

LETTER OF OFFER
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is being sent to you as a registered Eligible Shareholder of S H Kelkar and Company Limited (“SH Kelkar”/ the “Company”) as on the Record Date in accordance with Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended (the “Buyback Regulations”). If you require any clarifications about the action to be taken, you should consult your stock broker or your investment consultant or the Manager to the Buyback, i.e., Keynote Financial Services Limited or the Registrar to the Buyback, i.e., Link Intime India Private Limited. Please refer to the section on ‘Definition of Key Terms’ for the definition of the capitalized terms used herein.



S H KELKAR AND COMPANY LIMITED

Registered Address: 36, Devkaran Mansion, Mangaldas Road, Mumbai, Maharashtra, 400 002

Tele. No. 022-2164 9143/ 2206 9609, **Fax :** 022-2208 1204/ 2164 9766

Email: investors@keva.co.in; **Website:** www.keva.co.in

Corporate Identification Number (CIN): L74999MH1955PLC009593

Contact Person: Ms. Deepti Chandratre, Company Secretary & DGM Legal

OFFER FOR BUYBACK OF UPTO 33,00,000 (THIRTY THREE LAKHS) FULLY PAID UP EQUITY SHARES OF THE COMPANY OF FACE VALUE OF ₹10 (RUPEES TEN ONLY) EACH, REPRESENTING 2.28% OF THE TOTAL NUMBER OF EQUITY SHARES IN THE ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARES OF THE COMPANY FROM ALL THE ELIGIBLE SHAREHOLDERS AS ON THE RECORD DATE, I.E, JUNE 20, 2019, AT A PRICE OF ₹180/- (RUPEES ONE HUNDRED AND EIGHTY ONLY) PER FULLY PAID UP EQUITY SHARE FOR AN AGGREGATE MAXIMUM CONSIDERATION NOT EXCEEDING ₹59,40,00,000/- (RUPEES FIFTY NINE CRORES FORTY LAKHS ONLY) (“BUYBACK SIZE”) IN CASH ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.

- 1 The Buyback is in accordance with the provisions contained in Article 10 of the Articles of Association of the Company and provisions of Sections 68, 69, 70 and all other applicable provisions if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable), the Companies (Management and Administration) Rules, 2014, Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions contained in the Buyback Regulations, as amended (including any statutory modifications or re-enactments that may be introduced from time to time), and subject to such other applicable approvals, permissions, sanctions and exemptions, as may be necessary, from time to time from statutory and/or regulatory authorities including but not limited to SEBI, the Stock Exchanges and the ROC.
- 2 The Buyback Size represents 9.96% & 7.17% of the aggregate of the fully paid-up equity share capital and free reserves as per the last audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2019 and is within the limit of 10% (for a Buyback under the board approval route as provided for under the first proviso to Section 68(2)(b) of the Companies Act) of the aggregate of the fully paid-up equity share capital and free reserves as per the last audited accounts of the Company for the financial year ended March 31, 2019.
- 3 The Letter of Offer shall be sent to the Eligible Shareholder(s)/ Beneficial Owner(s) of Equity Shares as on the Record Date i.e; Thursday, June 20, 2019
- 4 For details pertaining to the procedure for tendering and settlement, please refer to “Procedure For Tender Offer And Settlement” as set out in paragraph 20 on page 35 of this Letter of Offer.
- 5 The Form of Acceptance-cum-Acknowledgement (the “Tender Form”) is enclosed together with this Letter of Offer.
- 6 For details of the methodology adopted for the Buyback, please refer to the “Process and Methodology for the Buyback” as set out in paragraph 19 on page 30 of this Letter of Offer. For mode of payment of cash consideration to the Eligible Shareholders, please refer to “Procedure for Tender Offer and Settlement- Method of Settlement” as set out in paragraph 20.25 on page 43 of this Letter of Offer.
- 7 A copy of the Public Announcement and the Letter of Offer (including the Tender Form) will be available on the website of Securities and Exchange Board of India at www.sebi.gov.in and the company at www.keva.co.in.
- 8 Eligible Shareholders are advised to refer to “Details of the Statutory Approvals” and “Note on Taxation” in paragraph 17 on page 29 and paragraph 21 on page 44, respectively, of this Letter of Offer, before tendering their Equity Shares in the Buyback.

BUYBACK OFFER OPENS ON: MONDAY, JULY 15, 2019

BUYBACK OFFER CLOSING ON: FRIDAY, JULY 26, 2019

LAST DATE/ TIME OF RECEIPT OF COMPLETED TENDER FORMS AND OTHER SPECIFIED DOCUMENTS BY THE REGISTRAR TO THE BUY BACK OFFER: TUESDAY, JULY 30, 2019

MANAGER TO THE BUYBACK

REGISTRAR TO THE BUYBACK

KEYNOTE

KEYNOTE FINANCIAL SERVICES LIMITED

(Formerly known as Keynote Corporate Services Limited)

The Ruby, 9th Floor, Senapati Bapat Marg,

Dadar (West), Mumbai – 400 028

Tel: +91-22- 6826 6000-3; **Fax:** +91-22- 6826 6088

E-mail: mbd@keynoteindia.net

Website: www.keynoteindia.net

Contact Person: Ms. Pooja Sanghvi

SEBI Registration No.: INM 000003606

Validity Period: Permanent Registration

LINKIntime

LINK INTIME INDIA PRIVATE LIMITED

C101, 247 Park, LBS Marg,

Vikhroli (West), Mumbai - 400 083

Tel: +91-22-4918 6200; **Fax:** +91-22 4918 6195

E-mail: shkelkar.buyback2019@linkintime.co.in

Website: www.linkintime.co.in

Contact Person: Mr. Sumeet Deshpande

SEBI Registration No.: INR 000004058

Validity Period: Permanent Registration

Table of Contents

| | |
|--|----|
| 1. SCHEDULE OF ACTIVITIES..... | 2 |
| 2. DEFINITION OF KEY TERMS..... | 2 |
| 3. DISCLAIMER CLAUSE | 5 |
| 4. TEXT OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS | 7 |
| 5. DETAILS OF THE PUBLIC ANNOUNCEMENT | 9 |
| 6. DETAILS OF THE BUY BACK | 9 |
| 7. AUTHORITY FOR THE BUY BACK | 11 |
| 8. NECESSITY OF THE BUY BACK | 12 |
| 9. MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT OF THE BUYBACK ON THE COMPANY | 12 |
| 10. BASIS OF CALCULATING THE BUYBACK PRICE | 17 |
| 11. SOURCES OF FUNDS FOR THE BUY BACK..... | 18 |
| 12. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN | 18 |
| 13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN..... | 19 |
| 14. BRIEF INFORMATION OF THE COMPANY..... | 21 |
| 15. FINANCIAL INFORMATION ABOUT THE COMPANY | 25 |
| 16. STOCK MARKET DATA | 27 |
| 17. DETAILS OF THE STATUTORY APPROVALS | 29 |
| 18. DETAILS OF THE REGISTRAR TO THE BUY BACK | 30 |
| 19. PROCESS AND METHODOLOGY FOR THE BUYBACK | 30 |
| 20. PROCEDURE FOR TENDER OFFER AND SETTLEMENT | 35 |
| 21. NOTE ON TAXATION | 44 |
| 22. DECLARATION BY THE BOARD OF DIRECTORS..... | 49 |
| 23. AUDITORS CERTIFICATE | 49 |
| 24. DOCUMENTS FOR INSPECTION..... | 52 |
| 25. DETAILS OF THE COMPLIANCE OFFICER | 53 |
| 26. DETAILS OF THE REMEDIES AVAILABLE TO THE EQUITY SHAREHOLDERS | 53 |
| 27. DETAILS OF INVESTOR SERVICE CENTRE..... | 54 |
| 28. DETAILS OF THE MANAGER TO THE BUY BACK | 54 |
| 29. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE LETTER OF OFFER..... | 54 |

ENCLOSED: TENDER FORM

1. SCHEDULE OF ACTIVITIES

| Activity | Day and Date |
|--|---------------------------|
| Date of the Board meeting to approve the proposal for Buyback of Equity Shares | Monday, June 10, 2019 |
| Date of publication of Public Announcement for the Buyback | Wednesday, June 12, 2019 |
| Record Date for determining the Buyback Entitlement and the names of Eligible Shareholders | Thursday, June 20, 2019 |
| Buyback opens on / date of opening of Buyback | Monday, July 15, 2019 |
| Buyback closes on / date of closing of Buyback | Friday, July 26, 2019 |
| Last date of receipt of completed Tender Forms and other specified documents by the Registrar and Transfer Agent | Tuesday, July 30, 2019 |
| Last date of verification by Registrar | Thursday, August 01, 2019 |
| Last date of providing Acceptance to the Stock Exchange by the Registrar | Monday, August 05, 2019 |
| Last date of settlement of bids on the Stock Exchange | Tuesday, August 06, 2019 |
| Last date of return of unaccepted demat shares by Stock Exchange to Seller Member/Eligible Shareholders | Tuesday, August 06, 2019 |
| Last date of extinguishment of Equity Shares | Tuesday, August 13, 2019 |

2. DEFINITION OF KEY TERMS

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| Acceptance | Acceptance of fully paid-up Equity Shares tendered by Eligible Sellers in the Buyback Offer. |
| Acquisition Window | The facility for acquisition of Equity Shares through mechanism provided by BSE in the form of a separate window in accordance with the SEBI Circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 (the "SEBI Circulars"). |
| Additional Equity Shares | Additional Equity Shares tendered by an Eligible Seller over and above the Buyback Entitlement of such Equity Shareholder upto the Eligible Equity Shares. |
| Articles/ AOA | Articles of Association of the Company. |
| Audit Committee | The Audit committee of the Board, authorized for the purposes of the Buyback by way of a resolution of the Board dated Monday, June 10, 2019. |
| Board/ Board of Directors | Board of Directors of the Company. |
| Board Meeting | Meeting of the Board of Directors held on Monday, June 10, 2019, approving the proposal for the Buyback Offer. |
| BSE | BSE Limited. |
| Buyback/ Offer | Offer by S H Kelkar and Company Limited to buy back up to 33,00,000 (Thirty Three Lakhs) fully paid-up Equity Shares of face value of ₹10/- (Rupee Ten only) each at a price of ₹180/- (Rupees One Hundred and Eighty Only) per Equity Share from the fully paid-up equity shareholders/ beneficial owners of the Equity Shares of the Company as on the Record Date, through the Tender Offer route on a proportionate basis. |
| Buyback Entitlement | The number of Equity Shares that an Equity Shareholder is entitled to tender in the Buyback, based on the number of Equity |

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| | Shares held by that Equity Shareholder, on the Record Date and the ratio of Buyback applicable in the category, to which such Equity Shareholder belongs. |
| Buyback Price | Price at which Equity Shares will be bought back from the Equity Shareholders i.e. ₹180/- (Rupees One Hundred and Eighty Only) per fully paid up Equity Share, payable in cash. |
| Buyback Regulations | Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 including any statutory modifications or re-enactments thereof. |
| Buyback Size | Number of Equity Shares proposed to be bought back (i.e. 33,00,000 Equity Shares) multiplied by the Buyback Price (i.e. ₹ 180/- per Equity Share) aggregating to ₹59,40,00,000/- (Rupees Fifty Nine Crores Forty Lakhs Only) excluding Transaction Costs, on a proportionate basis, from the Eligible Shareholders by way of a Tender Offer through the stock exchange mechanism in terms of the Buyback Regulations read with SEBI Circular. |
| CDSL | Central Depository Services (India) Limited. |
| Clearing Corporation | Clearing Corporation of India Limited |
| Company | S H Kelkar and Company Limited |
| Companies Act | The Companies Act, 2013, with Rules notified therein as amended. |
| Company's Broker | Keynote Capitals Limited |
| Depositories | Collectively, National Securities Depository Limited and Central Depository Services (India) Limited. |
| DP | Depository Participant |
| Draft Letter of Offer/ Offer Document/ DLOF | Draft Letter of Offer dated June 18, 2019, filed with SEBI through the Manager to the Buyback, containing disclosures in relation to the Buyback as specified in Schedule III of the SEBI Buyback Regulations. |
| Eligible Seller(s) / Eligible Shareholders | Person(s) eligible to participate in the Buyback/ Offer and would mean all Equity Shareholders as on the Record Date being Thursday, June 20, 2019 |
| Equity Shares | Fully paid-up equity shares of face value of ₹ 10/- each of S H Kelkar and Company Limited. All Equity Shares of the Company have been dematerialized. |
| Equity Shareholder | Holders of fully paid-up Equity Shares and includes beneficial owners thereof. |
| Escrow Account | The Escrow Account titled "S H Kelkar and Company Limited – Buyback 2019 – Escrow Account" opened with HDFC Bank Limited |
| Escrow Agent | HDFC Bank Limited |
| Escrow Agreement | The escrow agreement dated June 10, 2019 entered between the Company, HDFC Bank Limited and Keynote Financial Services Limited. |
| FCNR account | Foreign Currency Non-Resident account. |
| FDI | Foreign Direct Investment |
| FEMA | Foreign Exchange Management Act, 1999, as amended. |
| FII(s) | Foreign Institutional Investor(s) |
| FPI(s) | Foreign Portfolio Investor(s) |
| HUF | Hindu Undivided Family. |

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| IT Act/ Income Tax Act | Indian Income Tax Act, 1961, as amended. |
| Letter of Offer | This letter of offer dated July 02, 2019, filed with SEBI, through the Manager to the Buyback, containing disclosures in relation to the Buyback as specified in Schedule III of the SEBI Buyback Regulations, incorporating comments received from SEBI on the Draft Letter of Offer. |
| LTCG | Long Term Capital Gains |
| Manager to the Buyback | Keynote Financial Services Limited |
| Non-Resident Shareholders | Includes Non-Resident Indians (NRI), Foreign Institutional Investors (FII) and Foreign Portfolio Investors (FPI) and erstwhile Overseas Corporate Bodies (OCB) and Foreign Nationals. |
| NSE | National Stock Exchange of India Limited |
| NSDL | National Securities Depository Limited. |
| OCB | Overseas Corporate Bodies |
| Promoter and Promoter Group | Promoter and promoter group as have been disclosed under the filings made by the Company under the listing agreement/ Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended. |
| Public Announcement | Public announcement dated Tuesday, June 11, 2019 published on Wednesday, June 12, 2019. |
| RBI | Reserve Bank of India. |
| Record Date | The date for the purpose of determining the Buyback Entitlement and the names of the Eligible Sellers to whom the Letter of Offer and Tender Form will be sent, and who are eligible to participate in the proposed Buyback offer in accordance with the Buyback Regulations. The Record Date for the Offer is Thursday, June 20, 2019. |
| Registrar to the Buyback/RTA | Link Intime India Private Limited |
| Registrar of the Companies/ROC | Unless specified otherwise, Register of the Companies, Mumbai, Maharashtra |
| Rules | Rules notified under Companies Act, 2013. |
| SEBI | Securities and Exchange Board of India. |
| SEBI Takeover Regulations | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 |
| Seller Member/ Seller Broker | A Stock broker of an Eligible Seller, through whom the Eligible Seller wants to participate in the Buyback. |
| Small Shareholder | Shareholder of a company, who holds shares or other specified securities whose market value, on the basis of closing price of shares or other specified securities, on the recognised stock exchange in which highest trading volume in respect of such securities, as on record date is not more than two lakh rupee as defined in regulation 2(i)(n) of the Buyback Regulations. |
| Stock Exchange(s) | BSE & NSE being the stock exchanges where the Equity Shares of the Company are listed. |
| Tender Form | Form of Acceptance-cum-Acknowledgement. |
| Tender Offer | Method of buy back as defined in Regulation 2(i)(q) of the Buyback Regulations. |

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| Tendering Period | Period of 10 (Ten) Working Days from the Buyback Opening Date till the Buyback Closing Date (both days inclusive). |
| Transaction Cost | Cost incurred or to be incurred for the Buyback viz. brokerage, applicable taxes such as Securities Transaction Tax, GST, Stamp Duty, filing fees, advisors fees, public announcement expenses, printing and dispatch expenses and other incidental and related expenses etc. |
| TRS | Transaction Registration Slip. |
| Working Day | Working day shall have the meaning ascribed to it under the Buyback Regulations |

3. DISCLAIMER CLAUSE

3.1 As required, a copy of the Draft Letter of Offer has been submitted to SEBI.

It is to be distinctly understood that submission of the Draft Letter of Offer to SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buyback commitments or for the correctness of the statements made or opinions expressed in the Draft Letter of Offer. The Manager to the Buyback, Keynote Financial Services Limited, has certified that the disclosures made in the Draft Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act and Buyback Regulations. This requirement is to facilitate investors to take an informed decision for tendering their Equity Shares in the Buyback.

It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in the Draft Letter of Offer, the Manager to the Buyback is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buyback, i.e, Keynote Financial Services Limited, has furnished to SEBI a Due Diligence Certificate dated June 18, 2019 in accordance with Buyback Regulations, which reads as follows:

“We have examined various documents and materials relevant to the Buyback as part of the due diligence carried out by us in connection with the finalization of the public announcement dated June 11, 2019 (the “**Public Announcement**”) and the Draft Letter of Offer dated June 18, 2019 (“**DLOF**”). On the basis of such examination and the discussions with the Company, we hereby state that:

- i. The Public Announcement and the DLOF are in conformity with the documents, materials and papers relevant to the Buyback;
- ii. All the legal requirements connected with the said offer including the SEBI (Buyback of Securities) Regulations, 2018 (“**Buyback Regulations**”) have been duly complied with;
- iii. The disclosures in the Public Announcement and the DLoF are, to the best of our knowledge, true, fair and adequate in all material respects for the shareholders of the Company to make a well informed decision in respect of the captioned Buyback;
- iv. Funds used for Buyback shall be as per the provisions of the Companies Act, as amended”

The filing of offer document with SEBI, does not, however, absolve the Company from any liabilities under the provisions of the Companies Act, or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buyback.

The Promoters/ Directors of the Company declare and confirm that no information/ material likely to have a bearing on the decision of Eligible Shareholders has been suppressed/ withheld and/ or incorporated in the manner that would amount to mis- statement/ misrepresentation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to a mis-statement/ misrepresentation, the Promoters / Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the Buyback Regulations.

The Promoters / Directors of the Company also declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buyback

3.2 Disclaimer for Equity Shareholders in the United States of America:

The Buyback is being made for securities of an Indian company and is subject to the laws of India. It is important for Equity Shareholders in the United States of America to be aware that this Letter of Offer is subject to tender offer laws and regulations in India that are different from those in the United States of America and has been prepared in accordance with Indian law, format and style, which differs from customary U.S. format and style. This Letter of Offer does not in any way constitute an offer to buy, or an invitation to sell, any securities in the United States of America or in any other jurisdiction in which such offer or invitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in the Letter of Offer are requested to inform themselves about and to observe any such restrictions.

3.3 Important Notice to all Shareholders

This Letter of Offer has been prepared for the purposes of compliance with the Buyback Regulations. Accordingly, the information disclosed herein may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Buyback are under no obligation to update the information contained herein at any time after the date of the Letter of Offer.

This Letter of Offer does not and will not in any way constitute an offer to buy, or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. The Letter of Offer shall be dispatched to all Eligible Shareholders (Equity Shareholders as on the Record Date) either through email or physically. However, receipt of the Letter of Offer by any Equity Shareholder in a jurisdiction in which it would be illegal to make this Offer, or where making this Offer would require any action to be taken (including, but not restricted to, registration of the Letter of Offer under any local securities laws), shall not be treated by such Equity Shareholders as an offer being made to them. Potential users of the information contained in the Letter of Offer are requested to inform themselves about and to observe any such restrictions. Any Equity Shareholder who tenders his, her or its Equity Shares in the Buyback shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorised under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

3.4 Forward Looking Statement

The Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as 'believe', 'expect', 'estimate', 'intend', 'plan', 'will', or other words or phrases of similar import. Similarly, statements that describe our objectives, plans or goals are also forward-looking statements. All forward-looking

statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Actual results may differ materially from those in such forward-looking statements. The Company and the Manager to the Buyback undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

4. TEXT OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS

The Buyback through Tender Offer was considered and approved by the Board of Directors of the Company at its meeting held on Monday, June 10, 2019. The text of the Board resolution is as follows:

The following resolutions are proposed:

“RESOLVED THAT in accordance with Article 10 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and other applicable provisions, if any, of the Companies Act, 2013 as amended (the “Companies Act”), the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, including any amendments, statutory modifications or re-enactments thereof, for the time being in force and in compliance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (the “Buyback Regulations”), and subject to such other approvals, permissions and sanctions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by the appropriate authorities which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board”, which expression includes any Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the Board hereby approves the buy back by the Company of its fully paid-up equity shares of ₹10/- each of upto 33,00,000 equity shares (representing 2.28% of the total number of equity shares in the paid-up share capital of the Company) at a price of ₹180/- (Rupees One Hundred and Eighty Only) per equity share (the "Buy Back Offer Price") payable in cash for an aggregate consideration not exceeding ₹59,40,00,000 (Rupees Fifty Nine Crores Forty Lakhs Only) (the "Buyback Offer Size") being 9.96% & 7.17% of the aggregate of the fully paid-up equity share capital and free reserves as per the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2019 and is within the statutory limits of 10% (Ten Percent) of the aggregate of the fully paid-up equity share capital and free reserves under the Board of Directors approval route as per the provisions of the Companies Act, from the equity shareholders of the Company, as on the record date, on a proportionate basis, through the Tender Offer route as prescribed under the Buyback Regulations (hereinafter referred to as the “Buyback”).

RESOLVED FURTHER THAT the Company shall implement the Buyback out of its free reserves through the Tender Offer route in such manner as may be prescribed under the Act and the Buyback Regulations and on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT as required by Regulation 6 of the Buyback Regulations, the Company shall buyback Equity Shares from the equity shareholders on a proportionate basis provided that 15% of the number of Equity Shares which the Company proposes to buyback or the number of Equity Shares entitled as per the shareholding of small shareholders, as defined in the Buyback Regulations (“Small Shareholders”), as of the Record Date, whichever is higher, shall be reserved for Small Shareholders.

RESOLVED FURTHER THAT the Company shall implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange pursuant to tender offer under Buyback” notified by

Securities and Exchange Board of India (“SEBI”) vide circular CIR/CFD/ POLICYCELL/1/2015 dated April 13, 2015 as amended via SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any amendments thereof.

RESOLVED FURTHER THAT consent of the Board be and is hereby accorded to fix June 20, 2019 as the Record date or the purpose of determining the entitlement and the names of the security holders, eligible to participate in the proposed buyback offer.

RESOLVED FURTHER THAT consent of the Board be and is hereby accorded to designate BSE Limited (“BSE”) as the Designated Stock Exchange to provide a separate acquisition window (“Acquisition Window”) to facilitate placing of sell orders by Shareholders who wishes to tender Equity Shares in the Buyback.

RESOLVED FURTHER THAT the Buyback from the equity shareholders who are residents outside India including foreign corporate bodies, foreign institutional investors / foreign portfolio investors, non-resident Indians, shareholders of foreign nationality, if any, shall be subject to Foreign Exchange Management Act, 1999 and rules and regulations framed there under, if any, Income Tax Act, 1961 and rules and regulations framed there under and also subject to such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India (“RBI”) under Foreign Exchange Management Act, 1999 and rules and regulations framed there under, if any.

RESOLVED FURTHER THAT nothing contained herein above shall confer any right on the part of any Member to offer, or any obligation on the part of the Company or the Board to buyback any shares and/or impair any power of the Company or the Board to terminate any process in relation to such Buyback, if so permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to the proposed buyback, Audit Committee be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, for the implementation of the Buyback.

RESOLVED FURTHER THAT the Board and/or Audit Committee be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, for the implementation of the Buyback, including but not limited to appointment of merchant bankers, brokers, lawyers, depository participants, escrow agents, bankers, advisors, registrars, scrutinizers, consultants, representatives, intermediaries, agencies, printers, advertisement agency, compliance officer as may be required, for the implementation of the Buyback; carrying out incidental documentation as also to make applications to the appropriate authorities for requisite approvals and to initiate all necessary actions for preparation and issue of various documents, opening of accounts including public announcement, letter of offer, extinguishment of share certificates and ‘Certificate of Extinguishment required to be filed in connection with the Buyback on behalf of the Board and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”), Registrar of Companies, Depositories and / or other authorities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or Audit Committee be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds,

matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any consent or approval of the shareholders.”

5. DETAILS OF THE PUBLIC ANNOUNCEMENT

- 5.1. The Public Announcement dated Tuesday, June 11, 2019, was published on Wednesday, June 12, 2019, in accordance with Regulation 7 of the Buyback Regulations, within two Working Days from the date of passing the board resolution approving the buyback on Monday, June 10, 2019.

The Public Announcement, was published in the following newspapers

| Publication | Language | Editions |
|-----------------------|----------|--------------|
| The Financial Express | English | All Editions |
| Jansatta | Hindi | All Editions |
| Mumbai Lakshdeep | Marathi | Mumbai |

- 5.2. The Public Announcement is available on the SEBI website at www.sebi.gov.in and on the website of the Company - www.keva.co.in

6. DETAILS OF THE BUY BACK

- 6.1. The Board of Directors of S H Kelkar and Company Limited (the “**Company**”) at its meeting held on Monday, June 10, 2019 (“**Board Meeting**”) approved and passed the proposal of the Buyback of up to 33,00,000 (Thirty Three Lakhs) fully-paid-up Equity Shares of face value ₹10/- each, at a price of ₹180/- (Rupees One Hundred and Eighty Only) per Equity Share for an amount not exceeding ₹ 59,40,00,000/- (Rupees Fifty Nine Crores Forty Lakhs Only) excluding Transaction Costs, from the Equity Shareholders as on the Record Date, on a proportionate basis through the “Tender Offer”.
- 6.2. The Buyback is in accordance with Article 10 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, and other applicable provisions contained in the Buyback Regulations, as amended (including any statutory modifications or re-enactments that may be introduced from time to time), and subject to such other applicable approvals, permissions, sanctions and exemptions, as may be necessary, from time to time from statutory and/or regulatory authorities including but not limited to SEBI, the Stock Exchanges and the ROC.
- 6.3. The Buyback is subject to receipt of any approvals, permissions and sanctions of statutory, regulatory or governmental authorities as may be required under applicable laws including Reserve Bank of India (“**RBI**”), Securities and Exchange Board of India (“**SEBI**”); BSE Limited (the “**BSE**”) and National Stock Exchange of India Limited (the “**NSE**”) (BSE and NSE collectively referred to as “**Stock Exchanges**”).
- 6.4. The Company will adopt the Tender Offer route for the purpose of Buyback. The Buyback will be implemented using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide the SEBI Circular and Notice Number 20170210-16 dated 10th February 2017 issued by BSE.
- 6.5. The Buyback offer size is 9.96% & 7.17% of the fully paid-up equity share capital and free reserves as per the audited Standalone and Consolidated accounts of the Company for the financial year

ended March 31, 2019 (the last audited financial statements available as on the date of the Board Meeting approving the Buyback) and is within the statutory limits of 10% of the fully paid-up equity share capital and free reserves as per audited financial statements of the Company under the Board of Directors approval route as per the provisions of the Companies Act. Further the Company proposes to Buyback up to 33,00,000 (Thirty Three Lakhs) Equity Shares representing 2.28% of the total number of fully paid up Equity Shares of the Company, which is within the 25% limit as per the provisions of the Companies Act.

- 6.6. The funds for the Buyback will be met out of internally generated cash resources of the Company. The Company confirms that as required under Section 68(2)(d) of the Companies Act and Regulation 4(ii) of Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the fully paid-up share capital and free reserves after the Buyback.
- 6.7. In terms of the Buyback Regulations, under the Tender Offer route, the Promoter and Promoter Group of the Company have the option to participate in the Buyback. In this regard, the Promoter and Promoter Group Members of the Company have vide their letters dated June 10, 2019 communicated their intention to participate in the Buyback.
- 6.8. The aggregate shareholding of the Promoters and Promoter Group (and directors of the promoter where the promoter is a company) and persons who are in control of the Company, as on the date of the Public Announcement, is as follows:
- 6.8.1 The aggregate shareholding of the Promoter and Promoter Group and persons who are in control of the Company:

| Sr. No. | Name of the Shareholder | Number of Shares | % w.r.t total share/voting capital wherever applicable | % of total diluted share / voting capital of the Company |
|---------|---|-------------------|--|--|
| 1 | Ramesh Vinayak Vaze | 25,965,600 | 17.95 | 17.95 |
| 2 | Kedar Ramesh Vaze | 14,215,100 | 9.83 | 9.83 |
| 3 | Prabha Ramesh Vaze | 5,014,514 | 3.47 | 3.47 |
| 4 | Nandan Kedar Vaze | 1,325,000 | 0.92 | 0.92 |
| 5 | Parth Kedar Vaze | 1,325,000 | 0.92 | 0.92 |
| 6 | Anagha Sandeep Nene | 1,522,600 | 1.05 | 1.05 |
| 7 | Neha Kedar Karmarkar | 761,250 | 0.53 | 0.53 |
| 8 | Nishant Kedar Karmarkar | 761,250 | 0.53 | 0.53 |
| 9 | Sumedha Kedar Karmarkar | 150 | Negligible | Negligible |
| 10 | Nihar Sandeep Nene | 0 | 0.00 | 0.00 |
| 11 | KNP Industries Pte Limited | 15,324,000 | 10.60 | 10.60 |
| 12 | Keval Constructions Pvt Ltd | 11,013,757 | 7.61 | 7.61 |
| 13 | Vinayak Ganesh Vaze Charities | 2,030,000 | 1.40 | 1.40 |
| 14 | ASN Investment Advisors Private Limited | 1,522,500 | 1.05 | 1.05 |
| 15 | SKK Industries Private Limited | 1,522,500 | 1.05 | 1.05 |
| 16 | Kedar Ramesh Vaze Family Trust | 100 | Negligible | Negligible |
| 17 | Ramesh Vinayak Vaze Family Trust | 100 | Negligible | Negligible |
| | TOTAL | 82,303,421 | 56.91 | 56.91 |

6.8.2 The aggregate shareholding of the directors of companies, where the promoter is a company:

| Sr. No. | Name of the promoter Company | Name of Director | No. of Shares held in SH Kelkar | Percentage (%) |
|---------|---|---------------------------------|---------------------------------|----------------|
| 1 | Keva Constructions Private Limited | 1. Mr. Ramesh Vinayak Vaze | 25,965,600 | 17.95 |
| | | 2. Mrs. Prabha Ramesh Vaze | 5,014,514 | 3.47 |
| | | 3. Mr. Kedar Ramesh Vaze | 14,215,100 | 9.83 |
| 2 | ASN Investment Advisors Private Limited | 1. Mrs. Prabha Ramesh Vaze | 5,014,514 | 3.47 |
| | | 2. Mrs. Anagha Sandeep Nene | 1,522,600 | 1.05 |
| 3 | SKK Industries Private Limited | 1. Mrs. Prabha Ramesh Vaze | 5,014,514 | 3.47 |
| | | 2. Mrs. Sumedha Kedar Karmarkar | 150 | Negligible |
| 4 | KNP Industries Pte Limited | 1. Mr. Ramesh Vinayak Vaze | 25,965,600 | 17.95 |
| | | 2. Mr. Kedar Ramesh Vaze | 14,215,100 | 9.83 |

6.9 Assuming that all the public Shareholders participate upto their entitlement (full Acceptance), then the aggregate shareholding of the Promoters and Promoter Group, post Buyback will increase from 56.91% to 57.09% and the aggregate shareholding of the public in the Company shall decrease from 43.09% to 42.91% of the post Buyback equity share capital of the Company.

6.10 The Promoters/ Promoter Group of the Company will comply with the applicable provisions of the SEBI Takeover Regulations and subsequent amendments thereto, as per the specified timelines therein.

6.11 Post completion of the Buyback, the Promoters and Promoter Group undertake to carry out/execute all steps necessary to comply with the minimum public shareholding requirement in accordance with Regulation 38 of the SEBI Listing Regulations read with Rule 19A of the Securities Contracts (Regulation) Rules, 1957, as amended, if so required.

7. AUTHORITY FOR THE BUY BACK

7.1. The Buyback is in accordance with Article 10 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, including any amendments, statutory modifications or re-enactments thereof, for the time being in force and in compliance with the Buyback Regulations as amended (including any statutory modifications or re-enactments that may be introduced from time to time), and subject to such other applicable approvals, permissions, sanctions and exemptions, as may be necessary, from time to time from statutory and/or regulatory authorities including but not limited to SEBI, the Stock Exchanges and the ROC.

7.2. The Board of Directors of S H Kelkar and Company Limited at its meeting held on Monday, June 10, 2019 approved and passed the proposal of Buyback up to 33,00,000 (Thirty Three Lakhs) fully-paid-up Equity Shares of face value ₹10/- each, at a price of ₹180/- (Rupees One Hundred and Eighty Only) per share for an amount not exceeding ₹ 59,40,00,000/- (Rupees Fifty Nine Crores Forty Lakhs Only) excluding Transaction Costs, from the equity shareholders of the Company as on the Record Date, on a proportionate basis through the "Tender Offer".

- 7.3. The Buyback is subject to receipt of any approvals, permissions and sanctions of statutory, regulatory or governmental authorities as may be required under applicable laws including RBI, SEBI, BSE and NSE.

8. NECESSITY OF THE BUY BACK

The Company believes that the Buyback is an efficient way of rewarding the long term Equity Shareholders, especially the small shareholders.

The optimization of capital structure due to resultant reduction in the paid up equity share capital will result in creating long term value for the shareholders and enhancing the overall returns.

The buyback would give an option to the Equity Shareholders to either participate in the buyback and receive cash in lieu of Equity Shares accepted under the Buyback or not participate in the buyback based on their liquidity and long term plans.

The Buyback involves allocating to the small Equity Shareholders the higher of (a) number of Equity Shares entitled as per their holding or (b) 15% of the number of Equity Shares to be bought back, reserved for the small shareholders.

9. MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT OF THE BUYBACK ON THE COMPANY

- 9.1. The management believes that the Buyback is not likely to cause any material impact on the profitability or earnings of the Company, except to the extent of reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming that there would be full response to the Buyback offer, the funds deployed by the Company towards the Buyback would not exceed ₹59,40,00,000 /- (Rupees Fifty Nine Crores Forty Lakhs Only) excluding Transaction Costs.
- 9.2. The Buyback is not expected to impact growth opportunities for the Company.
- 9.3. The Buyback will not result in change in control or otherwise affect the existing management structure of the Company.
- 9.4. In terms of the Buyback Regulations, under the Tender Offer route, the Promoter and Promoter Group of the Company have the option to participate in the Buyback. In this regard, the Promoter and Promoter Group of the Company have expressed their intention vide their letters dated June 10, 2019 to participate in the Buyback and offer up to 33,00,000 equity shares in aggregate or any such lower number of shares as required in compliance with the Buyback Regulations/terms of the Buyback.
- a) The details of intention of Promoters and Promoters Group to tender their equity shares in the Buyback offer as received by the Company is as follows:-

| Sr.no | Name of Promoter/ Promoter Group | No. of Shares held | Maximum number of Shares to be tendered |
|-------|-------------------------------------|--------------------|--|
| 1 | Ramesh Vaze | 25,965,600 | 3,300,000 |
| 2 | Kedar Vaze | 14,215,100 | 3,300,000 |
| 3 | Prabha Vaze | 5,014,514 | 3,300,000 |
| 4 | Parth Vaze | 1,325,000 | 1,325,000 |

| Sr.no | Name of Promoter/ Promoter Group | No. of Shares held | Maximum number of Shares to be tendered |
|-------|-------------------------------------|--------------------|--|
| 5 | Nandan Vaze | 1,325,000 | 1,325,000 |
| 6 | Neha Karmarkar | 761,250 | 761,250 |
| 7 | Nishant Karmarkar | 761,250 | 761,250 |
| 8 | Sumedha Karmarkar | 150 | 150 |
| 9 | Anagha Nene | 1,522,600 | 1,522,600 |
| 10 | Vinayak Ganesh Vaze Charities | 2,030,000 | 2,030,000 |
| 11 | Keva Constructions Pvt. Ltd. | 11,013,757 | 3,300,000 |
| 12 | ASN Advisors Pvt. Ltd. | 1,522,500 | 1,522,500 |
| 13 | SKK Industries Pvt. Ltd. | 1,522,500 | 1,522,500 |
| 14 | KNP Industries Pte. Ltd. | 15,324,000 | 3,300,000 |
| | TOTAL | 82,303,221 | |

- b) Details of the date and price of acquisition of the equity shares from which the Promoter / Promoter Group entities intend to tender their equity shares are set-out below.

| Name of the Promoter/ Promoter Group | Date of Acquisition | Number of shares | Nominal Value (₹) | Issue Price/ Transfer Price (₹) | Consideration (₹) | Nature of Transaction |
|---|---------------------|------------------|-------------------|------------------------------------|----------------------|---|
| Ramesh Vaze | 18.10.1955 | 25 | 1,000 | 1,000 | - | Shares allotted as fully paid up for consideration other than cash by virtue of an agreement dated 8-8-1955 |
| | 29.03.1961 | 10 | 1,000 | 1,000 | 10,000 | Preferential Allotment |
| | 26.03.1962 | 70 | 1,000 | 1,000 | 70,000 | Preferential Allotment |
| | 30.05.1978 | 25 | 1,000 | 1,000 | 25,000 | Preferential Allotment |
| | 01.12.1978 | 120 | 1,000 | Nil | Nil | Bonus Shares |
| | 30.03.1988 | 240 | 1,000 | Nil | Nil | Bonus Shares |
| | 24.05.1990 | 480 | 1,000 | Nil | Nil | Bonus Shares |
| | 30.11.1995 | 240 | 1,000 | 1,000 | 240,000 | Rights Issue |
| | 16.09.1997 | 200 | 1,000 | 1,000 | 200,000 | Rights Issue |
| | 05.11.1997 | 1,400 | 1,000 | Nil | Nil | Bonus Shares |
| | 14.05.2002 | 1,400 | 1,000 | 1,000 | 1,400,000 | Rights Issue |
| | 16.11.2004 | 1,849 | 1,000 | 1,000 | 1,849,000 | Preferential Allotment |
| | 14.09.2010 | 978 | 1,000 | 66,462 | 65,000,000 | Transfer of shares by Ajit Vaze |
| | 28.06.2012 | 1,890 | 1,000 | Nil | Nil | Bonus Issue |
| | 08.08.2012 | 2,748 | 1,000 | 1,000 | 2,748,000 | Preferential Allotment |
| 13.08.2014 | 1,000 | 1,000 | 1,000 | 1,000,000 | Acquisition from KNP | |

| Name of the Promoter/ Promoter Group | Date of Acquisition | Number of shares | Nominal Value (₹) | Issue Price/ Transfer Price (₹) | Consideration (₹) | Nature of Transaction |
|---|---|------------------|-------------------|------------------------------------|-------------------|--|
| | 22.08.2014 | 4,726 | 1,000 | 1,000 | 4,726,000 | Transferred pursuant to dissolution of the Kedar Vaze Family Trust |
| | TOTAL | 17,401 | | | | |
| | 17,401 equity shares of FV of ₹1000/- each were sub-divided into 17,40,100 equity shares of FV of ₹10/- each on 18.09.2014. Out of 17,40,100 shares 1,000 shares were sold. | | | | | |
| | Upto 18.09.2014 | 1,739,100 | 10 | - | - | - |
| | 18.09.2014 | 15,651,900 * | 10 | Nil | Nil | Bonus Issue |
| | Maximum number of Equity Shares intended to be tendered | | | | | 3,300,000 |
| | *1,560,900 equity shares to be tendered out of 15,651,900 equity shares | | | | | |
| Prabha Vaze | 18.09.2014 | 7,516,800* | 10 | Nil | Nil | Bonus Issue |
| | Maximum number of Equity Shares intended to be tendered | | | | | 3,300,000 |
| | *3,300,000 equity shares to be tendered out of 7,516,800 equity shares | | | | | |
| Kedar Vaze | 18.09.2014 | 13,972,500 * | 10 | Nil | Nil | Bonus Issue |
| | Maximum number of Equity Shares intended to be tendered | | | | | 3,300,000 |
| | *3,300,000 equity shares to be tendered out of 13,972,500 equity shares | | | | | |
| Parth Vaze | 26.02.2014 | 1,325 | 1,000 | 1,000 | 1,325,000 | Transfer of equity shares from Kedar Ramesh Vaze HUF |
| | 1,325 equity shares of FV of ₹1000/- each were sub-divided into 132,500 equity shares of FV of ₹10/- each on 18.09.2014. | | | | | |
| | Upto 18.09.2014 | 132,500 | 10 | - | - | - |
| | 18.09.2014 | 1,192,500 | 10 | Nil | Nil | Bonus Issue |
| | Maximum number of Equity Shares intended to be tendered | | | | | 1,325,000 |
| Nandan Vaze | 26.02.2014 | 1,325 | 1,000 | 1,000 | 1,325,000 | Transfer of equity shares from Kedar Ramesh Vaze HUF |
| | 1,325 equity shares of FV of ₹1000/- each were sub-divided into 132,500 equity shares of FV of ₹10/- each on 18.09.2014. | | | | | |
| | Upto 18.09.2014 | 132,500 | 10 | - | - | - |
| | 18.09.2014 | 1,192,500 | 10 | Nil | Nil | Bonus Issue |
| | Maximum number of Equity Shares intended to be tendered | | | | | 1,325,000 |
| Neha Karmarkar | 12.03.2015 | 761,250 | 10 | 10 | 7,612,500 | Transferred by Prabha Ramesh Vaze Family Trust |
| | Maximum number of Equity Shares intended to be tendered | | | | | 761,250 |
| Nishant Karmarkar | 12.03.2015 | 761,250 | 10 | 10 | 7,612,500 | Transferred by Prabha Ramesh Vaze Family Trust |
| | Maximum number of Equity Shares intended to be tendered | | | | | 761,250 |

| Name of the Promoter/ Promoter Group | Date of Acquisition | Number of shares | Nominal Value (₹) | Issue Price/ Transfer Price (₹) | Consideration (₹) | Nature of Transaction | |
|--|--|------------------|-------------------|------------------------------------|-------------------|---|-------------|
| KNP Industries Pte Ltd | 18.09.2014 | 15,411,600 * | 10 | Nil | Nil | Bonus Issue | |
| | Maximum number of Equity Shares intended to be tendered | | | | | 3,300,000 | |
| | *3,300,000 equity shares to be tendered out of 15,411,600 equity shares | | | | | | |
| Vinayak Ganesh Vaze Charities | 30.03.1968 | 60 | 1,000 | Nil | Nil | Transferred from Shri V G Vaze | |
| | 30.03.1968 | 20 | 1,000 | Nil | Nil | transferred from Shri G D Kelkar | |
| | 30.03.1968 | 10 | 1,000 | Nil | Nil | Transferred from Shri S V Vaze | |
| | 30.03.1968 | 10 | 1,000 | Nil | Nil | Transferred from Shri R V Vaze | |
| | 30.03.1968 | 200 | 1,000 | Nil | Nil | Bonus issue | |
| | 01.12.1978 | 100 | 1,000 | Nil | Nil | Bonus issue | |
| | 24.05.1990 | 400 | 1,000 | Nil | Nil | Bonus issue | |
| | 05.11.1997 | 800 | 1,000 | Nil | Nil | Bonus issue | |
| | 28.06.2012 | 430 | 1,000 | Nil | Nil | Bonus issue | |
| | TOTAL | 2,030 | | | | | |
| | 2,030 equity shares of FV of ₹1000/- each were sub-divided into 203,000 equity shares of FV of ₹10/- each on 18.09.2014. | | | | | | |
| | Upto 18.09.2014 | 203,000 | 10 | - | - | - | |
| 18.09.2014 | 1,827,000 | 10 | Nil | Nil | Nil | Bonus Issue | |
| Maximum number of Equity Shares intended to be tendered | | | | | 2,030,000 | | |
| Keva Constructions Pvt Ltd | 14.03.2014 | 924 | 1,000 | 59,524 | 55,000,000 | Transferred from Aarvee Enterprise | |
| | 13.08.2014 | 6,691 | 1,000 | Nil | Nil | Registered in name of beneficiary of Kedar Ramesh Vaze Family Trust pursuant to revocation of trust on 13-08-14 | |
| | TOTAL | 7,615 | - | - | - | - | |
| | 7,615 equity shares of FV of ₹1000/- each were sub-divided into 761,500 equity shares of FV of ₹10/- each on 18.09.2014. | | | | | | |
| | Upto 18.09.2014 | 761,500 | 10 | - | - | - | |
| | 18.09.2014 | 6,853,500 * | 10 | Nil | Nil | Nil | Bonus Issue |
| | Maximum number of Equity Shares intended to be tendered | | | | | 3,300,000 | |
| *2,538,500 equity shares to be tendered out of 6,853,500 equity shares | | | | | | | |
| ASN Advisors Pvt Ltd | 20.01.2015 | 1,522,500 | 10 | 1.4971 | 2,279,354 | Transferred by Ramesh Vinayak Vaze Family Trust | |
| | Maximum number of Equity Shares intended to be tendered | | | | | 1,522,500 | |
| SKK Industries Pvt Ltd | 20.01.2015 | 1,522,500 | 10 | 1.4971 | 2,279,354 | Transferred by Ramesh Vinayak Vaze Family Trust | |
| | Maximum number of Equity Shares intended to be tendered | | | | | 1,522,500 | |

| Name of the Promoter/ Promoter Group | Date of Acquisition | Number of shares | Nominal Value (₹) | Issue Price/ Transfer Price (₹) | Consideration (₹) | Nature of Transaction |
|---|--|------------------|-------------------|------------------------------------|-------------------|---|
| Anagha Nene | 19.12.2016 | 100 | 10 | NA | NA | Off-market (transfer of Equity shares on account of dissolution of Ramesh Vinayak Vaze HUF) |
| | 30.01.2018 | 800,000 | 10 | Nil | N.A | Transferred by Nihar Nene by way of gift deed |
| | 18.02.2019 | 722,500 | 10 | Nil | N.A | Transferred by Nihar Nene by way of gift deed |
| | Maximum number of Equity Shares intended to be tendered | | | | | 1,522,600 |
| Sumedha Karmarkar | 1.12.2015 | 50 | 10 | 216.02 | 10,801 | Market Purchase |
| | 19.12.2016 | 100 | 10 | NA | NA | Off-market (transfer of Equity shares on account of dissolution of Ramesh Vinayak Vaze HUF) |
| | Maximum number of Equity Shares intended to be tendered | | | | | 150 |

- 9.5 Consequent to Buyback and based on number of shares bought back within each category of shareholders, the shareholding pattern of the company would undergo a change. Please refer to paragraph 13.7 for further details.
- 9.6 Pursuant to the proposed Buyback and depending on the response to the Buyback, the aggregate shareholding of the Promoters and Promoter Group in the Company post Buyback may increase from the existing holding of 56.91% to 57.09% and the aggregate shareholding of the public may decrease from 43.09% to 42.91% of the post Buyback equity share capital of the Company. The Promoter and Promoter Group of the Company are already in control over the Company and therefore such further increase in voting rights of the Promoters and Promoter Group will not result in any change in control over the Company. However, the Promoter/ Promoter Group of the Company will comply with the applicable provisions of the SEBI Takeovers Regulations and subsequent amendments thereto, as per the specified timelines therein.
- 9.7 As required under Section 68(2)(d) of the Companies Act read with Regulation 4(ii) of Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice its paid up Equity Share capital and free reserves post completion of the Buyback, even if the response to the Buyback is to the extent of 100% (full acceptance).
- 9.8 The Company shall not issue any equity shares or other securities including by way of bonus till the date of closure of Buyback.
- 9.9 The Company shall not raise further capital for a period of one year from the closure of Buyback except in discharge of its subsisting obligations.
- 9.10 The Promoter and Promoter Group shall not deal in the equity shares of the Company including any inter se transfer of shares amongst the Promoter and Promoter Group for the period between the date of passing of Board resolution i.e Monday, June 10, 2019 and the date of closure of Buyback in accordance with the Buyback Regulations.
- 9.11 Salient financial parameters pursuant to the Buyback based on the audited financial statements as of March 31, 2019 of the Company are as under:

| Parameters (based upon audited results for the year ended 31/03/2019) | Standalone | | Consolidated | |
|---|-------------|---------------|--------------|---------------|
| | Pre Buyback | Post Buyback* | Pre Buyback | Post Buyback* |
| Net Worth (₹ in crores) | 596.55 | 537.15 | 863.35 | 803.95 |
| Return on the Net Worth (%) | 7.54 | 8.37 | 10.25 | 11.01 |
| Earnings Per Share (in ₹) | 3.15 | 3.23 | 6.20 | 6.35 |
| Book Value Per Share (in ₹) | 41.81 | 38.53 | 60.50 | 57.67 |
| Price / Earnings | 48.70 | 47.57 | 24.75 | 24.18 |
| Total Debt /Equity Ratio | 0.15 | 0.16 | 0.40 | 0.42 |

* Assuming full acceptance of Equity shares in the Buyback offer in the ratio of Buyback

Notes: The key ratios have been computed as below:

| | |
|---|--|
| Net worth | Paid up equity share capital + Reserves and surplus |
| Total debts | Non-current borrowings + current borrowings + Current maturity of long term borrowings |
| Basic and Diluted Earnings per share | Net profit attributable to equity shareholders / weighted average number of shares outstanding during the year |
| Book value per share | (Paid up equity share capital + Reserves and surplus) / Weighted average number of equity shares |
| Return on net worth | Net profit after tax / Net worth |
| Debt - Equity ratio | Total debts / Net worth |
| P/E ratio | Closing price on NSE as on 29 March 2019 (₹153.45) / Earnings per share |

10. BASIS OF CALCULATING THE BUYBACK PRICE

- 10.1. The buyback price is ₹ 180/- (Rupees One Hundred and Eighty Only) per equity share. The Buyback Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average market price of the Equity Shares on BSE and NSE where the Equity Shares is listed, the networth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the Earnings Per Share.
- 10.2. The equity shares are being offered for buyback at a premium of 19.05% and 18.58% over the closing price of equity shares on BSE and NSE respectively being ₹151.20 and ₹151.80, on the date of intimation of Board meeting to consider the proposal for buyback (i.e. on May 22, 2019).
- 10.3. The book value per Equity Share of the Company pre-Buyback as on March 31, 2019 on Standalone and consolidated basis, was ₹41.81 & ₹60.50 respectively, which will decrease to ₹38.53 & ₹57.67 respectively, post Buyback Offer assuming full acceptance of the Buyback as stated in paragraph 9.11 above.
- 10.4. The earning per Equity Share of the Company pre-Buyback as on March 31, 2019, on Standalone and consolidated basis, was ₹3.15 & ₹6.20 respectively, which will increase to ₹3.23 & ₹6.35 respectively, post Buyback Offer assuming full acceptance of the Buyback as stated in paragraph 9.11 above.

10.5. The return on net-worth of the Company pre Buyback as on March 31, 2019, on Standalone and consolidated basis, was 7.54% & 10.25% respectively which will increase to 8.37% & 11.01% respectively, post Buyback Offer assuming full acceptance of the Buyback as stated in paragraph 9.11 above.

11. SOURCES OF FUNDS FOR THE BUY BACK

11.1. Assuming full acceptance, the funds that would be utilized by the Company for the purpose of the Buyback would be ₹ 59,40,00,000 /- (Rupees Fifty Nine Crores Forty Lakhs Only) excluding Transaction Costs.

11.2. The funds for the implementation of the proposed Buyback (including the Transaction Costs) will be sourced out of the free reserves of the Company and no funds will be borrowed from banks and financial institutions for the Buyback. The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares bought back through the Buyback to the Capital Redemption Reserve Account and details of such transfer shall be disclosed in its subsequent audited financial statement. The Company confirms that as required under Section 68(2) (d) of the Companies Act and Regulation 4(ii) of the Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company will not be more than twice the paid up equity share capital and free reserves after the Buyback.

12. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN

12.1. In accordance with Regulation 9(xi) of the Buyback Regulations, the Company has appointed HDFC Bank Limited having its registered office at HDFC Bank House, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 01 and acting through its branch situated at Lodha – I, Think Techno Campus, O-3 Level, Next to Kanjurmarg Railway Station, Kanjurmarg (East), Mumbai - 400 042, as the Escrow Agent for the aforementioned Buyback. The Company, the Manager to the Offer and the Escrow Agent have entered into an Escrow Agreement dated June 10, 2019 pursuant to which an Escrow Account in the name and style “**S H Kelkar and Company Limited – Buyback 2019 - Escrow Account**” bearing account no.: **57500000380425** has been opened with the Escrow Agent. The Company has deposited an amount of ₹ 15,00,00,000 (Fifteen Crores Only) in the Escrow Account being more than 25% of the total Buyback Size, that is the minimum amount required to be deposited in terms of the Buyback Regulations. Keynote Financial Services Limited, being the Manager to the Buyback Offer has been empowered to operate the Escrow Account in accordance with the Buyback Regulations.

12.2. The Company has adequate and firm financial resources to fulfill the obligations under the Buyback and the same has been certified vide certificate dated June 10, 2019 issued by Saurabh V. Bhat & Co., Chartered Accountants, (Proprietor Name: Saurabh Bhat, Firm Registration Number: W-138616, Member No. 143639), having his office at 17-A, Sucheta Niwas, 1st Floor, 285, S.B.S. Road, Fort, Mumbai 400 001.

12.3. Based on the above, the Manager to the Buyback confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buyback are in place and that the Company has the ability to implement the Buyback in accordance with the Buyback Regulations.

13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

13.1. The present capital structure of the Company is as follows:

| Sr. No. | Particulars | Pre Buyback (Amount in ₹) |
|---------|--|---------------------------|
| 1 | Authorized Share Capital: | |
| | 154,064,500 Equity Shares of ₹10 each | 1540,645,000 |
| | 11,935,500 Preference Shares of ₹10 each | 119,355,000 |
| 2 | Issued, Subscribed and Paid-up Capital: | |
| | 144,620,801 Equity Shares of ₹10 each fully paid | 1446,208,010 |

13.2. Assuming full acceptance in the Buyback, the capital structure of the Company post Buyback would be as follows:

| Sr. No. | Particulars | Pre Buyback (Amount in ₹) |
|---------|--|---------------------------|
| 1 | Authorized Share Capital: | |
| | 154,064,500 Equity Shares of ₹10 each | 1540,645,000 |
| | 11,935,500 Preference Shares of ₹10 each | 119,355,000 |
| 2 | Issued, Subscribed and Paid-up Capital: | |
| | 141,320,801 Equity Shares of ₹10 each fully paid | 1413,208,010 |

13.3. The Company has not undertaken any Buyback of its Equity Shares in the last one year from the date of the meeting of the Board in which the proposal for this Buyback was approved, i.e. Monday, June 10, 2019. The Company has not undertaken any Buyback in the last three years from the date of filing of the Draft Letter of Offer with SEBI.

13.4. There are no partly paid up equity shares in the Company.

13.5. There are no outstanding instruments convertible into equity shares.

13.6. There are no amounts under calls in arrears

13.7. The shareholding pattern of the Company pre & post Buyback is as follows:

| Category of Shareholder | Pre Buyback | | Post Buyback * | |
|--|-------------------------|--------------------------------|-------------------------|--------------------------|
| | Number of equity shares | % to the existing Equity Share | Number of equity shares | % to post Buyback Equity |
| Promoter and Promoter Group | 82,303,421 | 56.91 | 80,678,663 | 57.09 |
| Foreign Investors (Including Non-Resident Indians, FIIs, FPIs, Foreign Nationals, and Overseas Corporate Bodies) | 43,136,543 | 29.83 | 60,642,138 | 42.91 |
| Financial Institutions/Banks, NBFCs & Mutual Funds | 7,535,461 | 5.21 | | |

| Category of Shareholder | Pre Buyback | | Post Buyback * | |
|---|-------------------------|--------------------------------|-------------------------|--------------------------|
| | Number of equity shares | % to the existing Equity Share | Number of equity shares | % to post Buyback Equity |
| Others (Public, Bodies Corporate, Clearing Members, Trusts and HUF) | 8,271,713 | 5.72 | | |
| Shares held by Employees Trust | 3,373,663 | 2.33 | | |
| Total | 144,620,801 | 100.00 | 141,320,801 | 100.00 |

* Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Equity Shareholders of the Equity Shares up to their Buyback Entitlement.

- 13.8. There is no pending scheme of amalgamation or compromise or arrangement pursuant to any provisions of the Companies Act.
- 13.9. Assuming response to the Buyback to the extent of 100% (full acceptance) from all the Equity Shareholders upto their Buyback Entitlement, the aggregate shareholding of the Promoter and Promoter Group post the Buyback may increase to 57.09% from 56.91% prior to the Buyback.
- 13.10. The Promoter/ Promoter Group of the Company will comply with the applicable provisions of the SEBI Takeovers Regulations and subsequent amendments thereto, as per the specified timelines therein.
- 13.11. No Equity Shares of the Company have been purchased/sold by any Promoter and Promoter Group, the Directors of the Promoter Group Companies and Directors of the Company from a period of twelve months preceding the date of the Board meeting i.e. Monday, June 10, 2019 at which the Board approved the proposal for Buyback till the date of the Public Announcement i.e. Tuesday, June 11, 2019, except for the following transactions:

| Name | Date of Transfer | No. of Shares | Details of Transfer | Price (in ₹) |
|------------------------------------|------------------|---------------|--|----------------|
| Keva Constructions Private Limited | 14.08.2018 | 18,00,000 | On Market Acquisition of Equity Shares through block deal with KNP Industries Pte Limited | 38,18,10,000 |
| | 29.01.2019 | 2,50,000 | On Market Acquisition of Equity Shares | 4,04,75,076.48 |
| KNP Industries Pte Limited | 14.08.2018 | 18,00,000 | On Market disposal of equity shares through block deal with Keva Constructions Private Limited | 38,18,10,000 |
| Nihar Sandeep Nene | 18.02.2019 | 7,22,500 | Off Market transfer of shares by way of gift to Anangha Sandeep Nene | N.A. |
| Anangha Sandeep Nene | 18.02.2019 | 7,22,500 | Off Market acquisition of shares by way of gift from Nihar Sandeep Nene | N.A. |

14. BRIEF INFORMATION OF THE COMPANY

14.1 History of the Company

- S H Kelkar and Company Limited (“SH Kelkar” / the “Company”) was incorporated on July 1, 1955 as “S H Kelkar and Company Private Limited” at Maharashtra as a Private Limited Company. The name of the Company was changed from “S H Kelkar and Company Private Limited” to “S H Kelkar and Company Limited” and Fresh Certificate of Incorporation consequent to Change of Name was obtained on March 05, 2015 from Registrar of Companies, Mumbai, Maharashtra. The registered office of the Company is situated at 36, Devkaran Mansion, Mangaldas Road, Mumbai, Maharashtra – 400 002.
- The Equity Shares of the Company are listed on the BSE and NSE since November 16, 2015.
- The Company is engaged in developing, manufacturing, sale and distribution of fragrance and flavours and offers fragrances in various categories, such as personal care, hair care, air care, skincare and cosmetics, fabric care, household products and fine fragrances. The Company also offers flavours in various other categories such as dairy products, beverages, confectionery, savoury, bakery products and pharmaceuticals.
- The Company exports to more than 50 countries. Headquartered in Mumbai, India, the Company has five creation and development centres and seven manufacturing operations across India, Indonesia, China, Singapore, the Netherlands and Italy. The Company’s fragrance manufacturing plants in Mumbai and Raigad in Maharashtra comply with the regulations of the International Fragrance Association and the Company’s flavour manufacturing plant in Raigad in Maharashtra is registered with the United States Food and Drug Administration. The company has over 4,100 customers
- The Company’s recent acquisitions include acquisition of 51% of Italy-based Creative Flavours & Fragrances S.p.A (CFF) to strengthen global product offerings, particularly in Fine Fragrances and Fabric Care segments. Acquisition of 67% equity stake in China-based Anhui Ruibang Aroma Company Limited provides the Company access to another Tonalid manufacturing facility and to enable the Company to consolidate its market leadership in the segment.
- The Company’s research and development programme has been recognized by the Government of India’s Department of Science and Industrial Research as an in-house research and development unit. The Company is the only company of Indian origin to file patents in field of fragrance and novel aroma molecules.

14.2 The details of changes in the share capital of the Company since incorporation is as follows:

| Date of allotment of shares | Number of shares allotted/subdivided | Face value (₹) | Issue price/conversion price (₹) | Nature of consideration | Reasons of allotment | Cumulative number of Equity Shares | Cumulative paid-up equity share capital (₹) |
|-----------------------------|--------------------------------------|----------------|----------------------------------|-------------------------|---------------------------------|------------------------------------|---|
| October 18, 1955 | 11 | 1,000 | 1,000 | Cash | First subscribers to Memorandum | 11 | 11,000 |
| October 18, 1955 | 391 | 1,000 | 1,000 | Cash | Preferential Allotment | 402 | 402,000 |
| December 26, 1956 | 10 | 1,000 | 1,000 | Cash | Preferential Allotment | 412 | 412,000 |
| November 17, 1958 | 88 | 1,000 | 1,000 | Cash | Preferential Allotment | 500 | 500,000 |
| October 15, 1959 | 100 | 1,000 | 1,000 | Cash | Preferential Allotment | 600 | 600,000 |

| Date of allotment of shares | Number of shares allotted/subdivided | Face value (₹) | Issue price/conversion price (₹) | Nature of consideration | Reasons of allotment | Cumulative number of Equity Shares | Cumulative paid-up equity share capital (₹) |
|---|--------------------------------------|----------------|----------------------------------|-------------------------|---|------------------------------------|---|
| March 29, 1961 | 250 | 1,000 | 1,000 | Cash | Preferential Allotment | 850 | 850,000 |
| March 26, 1962 | 150 | 1,000 | 1,000 | Cash | Preferential Allotment | 1,000 | 1,000,000 |
| May 28, 1971 | 1,000 | 1,000 | 1,000 | Cash | Preferential Allotment | 2,000 | 2,000,000 |
| May 30, 1978 | 400 | 1,000 | 1,000 | Cash | Preferential Allotment | 2,400 | 2,400,000 |
| December 1, 1978 | 2,400 | 1,000 | - | Other than cash | Bonus Issue | 4,800 | 4,800,000 |
| April 22, 1982 | 200 | 1,000 | 1,000 | Cash | Preferential Allotment | 5,000 | 5,000,000 |
| March 30, 1988 | 5,000 | 1,000 | - | Other than cash | Bonus Issue | 10,000 | 10,000,000 |
| May 24, 1990 | 10,000 | 1,000 | - | Other than cash | Bonus Issue | 20,000 | 20,000,000 |
| November 30, 1995 | 5,000 | 1,000 | 1,000 | Cash | Rights Issue | 25,000 | 25,000,000 |
| September 16, 1997 | 5,000 | 1,000 | 1,000 | Cash | Rights Issue | 30,000 | 30,000,000 |
| November 5, 1997 | 30,000 | 1,000 | - | Other than cash | Bonus Issue | 60,000 | 60,000,000 |
| May 14, 2002 | 30,000 | 1,000 | 1,000 | Cash | Rights Issue | 90,000 | 90,000,000 |
| November 16, 2004 | 30,000 | 1,000 | 1,000 | Cash | Preferential Allotment | 120,000 | 120,000,000 |
| August 23, 2010 | -10,600 | 1,000 | 66,943.37 | Cash | Buyback of equity shares | 109,400 | 109,400,000 |
| April 7, 2011 (effective August 16, 2010) | -35,045 | 1,000 | - | - | Reduction of Share Capital (Refer note 1) | 74,355 | 74,355,000 |
| October 21, 2011 | -22,475 | 1,000 | - | - | Reduction of Share Capital (Refer note 2) | 51,880 | 51,880,000 |
| June 28, 2012 | 13,955 | 1,000 | - | Other than cash | Bonus Issue | 65,835 | 65,835,000 |
| August 8, 2012 | 320 | 1,000 | 31,250 | Cash | Preferential Allotment | 66,155 | 66,155,000 |
| August 8, 2012 | 18,000 | 1,000 | 30,000 | - | Conversion of 540,000 CCPS A | 84,155 | 84,155,000 |
| August 8, 2012 | 15,333 | 1,000 | 30,000.65 | - | Conversion of 460,000 CCPS B | 99,488 | 99,488,000 |

| Date of allotment of shares | Number of shares allotted/ subdivided | Face value (₹) | Issue price/ conversion price (₹) | Nature of consideration | Reasons of allotment | Cumulative number of Equity Shares | Cumulative paid –up equity share capital (₹) |
|--|---------------------------------------|----------------|-----------------------------------|-------------------------|--------------------------------|------------------------------------|--|
| August 8, 2012 | 20,832 | 1,000 | 1,000 | - | Conversion of 20,817 CCPS C | 120,320 | 120,320,000 |
| April 16, 2013 | 11,951 | 1,000 | 24,750 | Cash | Preferential Allotment | 132,271 | 132,271,000 |
| September 18, 2014 | 13,227,100 | 10 | - | - | Sub-division (Refer Note 3) | 13,227,100 | 132,271,000 |
| September 18, 2014 | 119,043,900 | 10 | - | Other than cash | Bonus Issue | 132,271,000 | 1,322,710,000 |
| October 5, 2015 | 683,135 | 10 | 333.13 | - | Conversion of 9,195,000 CCPS D | 132,954,135 | 1,329,541,350 |
| November 9, 2015 | 11,666,666 | 10 | 180 | Cash | Initial Public Offer | 144,620,801 | 1,446,208,010 |
| Total number of outstanding Equity Shares | | | | | | 144,620,801 | 1,446,208,010 |

Note

- 1) Reduction of share capital pursuant to order dated April 7, 2011 due to the implementation of the family settlement.
- 2) Reduction of share capital pursuant to order by the Hon'ble Bombay High Court dated October 21, 2011 for the scheme of arrangement between Tridhaatu Estates Private Limited and Amerigo Holdings and Investment Private Limited with our Company.
- 3) Sub-division of 132,271 equity shares of face value ₹ 1,000/- each into 13,227,100 Equity Shares of face value of ₹ 10/- each

14.3 The Details of the Board of Directors of the Company as on date are as follows:

| Name, Qualification, Age and Occupation | Designation | Original date of appointment | Date of Appointment/ re-appointment at current designation | Other directorship (name of the company & designation). |
|--|---------------------------|------------------------------|--|--|
| Ramesh Vaze Qualification: B.Sc, Training in Perfumery and Cosmetic Geneva Age-78 years Occupation- Business | Managing Director | February 11, 1981 | September 01, 2015 | <ul style="list-style-type: none"> • Keva Fragrances Pvt Ltd (Formerly Known as K V Arochem Pvt Ltd) – Director • Keva Biotech Pvt Ltd – Director • Keva Chemicals Pvt Ltd – Director • Keva Constructions Pvt Ltd – Director • Keva Flavours Private Ltd – Director • Keva Aromatics Pvt Ltd – Director • Saiba Industries Pvt Ltd – Director • Keva Properties Pvt Ltd – Director • Keva Industries Pvt Ltd – Director • PT SHKKEVA Indonesia – Director • KNP Industries Pte Ltd – Director • Keva Fragrance Industries Pte Ltd – Director • Rasiklal Hemani Agencies Pvt Ltd – Director • VN Creative Chemicals Pvt Ltd - Director |
| Prabha Vaze Age-72 years Qualification: B.Sc Occupation- Business | Non- Executive Non- | October 29, 1980 | March 12, 2015 | <ul style="list-style-type: none"> • Keva Flavours Pvt Ltd – Director • Keva Biotech Pvt Ltd – Director • Keva Fragrances Pvt Ltd (Formerly known as K V Arochem Pvt Ltd) – Director |

| Name, Qualification, Age and Occupation | Designation | Original date of appointment | Date of Appointment/ re-appointment at current designation | Other directorship (name of the company & designation). |
|---|--|------------------------------|--|--|
| | Independent Director | | | <ul style="list-style-type: none"> • Keva Aromatics Pvt Ltd – Director • Saiba Industries Pvt Ltd – Director • Keva Properties Pvt Ltd – Director • Keva Constructions Pvt Ltd – Director • Keva Chemicals Pvt. Ltd. - Director • ASN Investment Advisors Pvt Ltd – Director • SKK Industries Pvt Ltd – Director • Rasiklal Hemani Agencies Pvt Ltd – Director • VN Creative Chemicals Pvt Ltd - Director |
| Kedar Vaze Qualification: Master in organic chemistry from IIT, Mumbai. PG Diploma in Management from Jamnalal Bajaj Institute of Management Studies Age-45 years Occupation- Business | Wholetime Director and Group CEO | August 27, 2010 | September 01, 2015 | <ul style="list-style-type: none"> • Keva Biotech Pvt Ltd – Director • Keva Fragrances Pvt Ltd (formerly known as K V Arochem Pvt Ltd) - Director • Keva Flavours Pvt Ltd – Director • Evolutis India Pvt Ltd – Director • Keva Chemicals Pvt. Ltd. – Director • Keva Constructions Pvt. Ltd. – Director • Keva Aromatics Pvt Ltd – Director • Saiba Industries Pvt Ltd – Director • Keva Properties Pvt Ltd – Director • Keva Industries Pvt Ltd – Director • Keva UK Ltd – Director • PFW Aroma Ingredients B. V. – Director • KNP Industries Pte Ltd – Director • Rasiklal Hemani Agencies Pvt Ltd – Director • VN Creative Chemicals Pvt Ltd - Director |
| Deepak Raj Bindra Qualification: B.Com, CA Age-72 years Occupation- Professional | Non-Executive non-Independent Director | May 25, 2018 | August 09, 2018 | - |
| Amit Dalmia Qualification: B.Com, CA, CS & ICWA Age-43 years Occupation- Professional | Non-Executive non-Independent Director | August 08, 2012 | September 27, 2012 | <ul style="list-style-type: none"> • Mphasis Ltd – Non Executive Independent Director |
| Dalip Sehgal Qualification: Degree of Bachelor of Arts and MBA Age-60 years Occupation- Professional | Non-Executive Independent Director | December 09, 2014 | December 09, 2014 | <ul style="list-style-type: none"> • Safari Industries Ltd – Non Executive Independent Director • House of Anita Dongre Limited – Director |
| Jairaj Purandare Qualification: B.Sc, CA Age-60 years Occupation- Professional | Non-Executive Independent Director | February 19, 2015 | February 19, 2015 | <ul style="list-style-type: none"> • RBL Bank Limited – Non Executive Independent Director • HDFC Asset Management Company Ltd – Non Executive Independent Director • JMP Advisors Pvt Ltd – Director |

| Name, Qualification, Age and Occupation | Designation | Original date of appointment | Date of Appointment/ re-appointment at current designation | Other directorship (name of the company & designation). |
|--|------------------------------------|------------------------------|--|---|
| Shrikant Oka Qualification: B.Sc, LLB Age-60 years Occupation-Professional | Non-Executive Independent Director | May 25, 2018 | August 09, 2018 | - |
| Sangeeta Singh Qualification: Degree of Bachelor of Arts and Behavioural Psychology (Hons.) from Mumbai University Age-59 years Occupation-Professional | Non-Executive Independent Director | February 19, 2015 | December 09, 2014 | <ul style="list-style-type: none"> • Accelya Kale Solutions Ltd – Non Executive Independent Director • Alkem Laboratories Ltd – non Executive Independent Director • Keva Fragrances Pvt Ltd – Non Executive Independent Director • Laxmi Organic Industries Ltd – Non Executive Independent Director • Crystal Crop Protection Ltd – Non Executive Independent Director • ASK Investment Managers Ltd – Non Executive Independent Director • ASK Wealth Advisors Pvt Ltd – Non Executive Independent Director |
| Alpana Parida Qualification: PG in Management from IIM, Ahemdabad and Bachelor of Economics from University of Delhi. Age-56 years Occupation-Professional | Non-Executive Independent Director | December 09, 2014 | December 09, 2014 | <ul style="list-style-type: none"> • Cosmo Films Ltd – Non Executive Independent Director • GRP Limited – Non Executive Independent Director • Prime Securities Limited – Non Executive Independent Director • Prime Research and Adviosry Limited – Non Executive Independent Director • Primesec Investments Ltd – Director • FSN E-Commerce Ventures Private Limited - Director |

14.4 The details of changes in the Board of Directors during the last 3 (Three) years are as under:-

| Name | Nature of Change | Effective date | Reasons |
|-------------------|------------------|-------------------|---|
| Nitin Potdar | Cessation | February 28, 2018 | Other professional commitments |
| Amit Dixit | Cessation | May 25, 2018 | Other professional commitments |
| Deepak Raj Bindra | Appointment | May 25, 2018 | Appointed as an Additional Director and subsequently appointed as an Independent Director |
| Shrikant Oka | Appointment | May 25, 2018 | Appointed as an Additional Director and subsequently appointed as an Independent Director |

15. FINANCIAL INFORMATION ABOUT THE COMPANY

15.1. The salient financial information of the Company as extracted from the audited financial statements for the last three years being March 31, 2019, March 31, 2018 and March 31, 2017 are as under:

Standalone

(₹ in crores unless stated otherwise)

| Particulars | Year Ended | | |
|---|----------------|----------------|----------------|
| | March 31, 2019 | March 31, 2018 | March 31, 2017 |
| Total Income | 712.92 | 711.86 | 698.75 |
| Total Expenses (Excluding Interest and Depreciation & Amortization) | 629.02 | 595.01 | 586.36 |
| Interest | 6.51 | 3.16 | 2.4 |
| Depreciation & Amortization | 15.18 | 10.53 | 6.81 |
| Profit before tax | 62.21 | 103.16 | 103.18 |
| Provision for tax (including Deferred Tax) | 17.24 | 34.2 | 28.87 |
| Profit / (Loss) after tax | 44.97 | 68.96 | 74.31 |
| Equity share capital | 144.62 | 144.62 | 144.62 |
| Reserves & Surplus | *451.93 | 482.95 | 474.17 |
| Networth | 596.55 | 627.57 | 618.79 |
| Loan Funds | | | |
| Long Term Loan | 0.14 | 0.28 | 0.40 |
| Short Term Loan | 87.27 | 18.80 | 0.16 |

*While calculating the percentage of the buyback size being 9.96% which is the aggregate of the fully paid-up equity share capital and free reserves as per the audited standalone financial statements of the Company for the financial year ended March 31, 2019, the amount of Treasury Shares has been excluded from Reserves and Surplus

Key Financial Ratios

| Particulars | Year Ended | | |
|--|----------------|----------------|----------------|
| | March 31, 2019 | March 31, 2018 | March 31, 2017 |
| Key Ratios | | | |
| Earnings per share – Basic & diluted (₹) | 3.15 | 4.77 | 5.14 |
| Book Value Per share (₹) | 41.81 | 43.43 | 42.79 |
| Return on Net worth (%) | 7.54 | 10.99 | 12.01 |
| Debt. Equity Ratio | 0.15 | 0.03 | 0.00 |

Consolidated

(₹ in crores unless stated otherwise)

| Particulars | Year Ended | | |
|--|----------------|----------------|----------------|
| | March 31, 2019 | March 31, 2018 | March 31, 2017 |
| Total Income | 1,071.48 | 1,064.65 | 1,071.37 |
| Total Expenses (Excluding Interest and Depreciation) | 911.53 | 880.83 | 893.99 |
| Interest | 13.95 | 3.97 | 5.16 |
| Depreciation | 31.15 | 23.84 | 19.44 |
| Exceptional Items | - | 12.85 | - |
| Profit before tax | 114.85 | 143.16 | 152.78 |
| Provision for tax (including Deferred Tax) | 27.01 | 50.58 | 47.96 |

| Particulars | Year Ended | | |
|---|----------------|----------------|----------------|
| | March 31, 2019 | March 31, 2018 | March 31, 2017 |
| Share of profit from Equity Investment in Joint ventures (net of taxes) | 0.41 | 1.61 | - |
| Profit/(Loss) attributable to Non Controlling Interest | (0.23) | - | - |
| Profit / (Loss) after tax | 88.48 | 94.19 | 104.82 |
| Equity share capital | 144.62 | 144.62 | 144.62 |
| Reserves & Surplus | *718.73 | 712.59 | 667.12 |
| Networth | 863.35 | 857.21 | 811.74 |
| Non- controlling interest | 10.81 | - | - |
| Loan Funds | | | |
| Long Term Loan | 69.97 | 48.20 | 9.17 |
| Short Term Loan | 271.62 | 124.30 | 65.20 |

*While calculating the percentage of the buyback size being 7.17% which is the aggregate of the fully paid-up equity share capital and free reserves as per the audited consolidated financial statements of the Company for the financial year ended March 31, 2019, the amount of Treasury Shares, Capital Reserve and Foreign Currency Translation Reserve have been excluded from Reserves and Surplus

Key Financial Ratios

| Particulars | Year Ended | | |
|--------------------------|----------------|----------------|----------------|
| | March 31, 2019 | March 31, 2018 | March 31, 2017 |
| Key Ratios | | | |
| Earnings per share – | 6.20 | 6.52 | 7.25 |
| Book Value Per share (₹) | 60.50 | 59.33 | 56.13 |
| Return on Net worth (%) | 10.25 | 10.99 | 12.91 |
| Debt. Equity Ratio | 0.40 | 0.20 | 0.09 |

Notes: The key ratios have been computed as below:

| | |
|---|--|
| Net worth | Paid up equity share capital + Reserves and surplus |
| Total debts | Non-current borrowings + current borrowings + Current maturity of long term borrowings |
| Basic and Diluted Earnings per share | Net profit attributable to equity shareholders / weighted average number of shares outstanding during the year |
| Book value per share | (Paid up equity share capital + Reserves and surplus) / Weighted average number of equity shares |
| Return on net worth | Net profit after tax / Net worth |
| Debt - Equity ratio | Total debts / Net worth |

16. STOCK MARKET DATA

16.1. The Equity Shares are currently listed and traded on BSE and NSE.

16.2. The high, low and average market prices in preceding three calendar years and the monthly high, low and average market prices during the six months preceding the date of publication of Public

Announcement and the corresponding volumes on BSE and NSE being the stock exchange where the shares are traded are as follows:

BSE

| Period | High Price (₹) | Date of High Price & Number of shares traded on that date | Low Price (₹) | Date of Low Price & Number of shares traded on that date | Average Price (₹) | Total Volume Traded in the period (No. of shares) |
|---------------------------|----------------|---|---------------|--|-------------------|---|
| PRECEDING 3 YEARS | | | | | | |
| FY 2018-19 | 263.50 | 02-04-2018 (17,480) | 136.65 | 21-02-2019 (21,638) | 200.86 | 9,918,662 |
| FY 2017-18 | 333.00 | 02-05-2017 (14,283) | 236.60 | 31-08-2017 (14,468) | 276.05 | 20,353,626 |
| FY 2016-17 | 361.90 | 04-01-2017 (158,442) | 201.05 | 24-06-2016 (11,545) | 277.12 | 8,166,519 |
| PRECEDING 6 MONTHS | | | | | | |
| May 2019 | 162.00 | 20-05-2019 (18,629) | 141.55 | 16-05-2019 (2,516) | 148.86 | 95,243 |
| April 2019 | 164.85 | 02-04-2019 (78,627) | 144.10 | 26-04-2019 (23,757) | 153.46 | 1,563,718 |
| March 2019 | 168.90 | 20-03-2019 (108,604) | 146.70 | 01-03-2019 (5,655) | 153.62 | 3,343,532 |
| Feb 2019 | 171.25 | 08-02-2019 (3,084) | 136.65 | 21-02-2019 (21,638) | 155.78 | 717,876 |
| Jan 2019 | 189.40 | 18-01-2019 (5,165) | 155.95 | 30-01-2019 (21,330) | 172.70 | 184,514 |
| Dec 2018 | 187.00 | 31-12-2018 (933) | 168.25 | 31-12-2018 (1,524) | 175.77 | 281,335 |

Source: www.bseindia.com

NSE

| Period | High Price (₹) | Date of High Price & Number of shares traded on that date | Low Price (₹) | Date of Low Price & Number of shares traded on that date | Average Price (₹) | Total Volume Traded in the period (No. of shares) |
|--------------------------|----------------|---|---------------|--|-------------------|---|
| PRECEDING 3 YEARS | | | | | | |
| FY 2018-19 | 264.90 | 02-04-2018 (27,152) | 137.00 | 21-02-2019 (315251) | 200.83 | 33764107 |
| FY 2017-18 | 333.00 | 02-05-2017 (62,451) | 236.00 | 31-08-2017 (273264) | 236.00 | 32814264 |
| FY 2016-17 | 362.90 | 04-01-2017 (1,185,252) | 208.00 | 06-06-2016 (41411) | 277.50 | 29190479 |

| Period | High Price (₹) | Date of High Price & Number of shares traded on that date | Low Price (₹) | Date of Low Price & Number of shares traded on that date | Average Price (₹) | Total Volume Traded in the period (No. of shares) |
|---------------------------|----------------|---|---------------|--|-------------------|---|
| PRECEDING 6 MONTHS | | | | | | |
| May 2019 | 162.00 | 20-05-2019 (647,937) | 141.35 | 17-05-2019 (37878) | 148.85 | 2734814 |
| April 2019 | 164.80 | 02-04-2019 (4,521,643) | 145.00 | 26-04-2019 (75,945) | 153.25 | 9,165,848 |
| March 2019 | 169.00 | 20-03-2019 (1,259,769) | 146.10 | 01-03-2019 (56,923) | 153.42 | 7,383,030 |
| Feb 2019 | 171.90 | 08-02-2019 (78,551) | 137.00 | 21-02-2019 (315,251) | 155.66 | 1,826,071 |
| Jan 2019 | 189.80 | 18-01-2019 (105,660) | 156.00 | 29-01-2019 (274,805) | 172.44 | 2,359,387 |
| Dec 2018 | 188.50 | 04-12-2018 (11,827) | 168.55 | 26-12-2018 (26,383) | 175.60 | 2,789,327 |

Source: www.nseindia.com

Note: High and Low price for the period are based on intraday prices and Average Price is based on average of closing price.

- 16.3. As on June 07, 2019 i.e. the trading day immediately before June 10, 2019, being the date of Board Meeting approving the Buyback the closing price was ₹150.75 & ₹150.25 per Equity Share on BSE and NSE, respectively.

17. DETAILS OF THE STATUTORY APPROVALS

- 17.1. The Board of Directors of the Company at its meeting held on Monday, June 10, 2019 approved and passed the proposal of Buyback.
- 17.2. The Buyback Offer is subject to approval, if any required, under the provisions of the Companies Act, FEMA, the Buyback Regulations and/or such other applicable rules and regulations in force for the time being.
- 17.3. Buyback from Non-Resident Shareholders will be subject to approvals, if any, of the appropriate authorities as applicable. NRIs and erstwhile OCBs must obtain all approvals required to tender the Equity Shares held by them in this Buyback (including without limitation the approval from the RBI). It is the obligation of such non-resident shareholders, NRI, OCB shareholders, to obtain such approvals and submit the same along with the Tender Form, so as to enable them to tender Equity Shares in the Buyback and for the Company to purchase such Equity Shares, tendered. The Company will have the right to make payment to the Eligible Shareholders in respect of whom no prior RBI approval is required and not accept Equity Shares from the Eligible Shareholders in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted.
- 17.4. By agreeing to participate in the Buyback, the non-resident Eligible Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file

- regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting.
- 17.5. As of date of this Letter of Offer, there is no other statutory or regulatory approval required to implement the Buyback Offer, other than that indicated above. If any statutory or regulatory approval becomes applicable subsequently, the Buyback Offer will be subject to such statutory or regulatory approval(s). In the event of any delay in receipt of any statutory / regulatory approvals, changes to the proposed timetable of the Buyback Offer, if any, shall be intimated to the Stock Exchanges

18. DETAILS OF THE REGISTRAR TO THE BUY BACK

- 18.1. Eligible Sellers Brokers are required to send the Tender Form and requisite documents by superscribing the envelope as “S H Kelkar Buyback Offer”, either by hand delivery, registered post or courier, to the Registrar to the Buyback Offer at their address given below, so that the documents are received within 2 (Two) days from the Buyback Closing Date i.e. Tuesday, July 30, 2019 (by 5 PM):

REGISTRAR TO THE BUY BACK:

LINKIntime

Link Intime India Private Limited

C 101, 247 Park, L.B.S. Marg, Vikhroli (West)
Mumbai - 400 083, Maharashtra, India.

Tel. No.: +91-22- 4918 6200; **Fax:** +91-22-4918 6195

Contact Person: Mr. Sumeet Deshpande

Email: shkelkar.buyback2019@linkintime.co.in

Website: www.linkintime.co.in

SEBI Registration Number: INR 000004058

CIN: U67190MH1999PTC118368

THE TENDER FORM AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK OFFER.

EQUITY SHAREHOLDERS ARE ADVISED TO ENSURE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS ARE COMPLETE IN ALL RESPECTS; OTHERWISE SUCH DOCUMENTS ARE LIABLE TO BE REJECTED.

19. PROCESS AND METHODOLOGY FOR THE BUYBACK

- 19.1. The Company proposes to Buyback up to 33,00,000 (Thirty Three Lakhs) fully paid-up Equity Shares representing 2.28% of the total number of equity shares in the issued, subscribed and paid-up equity shares of the Company, from the Eligible Shareholders as on the Record Date, on a proportionate basis, through the Tender Offer route at the Buyback Price, i.e. ₹180/- (Rupees One Hundred and Eighty Only) per Equity Share, payable in cash for an amount not exceeding ₹ 59,40,00,000 /- (Rupees Fifty Nine Crores Forty Lakhs Only) which represents 9.96% & 7.17% of the fully paid up equity share capital and free reserves as per standalone and consolidated basis for the financial year ended March 31, 2019 (the last audited financial statement available as on the date of Board Meeting approving the Buyback). The Buyback size is therefore within the limit of 10% (for a Buyback under the board approval route as provided for under the first proviso to Section 68(2)(b) of the Companies Act) of the Company's total paid-up equity share capital and free reserves as per the last audited accounts for the financial year ended March 31, 2019. The Buyback is in accordance with

Article 10 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and other applicable provisions, if any, of the Companies Act, the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, including any amendments, statutory modifications or re-enactments thereof, for the time being in force and in compliance with the Buyback Regulations.

The Company expresses no opinion as to whether Eligible Sellers should participate in the Buyback and, accordingly, Eligible Sellers are advised to consult their own advisors to consider participation in the Buyback.

- 19.2. The aggregate shareholding of the Promoter and Promoter Group as at the date of the Public Announcement is 8,23,03,421 Equity Shares, which represents 56.91% of the paid-up equity share capital of the Company. In terms of the Buyback Regulations, under the Tender Offer route, the Promoter and Promoter Group of the Company have the option to participate in the Buyback. In this regard, the Promoter and Promoter Group of the Company, have expressed their intention vide their letters dated June 10, 2019 to participate in the Buyback and offer up to 33,00,000 equity shares in aggregate or any such lower number of shares as required in compliance with the Buyback Regulations/terms of the Buyback. The extent of their participation in the Buyback has been detailed in paragraph 9.4 of this Letter of Offer.
- 19.3. Assuming Acceptance of all Equity Shares tendered in the Buyback from the Eligible Shareholders up to their respective Buyback Entitlement, the shareholding of the Promoter and Promoter Group after the completion of the Buyback may increase from 56.91% to 57.09% of the post-Buyback total paid-up equity share capital of the Company. Also, if none of the public shareholders participate and only the Promoter and Promoter Group participate to the extent of the Buyback Entitlement, their shareholding may reduce from 56.91% to 56.42% of the total equity share capital of the Company
- 19.4. The Promoter/ Promoter Group of the Company will comply with the applicable provisions of the SEBI Takeover Regulations and subsequent amendments thereto, as per the specified timelines therein.
- 19.5. **Record Date and Ratio of Buyback as per the Buyback Entitlement in each Category**
- 19.5.1 The Board in its Meeting held on Monday, June 10, 2019 has announced Thursday, June 20, 2019 as Record Date for the purpose of determining the Buyback Entitlement and the names of the Equity Shareholders who are eligible to participate in the Buyback.
- 19.5.2 The Equity Shares proposed to be bought back by the Company as a part of this Buyback are divided into two categories:
- a) Reserved category for Small Shareholders ("**Reserved Category**"); and
 - b) General Category for all Eligible Sellers/ Shareholders Other than Small Shareholders ("**General Category**").
- 19.5.3 As defined in Regulation 2(i)(n) of the Buyback Regulations, a "Small Shareholder" means a Eligible Shareholder who holds Equity Shares whose market value, on the basis of the closing price on the recognized Stock Exchange (in this case NSE) registering the highest trading volume on June 20, 2019, i.e., the Record Date, is not more than ₹ 200,000 (Rupees Two Lakhs only). As on Record Date, the closing on NSE was ₹132.00 (Rupees One Hundred and Thirty Two only). Accordingly, all shareholders holding not more than 1,515 Equity Shares as on the Record Date are classified as 'Small Shareholders' for the purpose of the Buyback Offer.

19.5.4 Based on the above definition, there are 26,050 Small Shareholders, with an aggregate shareholding of 3,871,315 Equity Shares, as on the Record Date, which constitutes 2.68% of the outstanding paid up equity share capital of the Company and 117.31% of the maximum number of Equity Shares which are proposed to be bought back as part of this Buyback Offer.

19.5.5 In accordance with Regulation 6 of the Buyback Regulations, the reservation for the Small Shareholders will be the higher of:

- a) Fifteen percent of the number of Equity Shares which the Company proposes to buy back, i.e., 15% of 33,00,000 (Thirty Three Lakhs) Equity Shares, which works out to 4,95,000 Equity Shares; or
- b) The number of Equity Shares to which the Small Shareholders are entitled, as per their shareholding as on Record Date, [i.e., $(3,871,315 / 144,620,601^*) \times 3,300,000$], which works out to 88,337 Equity Shares.

*All the outstanding fully paid-up Equity Shares except the shares held by Kedar Ramesh Vaze Family Trust and Ramesh Vinayak Vaze Family Trust, being the promoters of the company who do not intend to tender any equity shares have been used for computing the Buyback Entitlement of Small Shareholders.

Based on the above and in accordance with Regulation 6 of the Buyback Regulations and after rounding off the fractional entitlement to the next higher integer so that at least one (1) Equity share is allocated to Small shareholders, 510,280 Equity Shares fully paid-up Equity Shares have been reserved for Small Shareholders.

Thus 15,280 number of additional equity shares are reserved for the small shareholders. Equivalent number of equity shares have been adjusted from the Promoter's entitlement on a proportionate basis.

Accordingly, General Category shall consist of 2,789,720 Equity Shares.

Based on the above Buyback Entitlements, the ratio of Buyback for both categories is decided as below:

| Category of Shareholders | Ratio of Buyback |
|--|--|
| Reserved Category for Small Shareholders | 11 Equity Shares out of every 86 fully paid- up Equity Shares held on the Record Date. |
| General Category for all other Equity Shareholders | 1 Equity Shares out of every 50 fully paid- up Equity Shares held on the Record Date. |

Note: The above ratio of Buyback is approximate and provides an indicative Buyback Entitlement. Any computation of entitled Equity Shares using the above ratio may provide a slightly different number due to rounding off. The actual buyback entitlement for reserved category for small shareholders is 0.127863530 and General category for all other eligible shareholders is 0.019929053.

19.6 Fractional Entitlements:

19.6.1 If the Buyback Entitlement under Buyback, after applying the above-mentioned ratios to the Equity Shares held on Record Date is not a whole number, then the fractional entitlement shall be rounded off to the next higher integer for computation of buyback entitlement to tender the equity shares in the buyback. Adjustment for excess resulting from such rounding off would be made in the entitlement belonging to the promoter.

19.6.2 Hence, on account of the above, those Small Shareholders whose entitlement comes to less than 1 (one) equity share will be dispatched a Tender Form with 1 (One) entitlement.

19.7 Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders:

19.7.1 Subject to the provisions contained in this Letter of Offer, the Company will accept the Equity Shares tendered in the Buyback by the Small Shareholders in the Reserved Category in the following order of priority:

(a) Acceptance of 100% Equity Shares from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buyback Entitlement or the number of Equity Shares tendered by them, whichever is less.

(b) Post the Acceptance as described in paragraph 19.7.1 (a), in case there are any Equity Shares left to be bought back in the Reserved Category, the Additional Equity Shares tendered by the Small Shareholders over and above their Buyback Entitlement, shall be Accepted in proportion of the Additional Equity Shares tendered by them and the Acceptances per Small Shareholders shall be made in accordance with the Buyback Regulations, i.e. valid Acceptances per Small Shareholder shall be equal to the Additional Equity Shares validly tendered by the Small Shareholder divided by the total Additional Equity Shares validly tendered and multiplied by the total pending number of Equity Shares to be Accepted in Reserved Category.

(c) Adjustment for fractional result in case of proportionate Acceptance, as described in paragraph 19.7.1 (b) above:

i. For any Small Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

ii. For any shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

19.8 Basis of Acceptance of Shares validly tendered in the General Category:

19.8.1 Subject to the provisions contained in this Letter of Offer, the Company will accept the Equity Shares tendered in the Buyback by all other Eligible Sellers in the General Category in the following order of priority:

- (a) Acceptance of 100% Equity Shares from other Eligible Sellers in the General Category who have validly tendered their Equity Shares, to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.
- (b) Post the Acceptance as described in paragraph 19.8.1(a) above, in case there are any Equity Shares left to be bought back in the General Category, the Additional Equity Shares tendered by the other Eligible Sellers over and above their Buyback Entitlement shall be Accepted in proportion of the Additional Equity Shares tendered by them and the acceptances per shareholder shall be made in accordance with the Regulations, i.e. valid acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by the Eligible Sellers divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the total pending number of Equity Shares to be Accepted in General Category.
- (c) Adjustment for fractional results in case of proportionate acceptance as described in paragraph 19.8.1(a) and (b) above:
 - i) For any Eligible Seller, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - ii) For any Eligible Seller if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

19.9 Basis of Acceptance of Equity Shares between Categories

19.9.1 In case there are any Equity Shares left to be bought back in one category (“**Partially filled Category**”) after Acceptance in accordance with the above described methodology for both the categories, and there are additional unaccepted validly tendered Equity Shares in the second category, then the Additional Equity Shares in the second category shall be accepted proportionately, i.e. valid Acceptances per Eligible Seller shall be equal to the additional outstanding Equity Shares validly tendered by a Eligible Seller in the second category divided by the total additional outstanding Equity Shares validly tendered in the second category and multiplied by the total pending number of Equity Shares to be bought back in the partially filled category.

If the Partially filled Category is the General Category, and the second category is the Reserved Category for Small Shareholders, then for the purpose of this calculation, the Additional Equity Shares tendered by such Small Shareholders, from whom 1 (one) Equity Share has been accepted in accordance with paragraph 19.8.1 ii) shall be reduced by 1 (one)

19.9.2 Adjustment for fraction results in case of proportionate Acceptance, as defined in paragraph 19.9.1 above:

- i) For any shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

- ii) For any shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

19.10 For avoidance of doubt, it is clarified that:

- 19.10.1 The Equity Shares accepted under the Buyback from each Eligible Shareholder, in accordance with paragraphs above, shall not exceed the number of Equity Shares tendered by the respective Eligible Seller;
- 19.10.2 The Equity Shares accepted under the Buyback from each Eligible Seller, in accordance with paragraphs above, shall not exceed the number of Equity Shares held by respective Eligible Seller as on the Record Date; and
- 19.10.3 The Equity Shares tendered by any Eligible Seller over and above the number of Equity Shares held by such Eligible Seller as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the paragraphs above.
- 19.10.4 Post allocation, up to the entitlement of each Eligible Shareholder or the number of Shares tendered by each Shareholder, whichever is lower, all over-tendered Shares will be accepted by the Company on a proportionate basis. The ratio computed for over-tendered Equity Shares will be computed separately for the Reserved Category and the General Category.

19.11 Clubbing of Entitlement: In order to ensure that the same Shareholders with multiple demat accounts/ folios do not receive a higher entitlement under the Reserved Category, the Company will club together the Equity Shares held by such Eligible Shareholders with a common PAN for determining the category (Small Shareholder or General Category) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint Shareholders is identical. In case of physical Shareholders, where the sequence of PANs is identical and where the PANs of all joint Shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds / trusts, insurance companies etc., with a common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of “clearing members” or “corporate body margin account” or “corporate body –broker” as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients

20 PROCEDURE FOR TENDER OFFER AND SETTLEMENT

- 20.1. The Buyback is open to all Eligible Shareholders, who hold Equity Shares as on the record date.
- 20.2. The Company proposes to effect the Buyback through a tender offer method, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buyback as well as the detailed disclosures as specified in the Buyback Regulations, will be mailed/ dispatched to Eligible Sellers of the

- Company whose names appear on the register of members of the Company, or who are beneficial owners of Equity Shares as per the records of Depositories, on the Record Date.
- 20.3. The Eligible Shareholders who have registered their email IDs with the depositories / the Company, shall be dispatched the Letter of Offer through electronic means. The Eligible Shareholders who have not registered their email ids with the depositories / the Company, shall be dispatched the Letter of Offer through physical mode by registered post / speed post / courier. In case of non-receipt of Letter of Offer and the Tender Form, please follow the procedure as mentioned in paragraph 20.24 below. The Company shall accept all the Equity Shares validly tendered in the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date.
- 20.4. The Company will not accept any Equity Shares offered for Buyback where there exists any restraint order of a Court for transfer / disposal/ sale or where loss of share certificates has been notified to the Company and the duplicate share certificate have not been issued either due to such request being under process as per the provisions of law or otherwise or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists
- 20.5. The Company shall comply with Regulation 24(v) of the Buyback Regulations which states that the Company shall not buyback the locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable.
- 20.6. Eligible Shareholders will have to transfer the Equity Shares from the same demat account in which they were holding the Equity Shares as on the Record Date and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar to the Buyback and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar to the Buyback. The Board or Audit Committee authorized by the Board will have the authority to decide such final allocation in case of non-receipt of sufficient proof by such Eligible Shareholder.
- 20.7. Shareholders' participation in Buyback will be voluntary. Shareholders can choose to participate, in part or in full, and get cash in lieu of the Equity Shares accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, as a result of the decrease in the paid-up Equity Share Capital, without additional investment. The Eligible Shareholders may also tender a part of their Buyback Entitlement. Eligible Shareholders also have the option of tendering Additional Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Shareholders, if any. Acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Shareholder, shall be in terms of procedure outlined in section 19 (**Process and Methodology for the buyback**) of this Letter of Offer.
- 20.8. The tender in the Buyback Offer should be unconditional, on the enclosed Tender Form and sent along with other documents duly filled and signed by all the Eligible Shareholder(s). The process of Acceptance shall be as disclosed in paragraph 19.6, 19.7 and 19.8.
- 20.9. Eligible Shareholders, to whom the Offer is made, are free to tender Shares to the extent of their Buyback Entitlement, in whole or in part or in excess of their Buyback Entitlement subject to a maximum of their full holding, as on the Record Date. Acceptance of any Shares tendered in excess of the Buyback Entitlement of the Shareholder, shall be in terms of procedure outlined in paragraph 19.8.

- 20.10. Eligible Shareholders who have accepted the Buyback Offer by tendering their Equity Shares and requisite documents in terms of this Letter of Offer are entitled to cancel/modify such tenders during the Tendering Period.
- 20.11. As elaborated under paragraph 19.5 above, the Equity Shares proposed to be bought as a part of the Buyback is divided into two categories: (a) Reserved Category for Small Shareholders and (b) the General Category for other Eligible Shareholders, and the Buyback Entitlement of an Eligible Shareholder in each category shall be calculated accordingly.
- 20.12. After accepting the Equity Shares tendered on the basis of Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in other category.
- 20.13. The Buyback shall be implemented using the “Mechanism for acquisition of shares through Stock Exchange” issued by SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and in accordance with the procedure prescribed in the Companies Act and the Buyback Regulations and as may be determined by the Board (including the Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.
- 20.14. For implementation of the Buyback, the Company has appointed Keynote Capitals Limited as the registered broker to the Company (the “**Company's Broker**”) through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company’s Broker are as follows:

KEYNOTE

Keynote Capitals Limited

The Ruby, 9th Floor,
Senapati Bapati Marg,
Dadar (W), Mumbai – 400 028

Contact Person: Mr. Alpesh Mehta

Email ID: alpesh@keynoteindia.net

Tel No: +91-22-68266000

- 20.15. For the purpose of this Buyback, BSE will be the Designated Stock Exchange. The Company will request BSE Limited to provide a separate acquisition window (“Acquisition Window”) to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. All Eligible Shareholders may place orders in the Acquisition Window of BSE, through their respective stock brokers (“**Seller Broker**”). In case any Eligible Shareholder’s stock broker is not registered with BSE, for additional procedural requirements, in addition to requirements stated in paragraph 20.21 and 20.22, please refer to paragraph 20.23 below.
- 20.16. During the Tendering Period, the order for selling the Equity Shares will be placed in the Acquisition Window of BSE by Eligible Shareholders through their respective Seller Broker during normal trading hours of the secondary market.
- 20.17. Seller Broker can enter orders for equity Shares.

- 20.18. Modification / cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period of the Buyback Offer. Multiple bids made by single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of Acceptance
- 20.19. The cumulative quantity tendered shall be made available on the website of the BSE at www.bseindia.com throughout the trading session and will be updated at specific intervals during the Tendering Period.
- 20.20. All documents sent by the Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- 20.21. **Procedure to be followed by Equity Shareholders**
- (a) Eligible Shareholders who desire to tender their Equity Shares under the Buyback would have to do so through their respective Seller Broker by indicating to the concerned Seller Broker, the details of Equity Shares they intend to tender under the Buyback.
 - (b) The Seller Broker would be required to place a bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of BSE. Before placing the bid, the concerned Seller Broker would need to transfer the tendered Equity Shares to the special account of Clearing Corporation of India Limited ("Clearing Corporation"), by using the settlement number and the procedure prescribed by the Clearing Corporation. This shall be validated at the time of order/bid entry. The details of the settlement number for the Buyback shall be informed in the issue opening circular that will be issued by BSE/Clearing Corporation.
 - (c) For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order/bid by custodians. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
 - (d) Upon placing the bid, the Seller Broker shall provide a TRS generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered, etc.
 - (e) Eligible Shareholders who have tendered their Equity Shares in the Buyback may deliver the Tender Form duly signed (by all Eligible Shareholders in case shares are in joint names) in the same order in which they hold the shares, along with the TRS generated by the exchange bidding system either by registered post or courier or hand delivery to the Registrar to the Buyback Offer at the address mentioned on the cover page of this Letter of Offer) not later than 2 (Two) days from the Buyback Closing Date i.e. Tuesday, July 30, 2019 (by 5:00 PM). The envelope should be superscribed as "**S H Kelkar Buyback Offer**".
 - (f) The Eligible Shareholders who have tendered their Equity Shares in the Buyback will have to ensure that they keep the depository participant account active and unblocked to receive credit in case of return of Equity Shares due to rejection or partial Acceptance. Further, the Eligible Shareholders will have to ensure that they keep the bank account attached with the depository participant account active and updated to receive credit remittance due to acceptance of Buyback of Equity Shares.

- (g) All the Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):
 - i) The Tender Form duly signed (by all Eligible Shareholders in case shares are in joint names) in the same order in which they hold the shares;
 - ii) Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;
 - iii) Duly attested death certificate and succession certificate / legal heirship certificate, in case any Eligible Shareholder has expired; and
 - iv) In case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).
- (h) In case of non-receipt of the completed Tender Form and other documents, but receipt of Equity Shares in the special account of the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for demat Shareholders.
- (i) In case any Eligible Shareholder's stock broker is not registered with BSE, for additional procedural requirements, please refer to paragraph 20.23 (**Additional procedural requirements for Eligible Shareholders, whose stock broker are not registered with BSE**) below.

20.22 For Equity Shares held by Eligible Sellers, being Non-Resident Shareholders of Equity Shares (Read with paragraph 17 "DETAILS OF THE STATUTORY APPROVALS"):

- a) While tendering their Equity Shares under the Buyback Offer, all Non-Resident Equity Shareholders should provide relevant confirmations/ declarations vide the duly filled-in and signed (by all Shareholders in case the Equity Shares are held in joint names) Tender Forms. In the event relevant confirmations / declarations are not provided in the Tender Forms or there is ambiguity in the information provided, the Company reserves the right to reject such Tender Forms.
- b) FII/FPI Shareholders should also enclose a copy of their SEBI registration certificate. Erstwhile OCBs are required to obtain specific prior approval from RBI for tendering Equity Shares in the Buyback Offer. OCBs are required to obtain and enclose RBI approval for tendering Shares in the Buyback Offer. The Company shall not accept Equity Shares from OCBs/ NRIs in respect of whom such RBI approval is required and copies of such approvals are not submitted.
- c) Where Non-Resident Shareholder is tax resident of a country which has entered into a DTAA with India, it may be possible for the Non-Resident Shareholder to avail the beneficial provisions, if any, under the DTAA. If the Non-Resident Shareholder opts to avail the beneficial provisions as per DTAA, a tax residency certificate of such person from the tax authorities of the country of which such person is the tax resident and prescribed Form 10F, along with all the other prescribed information, as also a copy of the self-certified declaration for non-existence of a permanent establishment should be submitted along with the Tender Form. A copy of the Tender Form must also be provided to the relevant Seller Broker.
- d) If the Non-Resident Shareholder requires the Seller Broker not to deduct tax, or to deduct tax at a lower rate, or on a lower amount, for any reason, they would need to obtain a certificate from the Income- tax authorities, either under Section 195(3) or under Section 197 of the

Income Tax Act, 1961 and submit this to Company and the Shareholders' Broker while submitting the Tender Form. In absence of such certificate from the Income-tax authorities, the Shareholders' Broker shall deduct tax on gross consideration at the prescribed rate of tax.

- e) It is recommended that the Non-Resident Shareholders submit a copy of the PAN card along with the Tender Form as PAN verification is necessary for the Company and Shareholders' Broker to deduct taxes at the appropriate rate as well as to avoid queries regarding availability of tax credit on the TRACES website. In the absence of PAN, a different rate may be applicable as per the provisions of the Indian tax laws.
- f) Non-Resident Shareholders who have acquired Equity Shares of the Company under the approval route of the RBI and erstwhile OCBs are required to submit copies of earlier RBI approvals along with their respective Tender Forms.
- g) In case the Equity Shares are held on repatriation basis, the Non-Resident Shareholders should enclose the supporting documents. Such documents could include:
 - i) a copy of the permission received by them from RBI at the time of the original acquisition of Shares.
 - ii) a letter from the Shareholder's authorized dealer/bank confirming that at the time of acquiring the said Equity Shares, payment for this was made by the Non-Resident Shareholder from the appropriate account as specified by RBI in its approval.
 - iii) any other document which evidences repatriability of sale proceeds in respect of the tendered Shares.
- h) In case the Non-Resident Shareholder is not in a position to produce supporting documents towards enabling repatriation, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Offer i.e. by way of credit to a non-repatriation bank account or issuance of rupee demand draft.

20.23 Additional procedural requirements for Eligible Shareholders, whose stock broker are not registered with BSE

- a) In the event the stock broker of any Eligible Shareholder is not registered with BSE, such Eligible Shareholder can approach any BSE registered stock broker and can make a bid by using quick unique client code ("UCC") facility through that BSE registered stock broker after submitting the details as may be required by the stock broker (so that such stock broker is in compliance with the applicable regulations of SEBI). An indicative list of such documents is given as under.

1. In case of Eligible Seller being an individual or HUF:

A. If Eligible Shareholder is registered with KYC Registration Agency ("KRA"):

(a) Forms required:

- 1) Central Know Your Client (CKYC) form
- 2) Know Your Client (KYC) form

(b) Documents required (all documents self-attested):

- 1) Bank details (cancelled cheque)
- 2) Demat details, only if Equity Shares are in demat mode (Demat master /Latest Demat statement)

B. If Eligible Shareholder is not registered with KRA:

(a) Forms required:

- 1) CKYC form
- 2) KRA form
- 3) KYC form

(b) Documents required (all documents self-attested):

- 1) PAN card copy
- 2) Address proof
- 3) Bank details (cancelled cheque)
- 4) Demat details, only if Equity Shares are in demat mode (Demat master /Latest Demat statement)

It may be noted that other than submission of above forms and documents in person verification may also be required.

2. In case of Eligible Seller other than Individual and HUF:

A. If Eligible Shareholder is KRA registered:

(a) Form required

- 1) KYC Form

(b) Documents required (all documents self-attested)

- 1) Bank details (cancelled cheque)
- 2) Demat details, only if Equity Shares are in demat mode (Demat master /Latest Demat statement)
- 3) Latest list of directors/authorised signatories
- 4) Latest shareholding pattern
- 5) Board resolution
- 6) Details of ultimate beneficial owner along with PAN card and address proof
- 7) Last 2 years financial statements

B. If Eligible Shareholder is not KRA registered:

(a) Forms required:

- 1) KRA form
- 2) KYC form

(b) Documents required (all documents self-attested):

- 1) PAN card copy
- 2) Address proof
- 3) Bank details (cancelled cheque)
- 4) Demat details, only if Equity Shares are in demat mode (Demat master /Latest Demat statement)
- 5) Latest list of directors/authorised signatories /partners
- 6) PAN card copies & address proof of directors/authorised signatories/partners
- 7) Latest shareholding pattern
- 8) Board resolution/partnership declaration

- 9) Details of ultimate beneficial owner along with PAN card and address proof
- 10) Last 2 years financial statements
- 11) MOA/Partnership deed

20.24 In case of non-receipt of the Letter of Offer:

An Eligible Shareholder may participate in the Offer by downloading the Tender Form from the website of the Company i.e. www.keva.co.in or send an application in writing on plain paper signed by all Eligible Shareholders stating name, address, number of Equity Shares held as on the Record Date, Client ID number, DP Name/ID, beneficiary account number, number of Equity Shares tendered for the Buyback (along with the necessary documents mentioned in paragraph 20.21). The Tender Form along with necessary documents should reach the Registrar to the Buyback Offer no later than 2(Two) days from the Buyback Closing Date i.e., Tuesday, July 30, 2019 (by 5.00 PM). Eligible Shareholders must also ensure that credit of dematerialized Shares in the special account of the Clearing Corporation, by using the settlement number and the procedure prescribed by the Clearing Corporation takes place before 5:00 PM on the Buyback Closing Date.

Eligible Shareholder(s) who intend to participate in the Buyback using the 'plain paper' option as mentioned in this paragraph are advised to confirm their entitlement from the Registrar to the Buyback Offer, before participating in the Buyback.

Please note that Eligible Person(s) who intend to participate in the Buyback will be required to approach their respective Seller Broker (along with the complete set of documents for verification procedures) and have to ensure that their bid is entered by their respective Seller Broker or broker in the electronic platform to be made available by BSE before the Buyback Closing Date, otherwise such documents are liable to be rejected.

The Company shall accept Equity Shares validly tendered by the Shareholder(s) in the Buyback on the basis of their shareholding as on the Record Date and the Buyback Entitlement.

The non-receipt of this Letter of Offer by, or accidental omission to dispatch this Letter of Offer to any Eligible Shareholder, shall not invalidate the Offer to any person who is eligible to receive this Offer under the Buyback. Eligible Shareholders not receiving the Letter of Offer, if they so desire, may also apply on the Tender Form downloaded from SEBI website (www.sebi.gov.in) or obtain a duplicate copy by writing to the Registrar to the Buyback Offer. Please note that the Company shall accept Equity Shares validly tendered for the Buyback Offer on the basis of their holding and entitlement as appearing in the records of the Company as on the Record Date.

The acceptance of the Buyback Offer made by the Company is entirely at the discretion of the Eligible Shareholders of the Company. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or to not participate in the Buyback Offer. The Company will not be responsible in any manner for any loss of share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard.

Depositories are required to provide information to the Clearing Corporation about the shareholder on whose behalf the Seller Broker has placed a sell order. This information shall include investor PAN, beneficiary account details and bank details including IFSC code.

20.25 Method of Settlement

Upon finalization of the basis of Acceptance as per Buyback Regulations:

- (a) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market process including providing an option for direct payout to the Shareholders and as intimated by the Clearing Corporation from time to time.
- (b) The Company will pay the consideration pertaining to the Buyback to the Company's Broker which will transfer the funds pertaining to the Buy-Back to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares Accepted under the Buy-Back, Clearing Corporation will make direct funds payout to respective Eligible Shareholders bank account linked to its demat account. If Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI / Bank, due to any reason, then such funds will be transferred to the concerned Seller Member(s) settlement bank account for onward transfer to their respective Shareholders.
- (c) The Equity Shares bought back would be transferred directly to the demat account of the Company (the "**Company Demat Account**") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.
- (d) Excess Equity Shares or unaccepted Equity Shares, if any, tendered by the Eligible Shareholders would be returned to the respective Eligible Shareholders by Clearing Corporation as part of the exchange payout process, not later than Tuesday, August 06, 2019. If the Share transfer instruction is rejected in the depository system, due to any issue, then such Shares will be transferred to the Seller Brokers depository pool account for onward transfer to the Shareholder. In case of custodian participant orders, excess shares or unaccepted Shares, if any, will be returned to the respective custodian participant depository pool account. The Seller Broker / custodian participants would return these unaccepted shares to their respective clients on whose behalf the bids have been placed.
- (e) Seller Broker will issue contract notes and pay the consideration for the Equity Shares accepted under the Buyback and return the balance unaccepted Equity Shares to their respective clients. Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- (f) Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Broker for payment to them of any cost, charges and expenses (including brokerage) or any tax required to be withheld from the Buyback Consideration that may be levied by the Seller Broker upon the selling Shareholders or withheld from the Buyback consideration for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Shareholders from their respective Seller Broker, in respect of accepted Equity Shares, could be net of such costs, charges expenses (including brokerage) and tax and the Company accepts no responsibility to bear or pay such additional cost, charges expenses (including brokerage) and tax liability incurred solely by the selling Shareholders.
- (g) The Equity Shares lying to the credit of the Company Demat Account will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

21. NOTE ON TAXATION

THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT TAXIMPLICATIONS.

IN VIEW OF THE SPECIFIC NATURE OF TAX CONSEQUENCES, SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.

THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE. THEREFORE, SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME TAX IN THE CASE OF BUYBACK OF LISTED EQUITY SHARES ON THE STOCKEXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

1. GENERAL

The Indian tax year is from 1st April to 31st March. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the Income Tax Act, 1961 ('Income Tax Act' or 'ITA').

A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/her income sourced from India or income received by such person in India. In case of shares of a company, the source of income from shares would depend on the 'situs' of the shares. As per judicial precedents, generally the "situs" of the shares is where company is "incorporated" and where its shares can be transferred. Accordingly, since the Company is incorporated in India, the shares of the Company would be "situated" in India and any gains arising to a non-resident on transfer of such shares would be taxable in India under the ITA subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the relevant Double Taxation Avoidance Agreement ("DTAA") subject to satisfaction of the relevant conditions and documentary compliance requirements prescribed under the ITA.

The ITA also provides for different tax regimes / rates applicable to the gains arising on buyback of shares based on the period of holding, residential status and category of the shareholder, nature of the income earned, etc. The summary tax implications on buyback of equity shares listed on the stock exchanges in India is set out below.

All references to equity shares in this note refer to equity shares listed on the stock exchanges in India unless stated otherwise.

2. CLASSIFICATION OF SHARES AND SHAREHOLDERS

Shareholders can be classified under the following categories

- A) Resident Shareholders being:
 - Individuals, Hindu Undivided Family (HUF), Association of Persons (AOP) and Body of Individuals (BOI)
 - Others:

- Company
 - Other than Company
- B) Non-Resident Shareholders being:
- Non-Resident Indians (NRIs)
 - Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)
 - Others:
 - Company
 - Other than Company

3. CLASSIFICATION OF INCOME

Shares can be classified under the following two categories:

- a. Shares held as investment (Income from transfer is taxable under the head “Capital Gains”)
- b. Shares held as stock-in-trade (Income from transfer is taxable under the head “Profits and Gains of Business or Profession”, hereinafter referred to as “business income”)

Gains arising from the transfer of shares may be treated either as “capital gains” or as “business income” for tax purposes, depending upon whether such shares were held as a capital asset or trading asset (i.e. stock-in-trade).

Further, investments by FII / FPI in any securities in accordance with the regulations made under the Securities and Exchange Board of India Act, 1992 would be treated as capital asset and the transfer of such shares would be treated as “capital gains” under the provisions of the Income Tax Act.

SHARES HELD AS INVESTMENT

- i. As per the provisions of the Income Tax Act, where the shares are held as investments, income arising from the transfer of such shares is taxable under the head “Capital Gains”. Capital Gains on Buyback of shares are governed by the provisions of Section 46A of the Income Tax Act and would attract capital gains in the hands of shareholders as per provisions of computation of Capital Gain contained in Section 48 of the Income Tax Act. The provisions of buyback tax on the Company under Section 115QA in Chapter XIIDA of the Income Tax Act do not apply for shares listed on the stock exchange.

- ii. Period of holding :

Depending on the period for which the shares are held, the gains would be taxable as ‘short term capital gain’ or ‘long term capital gain’ as stated below:

- In respect of equity shares held for a period of less than or equal to 12 months prior to the date of transfer, the same shall be treated as a ‘short-term capital asset’, and the gains arising therefrom shall be taxable as ‘short term capital gains (“STCG”).
- Similarly, where equity shares are held for a period of more than 12 months prior to the date of transfer, the same shall be treated as a ‘long-term capital asset’, and the gains arising therefrom shall be taxable as ‘long-term capital gains’ (“LTCG”).

- iii. Buyback of shares through a recognized stock exchange

Where transaction for transfer of such equity shares (i.e. buyback) is executed through a recognized stock exchange, they are liable to Securities Transaction Tax ('STT') a tax payable in India on the value of securities on every purchase or sale of securities that are listed on the recognized stock exchanges in India, the taxability is as follows:

- With effect from 1st April 2018 the exemption provided u/s. 10(38) of ITA has been withdrawn and levy tax on LTCG exceeding ₹ 1 Lakh in a financial year arising on transfer of listed equity shares @ 10% without allowing the benefit of indexation as per Sec 112A of ITA. However, gains accrued on such equity shares till 31st January, 2018 have been exempted by providing that the cost of acquisition in respect of such equity shares which would be transferred on or after 1st April, 2018 shall be higher of i) the actual cost of acquisition of such equity shares acquired before 1st February, 2018 or ii) the lower of a) the highest price of such equity shares quoted on the recognised stock exchange on the 31st January, 2018; or b) the actual sale value of such equity shares. Further securities transaction tax to have been paid at the time of acquisition as well as transfer.
 - LTCG not exceeding ₹1 Lakh arising from such transaction would continue to be exempted under Section 10(38) of the Income Tax Act subject to fulfilment of certain conditions which mainly included that such sale transaction is chargeable to securities transaction tax. In case of Buyback herein, securities transaction tax is chargeable and accordingly the LTCG up to the monetary limited stated above arising on tendering of shares under Buyback would be exempted. With effect from 1st April, 2017, a third proviso has been inserted in Section 10(38) of ITA vide Finance Act, 2017 which additionally requires that the exemption u/s. 10(38) of ITA on sale of equity shares would be available if acquisition of such equity shares was chargeable to securities transaction tax in cases of acquisition of equity shares on or after 1st October, 2004, other than such acquisition which may be notified by the Central Government. Pursuant to such powers conferred by third proviso to Section 10(38), the Central Government has exempted all transactions of acquisition of equity shares on or after 1st October, 2004 except few transactions vide Notification No. S.O. 1789(E) dated June 5, 2017. Therefore, tax treatment of LTCG may be different for each Shareholder depending on whether the transaction of acquisition of equity shares which are tendered in the Buyback falls under the exemption u/s. 10(38) or otherwise. In case, LTCG arising from tendering of equity shares under the Buyback doesn't fall under tax exemption u/s. 10(38) or taxable at 10% u/s 112A, such LTCG shall be subject to tax u/s. 112 of the Income Tax Act @ 20% with indexation benefit or @ 10% without indexation benefit.
 - STCG arising from such transaction would be subject to tax @ 15% under Section 111A of the Income Tax Act.
- iv. Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is considered while computing the tax on such STCG taxable under Section 111A of the Income Tax Act. In such cases, where the total income as reduced by such STCG is below the maximum amount not chargeable to tax, then such STCG shall be reduced by the amount by which the total income as so reduced falls short of the maximum amount which is not chargeable to income tax and on the balance of STCG, if any, income tax @ 15% is charged. In addition to the above STCG tax, surcharge, education cess and secondary and higher education cess are leviable (Please refer to paragraph 5. below for rate of surcharge and cess). Further, in case of resident Individual or HUF, the benefit of maximum amount which is not

chargeable to income-tax is considered while computing the tax on such STCG taxable under Section 111A of the Income Tax Act i.e. the balance maximum limit not chargeable to tax will be first reduced from STCG taxable u/s 115A and the remaining STCG will be chargeable to tax @ 15%. In addition to the above STCG tax, Surcharge and Health and Education Cess are leviable.

- v. Further in case of Eligible Shareholders being companies as defined under the Income Tax Act, the tax provisions of minimum alternate tax on book profits as provided u/s. 115JB of the Income Tax Act need to be considered depending on their income and losses, etc. for the year.
- vi. Non-resident shareholders can avail beneficial provisions of the applicable DTAA, if any, entered into by India with relevant country in which the shareholder is resident but subject to fulfilling relevant conditions and submitting/ maintaining necessary documents prescribed under the Income Tax Act.

SHARES HELD AS STOCK-IN-TRADE

If the shares are held as stock-in-trade by any of the shareholders of the Company, then the gains would be characterized as business income and taxable under the head "Profits and Gains of Business or Profession". In such a case, the provisions of Section 46A and Section 48 of the Income Tax Act will not apply.

i) Resident Shareholders

- a) For individuals, HUF, AOP, BOI, profits would be taxable at slab rates.
- b) Domestic company having turnover or gross receipts not exceeding ₹ 250 Crore in the previous year i.e. 2016-17 would be taxable @ 25%.
- c) For persons other than stated in (a) and (b) above, profits would be taxable @ 30% or other applicable tax rate.

No benefit of indexation by virtue of period of holding would be available in any case.

ii) Non-Resident Shareholders

- a) Non-resident shareholders can avail beneficial provisions of the applicable DTAA, if any, entered into by India with relevant shareholder country but subject to fulfilling relevant conditions and submitting/ maintaining necessary documents prescribed under the Income Tax Act.
- b) Where DTAA provisions are not applicable:
 - For non-resident individuals, HUF, AOP, BOI, profits would be taxable at slab rates.
 - For foreign companies, profits would be taxed in India @ 40%.
 - For other non-resident shareholders, such as foreign firms, profits would be taxed in India @ 30%.

In addition to the above, surcharge, education cess and secondary and higher education cess are leviable (Please refer to paragraph 5 below for rate of surcharge and cess).

4. TAX DEDUCTION AT SOURCE

- A) In case of Resident Shareholders in absence of any specific provision under the Income Tax Act, the Company is not required to deduct tax at source on the consideration payable to resident shareholders pursuant to the Buyback.
- B) In case of Non-resident Shareholders Since the Buyback is undertaken through the stock exchange, the responsibility of discharge of the tax due on the gains (if any) is primarily on the Non-Resident Shareholder. It is therefore important for the Non-Resident Shareholders to appropriately compute such gains (if any) on this transaction and immediately pay taxes in India (either through deduction at source or otherwise) in consultation with their custodians/authorized dealers/ tax advisors appropriately.

The non-resident shareholders undertake to indemnify the Company, if any tax demand is raised on the Company on account of gains arising to the non-resident shareholders on buyback of Equity Shares by the Company. The non-resident shareholders also undertake to provide the Company, on demand, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of Equity Shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.

5. RATE OF SURCHARGE AND CESS

In addition to the basic tax rate, surcharge, health and education cess is leviable as under:

a) Surcharge

- In case of domestic companies: Surcharge @ 12% is leviable where the taxable income exceeds ₹10 crore and @ 7% where the taxable income exceeds ₹1 crore but does not exceed ₹10 crore.
- In case of companies other than domestic companies: Surcharge @ 5% is leviable where the taxable income exceeds ₹10 crore and @ 2% where the taxable income exceeds ₹1 crore but does not exceed ₹10 crore.
- In case of individual, HUF, AOP, BOI: Surcharge @15% is leviable where the taxable income exceeds ₹1 crore and @ 10% where the taxable income exceeds ₹50 lakh but does not exceed ₹1 crore
- In case of Firm, Local Authority: Surcharge @12% is leviable where the taxable income exceeds ₹1 crore.

b) Cess

With effect from 1st April 2018 cess is levy as “Health and Education Cess” @ 4%.

The above note on taxation sets out the provisions of law in a summary manner only and is not a complete/exhaustive analysis or listing of all potential tax consequences on the disposal of equity shares under the Buyback. This note is neither binding on any regulators nor can there be any assurance that they will not take a position contrary to the comments mentioned herein. Hence, Eligible Shareholders should consult with their own tax advisors for the tax provisions applicable to their particular circumstances.

22. DECLARATION BY THE BOARD OF DIRECTORS

Declaration as required under Clause (ix) and (x) of Schedule I to the Buyback Regulations as under:

1. The Board of Directors confirm that there are no defaults subsisting in repayment of deposits, interest payment thereon, redemption of debentures payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of term loans to any financial institutions or bank.
2. The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:
 - a. Immediately following the date of the Board Meeting held on June 10, 2019 with regard to the Buyback , there will be no grounds on which the Company can be found unable to pay its debts;
 - b. As regards the Company's prospects for the year immediately following the date of the Board meeting held on June 10, 2019 with regard to the Buyback , approving the Buyback and having regards to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board meeting approving the Buyback;
 - c. In forming its opinion for the above purpose, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act, and the Insolvency and Bankruptcy Code, 2016 (to the extent notified and in force).

23. AUDITORS CERTIFICATE

- i) **The text of the Report dated June 10, 2019 received from B S R & Co. LLP, Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below**

The Board of Directors
S H Kelkar and Company Ltd.
Devkaran Mansion,
36, Mangaldas Road,
Mumbai – 400 002
India

10 June 2019

Dear Sirs / Madam,

Statutory Auditor's report in respect of proposed buy back of equity shares by S H Kelkar and Company Limited as per Clause (xi) of Schedule I to the Securities and Exchange Board of India (BuyBack of Securities) Regulations, 2018, as amended

1. This Report is issued in accordance with the terms of our engagement letter dated 7 September 2018 and addendum to it dated June 5, 2019. The Board of Directors of S H Kelkar and Company Limited ("**the Company**") have approved a proposed buyback of Equity Shares by the Company at

its meeting held on June 10, 2019, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 (**"the Act"**) read with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (**"SEBI Buyback Regulations"**).

2. The accompanying Statement of permissible capital payment (including premium) (**"Annexure A"**) as at March 31, 2019 (hereinafter referred to as the **"Statement"**) is prepared by the management of the Company, which we have initialed for identification purposes only.

Management's Responsibility for the Statement

3. The preparation of the Statement in accordance with Section 68(2) of the Act and ensuring compliance with Section 68, 69 and 70 of the Act and SEBI Buy-back Regulations, is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Auditors' Responsibility

4. Pursuant to the requirements of the SEBI Buy-back Regulations, it is our responsibility to provide a reasonable assurance whether:
 - (i) we have inquired into the state of affairs of the Company in relation to its latest audited standalone financial statements as at and for the year ended March 31, 2019, which have been audited by us, on which we have issued an unmodified opinion vide our report dated May 22, 2019 (**"audited financial statements"**);
 - (ii) the amount of the permissible capital payment (including premium) as stated in Annexure A for the proposed buy-back of equity shares is properly determined in accordance with Section 68(2) of the Act; and
 - (iii) the Board of Directors of the Company in their meeting dated 10 June, 2019, have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date.
5. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the above reporting. We accordingly performed the following procedures:
 - i) Examined that the amount of permissible capital payment (including premium) for the buy back as detailed in Annexure A is in accordance with the provisions of Section 68(2) of the Act;
 - ii) Inquired into the state of affairs of the Company with reference to the audited financial statements;
 - iii) Examined the Board of Directors' declarations for the purpose of buy back and solvency of the Company; and
 - iv) Obtained appropriate representations from the Management of the Company.
6. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services engagements.
8. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Opinion

9. Based on our performance of the aforesaid procedures, we report that :
 - (i) We have inquired into the state of affairs of the Company in relation to its audited standalone financial statements as at and for the year ended 31 March, 2019;
 - (ii) The amount of permissible capital payments (including premium) towards the proposed buyback of equity shares as computed in the statement attached herewith is in our view properly determined in accordance with the provisions of Section 68(2) of the Act. The amounts of share capital and free reserves have been extracted from the audited standalone financial statements of the Company as at and for the year ended 31 March, 2019; and
 - (iii) the Board of Directors of the Company in their meeting held on 10 June, 2019 have formed their opinion, as specified in clause (x) of Schedule I to the SEBI Buy-back Regulations, on reasonable grounds that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of passing the board resolution dated 10 June 2019.
10. Based on the representations made by the management, and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

Restriction on use

11. This report has been issued at the request of the Company solely for use of the Company in relation to (i) enable the Board of Directors of the Company to include in the public announcement, draft letter of offer, letter of offer and other documents pertaining to buy-back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory 48 authority as per applicable laws and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (ii) for providing to the Keynote Financial Services Ltd., manager to the offer, each for the purpose of extinguishment of equity shares and may not be suitable for any other purpose.

For **B S R & Co. LLP.**

Chartered Accountant

Firm's Registration No. 101248W / W-100022

Aniruddha Godbole

Partner

Membership No.105149

UDIN No: 19105149AAAABS9517

Mumbai
10 June 2019

Annexure A – Statement of permissible capital payment (including premium)

Computation of amount of permissible capital payment towards buy back of equity shares of S H Kelkar and Company Limited in accordance with proviso to Section 68 (2) of the Companies Act, 2013 (the “Act”) and proviso to Regulation 4(i) of the SEBI Buy-back Regulations:

| Particulars | Amount in INR crores * |
|--|---------------------------|
| Paid up equity share capital (144,620,801 Equity Shares of INR 10 each, fully paid up)* [A] | 144.62 |
| Free reserves #: | |
| - Securities premium account * | 119.19 [^] |
| - General reserve * | 55.76 |
| - Other reserves * | 8.76 |
| - Surplus in the Statement of Profit and Loss * | 268.00 |
| Total free reserves [B] | 451.71 |
| Change in carrying amount of an asset or of a liability on measurement of the asset or the liability at fair value [C] | - |
| Total [A + B – C] | 596.33 |
| Maximum amount permissible for buyback as per the Act and SEBI Buy-back Regulations (i.e.10% of aggregate of fully paid up equity share capital and free reserves as per audited standalone financial statements as of and for the year ended 31 March 2019) | 59.63 |
| Buyback offer size permitted by Board Resolution dated 10 June 2019 | 59.40 |
| Buyback offer size as a percentage of total paid up capital and free reserves | 9.96% |

[^] This represents amount after adjustment of INR 74.95 crores on account of equity shares held by S H Kelkar Employee benefit Trust.

* The amounts have been extracted from the audited standalone financial statements of the Company as at and for the year ended 31 March 2019 and rounded off to the nearest crores.

Free reserves are as per sub clause 43 of Section 2 and explanation II to Section 68 of the Act.

For S H Kelkar and Company Limited

Sd/-
Mr. Kedar Vaze
Chief Executive Officer and Director

Place: Mumbai
Date: 10 June 2019

SIGNED FOR IDENTIFICATION

Sd/-
BY ANIRUDDHA GODBOLE
FOR B S R & Co. LLP

24. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the Registered Office of the Company between 10 a.m. and 5.00 p.m. on all working days (Monday to Friday, except public holidays) during the offer period:

- i) Certificate of Incorporation of the Company.
- ii) Memorandum and Articles of Association of the Company.
- iii) Annual reports of the Company for the last three financial year’s viz. March 31, 2018, 2017 and 2016.

- iv) Quarter and Financial Year ended March 31, 2019 Financial Results declared by the Company.
- v) Copy of resolution passed by the Board of Directors at its meeting held on June 10, 2019 approving the proposal of the Buyback & announcing the Record date for determining the Buyback Entitlement and the names of Eligible Sellers.
- vi) Certificate dated June 10, 2019 received from S B R & Co. LLP, Chartered Accountants, the Statutory Auditors of the Company, in terms of clause (xi) of Schedule I of the Buyback Regulations.
- vii) Copy of Public Announcement dated June 11, 2019 published in the newspapers on June 12, 2019 regarding Buyback
- viii) Copy of Declaration of Solvency and an affidavit verifying the same as per Form SH-9 of the Companies (Share Capital and Debentures) Rules, 2014.
- ix) Certificate from Saurabh V. Bhat & Co. Chartered Accountants, dated June 10, 2019, certifying that the Company has firm financing arrangements for fulfilling the obligations under the Buyback, in accordance with the Regulations.
- x) Copy of Escrow Agreement dated June 10, 2019 between S H Kelkar and Company Limited (Company), HDFC Bank Limited (Escrow Bank) and Keynote Financial Services Limited (Manager to the Buyback).
- xi) Confirmation letter by the Escrow Bank dated June 15, 2019 that the Escrow Account has been opened and Escrow Amount has been deposited.
- xii) SEBI comments vide letter bearing no. SEBI/HO/CFD/DCR-2/OW/P/2019/16563/1 dated July 01, 2019 issued in terms of the Buyback Regulations.

25. DETAILS OF THE COMPLIANCE OFFICER

The Company has designated Ms. Deepti Chandratre, Company Secretary & DGM Legal as the Compliance Officer for the Buyback.

The contact details are as given below

| | |
|--------------------|---|
| Name | Ms. Deepti Chandratre |
| Designation | Company Secretary & DGM Legal |
| Address | 36, Devkaran Mansion, Mangaldas Road, Mumbai, Maharashtra, 400002 |
| Email | investors@keva.co.in |
| Contact | 022-21649143 / 22069609 |
| Fax No. | 022-22081204 / 21649766 |

In case of any clarifications or to address investor grievance, the Shareholders may contact the Compliance Officer, from Monday to Friday between 10 am and 5 pm on all working days (Monday to Friday, except public holidays), at the above mentioned address.

26. DETAILS OF THE REMEDIES AVAILABLE TO THE EQUITY SHAREHOLDERS

In case of any grievances relating to the Buyback (e.g. non-receipt of the Buyback consideration, demat credit, etc.), the investor can approach the Manager to the Buyback and/ or Registrar to the Buyback and/ or Compliance Officer of the Company for redressal.

If the Company makes any default in complying with the provisions of Section 68 of the Companies Act or any rules made there-under, for the purposes of clause (f) of sub-section (2) of Section 68 of the Companies Act, the Company or any officer of the Company who is in default shall be punishable with imprisonment for a term and its limit, or with a fine and its limit or with both in terms of the Companies Act, as the case may be.

27. DETAILS OF INVESTOR SERVICE CENTRE

The Company has appointed Link Intime India Private Limited as the Registrars to the Buyback. Their contact details are as under

REGISTRAR TO THE BUY BACK:**LINK**Intime**Link Intime India Private Limited**

C 101, 247 Park, L.B.S. Marg, Vikhroli (West)
Mumbai - 400 083, Maharashtra, India.

Tel. No.: +91-22- 4918 6200; **Fax:** +91-22-4918 6195

Contact Person: Mr. Sumeet Deshpande

Email: shkelkar.buyback2019@linkintime.co.in

Website: www.linkintime.co.in

SEBI Registration Number: INR 000004058

CIN: U67190MH1999PTC118368

28. DETAILS OF THE MANAGER TO THE BUY BACK

The Company has appointed Keynote Financial Services Limited as Manager to the Buyback. Their contact details are as under

KEYNOTE**Keynote Financial Services Limited**

(Formerly known as Keynote Corporate Services Limited)

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai – 400 028;

Tel: +91–22– 6826 6000-3; **Fax:** +91–22– 6826 6088;

E-mail: mbd@keynoteindia.net; **Website:** www.keynoteindia.net;

Contact Person: Ms. Pooja Sanghvi;

SEBI Registration No.: INM 000003606;

29. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE LETTER OF OFFER.

As per Regulation 24(i)(a) of the Buyback Regulations, the Directors of the Company accept full responsibility for the information contained in this Letter of Offer. This Letter of Offer is issued under the authority of the Board and in terms of the resolution passed by the Board of Directors in its meeting held on June 10, 2019.

For and on behalf of Board of Directors of S H Kelkar and Company Limited

| Sd/- | Sd/- | Sd/- |
|---|---|--|
| Ramesh Vaze Managing Director (DIN: 00509751) | Kedar Vaze Wholtime Director & Group CEO (DIN: 00511325) | Deepti Chandratre Company Secretary |

Place: Mumbai

Date: July 02, 2019

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