |
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**Re: Disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeover ) Regulations , 2011**

Dear Sir,

Please find enclosed herewith disclosure under Regulation 29(1) under SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 in respect of acquisition of equity shares of Wockhardt Limited ("Target Company").

Kindly take the above on your records and acknowledge the receipt

Yours Cordially

For **Lysithea Consultants**

**Lysithea Discretionary Trust as a partner**

**Through its Trustee Callirhoe Trustee Company Pvt Ltd**

  
**Partner**

Cc: **Wockhardt Limited**

Wockhardt Towers  
Bandra-Kurla Complex  
Bandra (East)  
Mumbai – 400 051

**Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

|                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|-------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of the Target Company (TC)                                               | Wockhardt Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | <p><b><u>Name of the Acquirer</u></b></p> <p>1. Lysithea Consultants</p> <p><b><u>Name of the persons acting in concert with the acquirer</u></b></p> <p>1.Humuza Consultants<br/> 2. Amalthea Consultants<br/> 3. HNZ Consultants<br/> 4. Khorakiwala Holdings and Investments Private Limited<br/> 5. Palanpur Holdings and Investments Private Limited<br/> 6. Dartmour Holdings Private Limited<br/> 7. Dr Habil Khorakiwala<br/> 8. Dr. Huzaifa Khorakiwala<br/> 9. Dr. Murtaza Khorakiwala<br/> 10. Ms. Nafisa Khorakiwala<br/> 11. Ms. Zahabiya Khorakiwala</p> <p>Please refer Note 1 for further details</p> |
| Whether the acquirer belongs to Promoter/Promoter group                       | After the said acquisition, Acquirer will be disclosed as a promoter. Since Acquirer is a Partnership Firm, Callirhoe Trustee Company Private Limited ( Trustee of Lysithea Discretionary Trust being major partner in Lysithea Consultants) will be disclosed as promoter                                                                                                                                                                                                                                                                                                                                            |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed            | <p>1.BSE Limited</p> <p>2.National Stock Exchange of India Limited</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |



| Details of the acquisition as follows                                                                                                                                                      | Number    | % w.r.t. total share/voting capital wherever applicable | % w.r.t. total diluted share/voting capital of the TC (*) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------------------------------------------------------|-----------------------------------------------------------|
| <b>Before the acquisition under consideration, holding of :</b>                                                                                                                            |           |                                                         |                                                           |
| a) Shares carrying voting rights                                                                                                                                                           | Nil       | Nil                                                     | Nil                                                       |
| b) Voting rights (VR) otherwise than by equity 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)                   | Nil       | Nil                                                     | Nil                                                       |
| <b>d) Total (a+b+c)</b>                                                                                                                                                                    | Nil       | Nil                                                     | Nil                                                       |
| <b>Details of acquisition</b>                                                                                                                                                              |           |                                                         |                                                           |
| a) Shares carrying voting rights acquired                                                                                                                                                  | 50,00,000 | 4.55                                                    | 4.55                                                      |
| b) VRs acquired otherwise than by equity 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          | Nil       | Nil                                                     | Nil                                                       |
| <b>d) Total (a+b+c)</b>                                                                                                                                                                    | 50,00,000 | 4.55                                                    | 4.55                                                      |
| <b>After the acquisition, holding of:</b>                                                                                                                                                  |           |                                                         |                                                           |
| a) Shares carrying voting rights                                                                                                                                                           | 50,00,000 | 4.55                                                    | 4.55                                                      |
| b) VRs otherwise than by equity 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) after acquisition | Nil       | Nil                                                     | Nil                                                       |
| <b>d) Total (a+b+c)</b>                                                                                                                                                                    | 50,00,000 | 4.55                                                    | 4.55                                                      |



|                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
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| Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer, etc.)                                                                        | 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. |
| Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares etc.                                                         | Equity shares of the company of Rs.5/- each                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Date of acquisition of/ date of receipt of intimation of allotment of shares /VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC. | 7 <sup>th</sup> July ,2014                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Equity share capital / total voting capital of the TC before the said acquisition                                                                                                              | Rs.550,039,515/-                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Equity share capital/ total voting capital of the TC after the said acquisition                                                                                                                | Rs.550,039,515/-                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Total diluted share/voting capital of the TC after the said acquisition                                                                                                                        | Rs.550,039,515/-<br><b>Please refer Note 2</b>                                                                                                                                                                                                                                                                                                                                                                                                                                          |

**Note:**

(\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

**Note 1**

On 7<sup>th</sup> July 2014, Lysithea Consultants acquired by way of gift 50,00,000 equity shares of Wockhardt Limited ("Target Company/TC") from Khorakiwala Holdings and Investments Private Limited (KHIPL) existing promoter company. Simultaneously, with the transfer between KHIPL and Callirhoe Trustee Company Private Limited, Humuza Consultants, HNZ Consultants and Amalthea Consultants, all partnership firms acquired 76,097,757 equity shares from KHIPL, Palanpur Holdings and Investments Private Limited (PHIPL) and Dartmour Holdings Private Limited (DHPL) constituting 69.17% of equity share capital of Wockhardt Limited. The aforesaid transfers are exempt in terms of Regulation 10(1)(a)(iii) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.



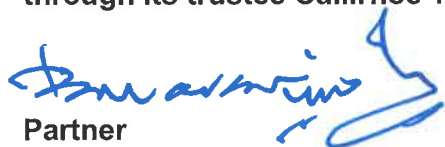
On account of Lysithea Consultants being a partnership firm, the equity shares of TC will be held in the name of Callirhoe Trustee Company Private Limited / Lysithea Trading & Services LLP and the voting rights would be exercised by Callirhoe Trustee Company Private Limited in its capacity as a trustee of Lysithea Discretionary Trust, major partner of Lysithea Consultants.

## **Note 2**

The Target Company has outstanding convertible securities viz . Optionally convertible Cumulative Redeemable Preference Shares (OCCRPS). Total paid up share capital of the Target Company assuming full conversion of Optionally convertible Cumulative Redeemable Preference Shares (OCCRPS) is not ascertainable due to following reasons:

The OCCRPS were allotted pursuant to CDR package. As the ratio of conversion of convertible Preference shares into equity shares is dependent on the price to be calculated on the 'Relevant Date', which is future date, it is not possible to ascertain the number of equity shares to be allotted on conversion and hence the paid up equity capital of the company after the conversion of the proposed preference shares into equity shares is not ascertainable.

**For Lysithea Consultants**  
**Lysithea Discretionary Trust as a partner**  
**through its trustee Callirhoe Trustee Company Private Limited**



**Partner**

Place: Mumbai

Date: July 8, 2014