

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

This Draft 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, 400002
Tele. No. 022-21649163/ 22069609, **Fax :** 022-22081204,21649766
Website: www.keva.co.in; **Email:** investors@keva.co.in
Corporate Identification Number (CIN): L74999MH1955PLC009593
Contact Person: Ms. Deepti Chandratre, Company Secretary & GM Legal

OFFER FOR BUYBACK OF UPTO 29,00,000 (TWENTY NINE LAKHS) FULLY PAID UP EQUITY SHARES OF THE COMPANY OF FACE VALUE OF ₹10 (RUPEES TEN ONLY) EACH REPRESENTING 2.05% 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, NOVEMBER 12, 2021, AT A PRICE OF ₹ 210/- (RUPEES TWO HUNDRED AND TEN ONLY) PER FULLY PAID UP EQUITY SHARE FOR AN AGGREGATE MAXIMUM CONSIDERATION NOT EXCEEDING ₹60,90,00,000/- (RUPEES SIXTY CRORES NINETY 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 Securities and Exchange Board of India, National Stock Exchange of India Limited, BSE Limited, Registrar of Companies, Reserve Bank of India, etc.
- 2 The Buyback Size represents 9.64% and 6.65% 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, 2021 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, 2021.
- 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; November 12, 2021.
- 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 44 of this Draft Letter of Offer.
- 5 The Form of Acceptance-cum-Acknowledgement (the “Tender Form”) is enclosed together with this Draft 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 38 of this Draft 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 20.22 on page 62 of this Draft Letter of Offer.
- 7 A copy of the Public Announcement and the Draft 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 37 and paragraph 21 on page 52, respectively, of this Draft Letter of Offer, before tendering their Equity Shares in the Buyback.

**BUYBACK OFFER OPENS ON: [●]
BUYBACK OFFER CLOSES ON: [●]**

**LAST DATE/ TIME OF RECEIPT OF COMPLETED TENDER FORMS AND OTHER SPECIFIED DOCUMENTS BY THE
REGISTRAR TO THE BUY BACK OFFER: [●]**

MANAGER TO THE BUY BACK

REGISTRAR TO THE BUY BACK

KEYNOTE

KEYNOTE FINANCIAL SERVICES LIMITED

(Formerly known as Keynote Corporate Services Limited) The
Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West),
Mumbai – 400028

Tel: +91-22- 68266000-3; **Fax:** +91-22- 6826 6088

E-mail: mbd@keynoteindia.net

Website: www.keynoteindia.net

Contact Person: Shashank Pisat

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 49186195

E-mail: shkelkar.buyback2021@linkintime.co.in

Website: www.linkintime.co.in

Contact Person: Sumeet Deshpande

SEBI Registration No.: INR000004058

Validity Period: Permanent Registration

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1. SCHEDULE OF ACTIVITIES

Activity	Day and Date
Date of the Board meeting to approve the proposal for Buyback of Equity Shares	Friday, October 29, 2021
Date of publication of Public Announcement for the Buyback	Tuesday, November 02, 2021
Record Date for determining the Buyback Entitlement and the names of Eligible Shareholders	Friday, November 12, 2021
Date of opening of Buyback	[●]
Date of closing of Buyback	[●]
Last date of receipt of completed Tender Form and other specified documents including physical share certificates by the Registrar to the Buyback for Eligible Shareholders holding Equity Shares in physical form	[●]
Last date of verification by Registrar to the Buyback	[●]
Last date of providing Acceptance to the Stock Exchange by the Registrar to the Buyback	[●]
Last date of settlement of bids on the Stock Exchange / Clearing Corporation	[●]
Last date of dispatch of share certificate(s) by RTA/ unblocking of unaccepted demat Equity Shares in the account of the Eligible Shareholders	[●]
Last date of extinguishment of Equity Shares	[●]

2. DEFINITION OF KEY TERMS

Term	Description
Acceptance / Accept / Accepted	Acceptance of fully paid up Equity Shares tendered by Eligible Shareholders in the Buyback Offer.
Act or Companies Act	The Companies Act, 2013, with Rules notified therein as amended.
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by the Designated Stock Exchange in the form of a separate window in accordance with SEBI circulars
Additional Equity Shares or Additional Shares	Additional Equity Shares tendered by an Eligible Shareholders over and above the Buyback Entitlement of such Eligible Shareholders not exceeding the Equity Shares held by such Eligible Shareholders as on the Record Date.
Articles / AOA	Articles of Association of the Company, as amended from time to time
Board or Board of Directors	Board of Directors of the Company (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized 'Committee' thereof).
Board Meeting	Meeting of the Board of Directors of the Company held on Friday, October 29, 2021, approving the Buyback.

Term	Description
BSE	BSE Limited
Buyback or Buyback Offer or Offer	Buyback of 29,00,000 Equity Shares at a price of ₹210/- (Rupees Two Hundred and Ten Only) per Equity Share for an aggregate amount up to ₹60,90,00,000/- (Rupees Sixty Crores Ninety Lakhs Only) through Tender Offer.
Buyback Closing Date	[●] being the last date up to which the tendering of shares by Eligible Shareholders will be allowed.
Buyback Entitlement or Entitlement	The number of Equity Shares that an Eligible Shareholders is entitled to tender, in the Buyback, based on the number of Equity Shares held by such Eligible Shareholders, on the Record Date and the ratio / percentage of Buyback applicable in the category to which such Eligible Shareholder belongs
Buyback Opening Date	[●] being the date from which the tendering of Equity Shares by Eligible Shareholders will be allowed
Buyback Period	The period between the date of passing of Board resolution i.e., October 29, 2021, till the date on which the payment of consideration to shareholders who have accepted the Buyback offer will be made.
Buyback Price or Offer Price	Price at which Equity Shares will be bought back from the Equity Shareholders i.e., ₹210/- (Rupees Two Hundred and Ten Only) per Equity Share, payable in cash.
Buyback Size	Number of Equity Shares proposed to be bought back i.e., 29,00,000 (Twenty-Nine Lakhs) fully paid-up Equity Shares multiplied by the Buyback Price i.e., a price of ₹ 210/- (Rupees Two Hundred and Ten Only) per Equity Share aggregating to ₹60,90,00,000/- (Rupees Sixty Crores Ninety 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.
Buyback Regulations	The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 including any amendments, statutory modifications or re-enactments thereof, for the time being in force and the SEBI Circulars.
Clearing Corporation / CCIL	Clearing Corporation of India Limited
“Company” or “Our Company” or “we” or “us” or “our”	S H Kelkar And Company Limited unless the context states otherwise.
Company’s Broker	Keynote Capitals Limited
Compliance Officer	Deepti Chandratre
DP	Depository Participant
Depositories	Collectively, National Securities Depository Limited and Central Depository Services (India) Limited
Designated Stock Exchange	The designated stock exchange for the Buyback is BSE.
Director	Director(s) of the Company.

Term	Description
Draft Letter of Offer (DLOF)	The Draft Letter of Offer dated November 11, 2021, filed with SEBI.
Eligible Shareholders or Eligible Person or Equity Shareholder	Person(s) eligible to participate in the Buyback Offer and would mean all equity shareholders/ beneficial owner(s) of Equity Shares of the Company as on Record Date i.e. November 12, 2021 and excludes Person(s) who do not have the capacity under applicable law to tender equity shares
Equity Shares	Fully paid-up equity shares of the Company each having a face value of ₹10 (Rupees Ten Only).
Escrow Account	The Escrow Account titled "S H Kelkar And Company Limited - Buy Back 2021 - Escrow Account" opened with Hdfc Bank Limited
Escrow Agent	HDFC Bank Limited
Escrow Agreement	The Escrow Agreement dated November 02, 2021, entered into between the Company, the Manager to the Buyback and the Escrow Agent
FEMA	Foreign Exchange Management Act, 1999 including the regulations, circulars, directions and notifications issued thereunder
FII(s)/FPI(s)	Foreign Institutional Investors / Foreign Portfolio Investors
General Category	Eligible Shareholders other than the Small Shareholders.
IT Act or Income Tax Act	Income-tax Act, 1961, as amended
LOF or Letter of Offer	This Letter of Offer dated [●], 2021 to be filed with SEBI containing disclosures in relation to the Buyback as specified in the Buyback Regulations, including comments received from SEBI on the Draft Letter of Offer.
LODR Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
Manager to the Buyback or Manager to the Offer	Keynote Financial Services Limited
N.A.	Not Applicable
Non-Resident Indians	A person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000.
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
PA or Public Announcement	The public announcement, made in accordance with the Buyback Regulations, dated November 01, 2021, published on November 02, 2021, in the newspapers set

Term	Description
	out in paragraph 5 of this Draft Letter of Offer
PAN	Permanent Account Number
Promoter and Promoter Group	Promoter and promoter group as have been disclosed under the filings made by the Company under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
Physical Shares	Equity Share(s) of the Company in physical form.
RBI	Reserve Bank of India
Record Date	The date for the purpose of determining the Buyback Entitlement and the names of the Eligible Shareholders 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 November 12, 2021.
Registrar to the Buyback	Link Intime India Private Limited
SEBI	Securities and Exchange Board of India
SEBI Circulars	Tendering of Equity Shares by Shareholders and settlement of the same, through the stock exchange mechanism as specified by SEBI in the circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI circular bearing number CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and circular bearing number CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021.
Seller Member or Seller Broker	A stockbroker (who is a member of the BSE) of an Eligible Shareholder, through whom the Eligible Shareholder wants to participate in the Buyback
Shareholders	Holders of Equity Shares and includes beneficial owners thereof.
Shareholder Broker	A Stockbroker of an Eligible Shareholder through whom the Eligible Shareholder wants to participate in the Buyback.
Stock Exchange Mechanism	The “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and SEBI circular CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021
Small Shareholder	‘Small Shareholder’ means a shareholder of the Company, who holds shares whose market value, on the basis of closing price of shares, on the recognized stock exchange in which highest trading volume in respect of such security, as on Record Date (i.e. November 12,

Term	Description
	2021), is not more than ₹ 2,00,000/- (Rupees Two Lakh Only).
Stock Exchanges	BSE and NSE, being the stock exchanges where the Equity Shares of the Company are listed.
Takeover Regulations/ SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
Tender Form	The form to be filled in by the Shareholders to participate in the Buyback.
Tender Offer	Method of Buyback as defined in Regulation 2(i)(q) of the Buyback Regulations.
Tendering Period	Period of 10 (Ten) Working Days from the Buyback Opening Date until the Buyback Closing Date(both days inclusive).
TRS	Transaction Registration Slip generated by the exchange bidding system.
U.S A/U.S	United States/ United States of America
Working Day	Working day shall have the meaning ascribed to it under the Buyback Regulations.

3. DISCLAIMER CLAUSE

As required, a copy of this 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 its Buyback commitments or for the correctness of the statements made or opinions expressed in this Draft Letter of Offer. The Manager to the Buyback, Keynote Financial Services Limited, has certified that the disclosures made in this Draft Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act and the Buyback Regulations. This requirement is to facilitate Eligible Shareholders to take an informed decision in 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, Keynote Financial Services Limited, has furnished to SEBI a due diligence certificate dated November 11, 2021, in accordance with the Buyback Regulations, which reads as follows:

“We have examined various documents and materials contained in the annexures to the Draft Letter of Offer relevant to the Buyback, as part of the due diligence carried out by us in connection with the finalization of the Public Announcement published on November 02, 2021 and the Draft Letter of Offer dated November 11, 2021. On the basis of such examination and the discussions with the Company, we hereby state that:

- i. the Public Announcement and the Draft Letter of Offer 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, as amended, have been duly complied with;*
- iii. *the disclosures in the Public Announcement and the Draft Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the Eligible Shareholders 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, 2013.”*

The filing of the Draft Letter of Offer with SEBI, does not, however, absolve the Company from any liability 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 Directors/ Promoters declare and confirm that no information or material likely to have a bearing on the decision of Eligible Shareholders has been suppressed, withheld and/ or incorporated in a manner that would amount to misstatement or misrepresentation and in the event of it transpiring at any point of time that any information or material has been suppressed or withheld, or amounts to a misstatement or misrepresentation, the Promoters and Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the Buyback Regulations.

The Directors/ Promoters, also declare and confirm that, funds borrowed, if any, from banks and financial institutions will not be used for the Buyback.

Disclaimer for Persons from the United States of America:

The information contained in this Draft Letter of Offer is exclusively intended for persons who are not US Persons as such term is defined in Regulations of the US Securities Act of 1933, as amended, and who are not physically present in the United States of America. This Draft Letter of Offer does not in any way constitute an offer to sell, 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 authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Draft Letter of Offer are requested to inform themselves about and to observe any such restrictions.

Disclaimer for Persons in foreign countries other than the United States of America:

This Draft Letter of Offer does not in any way constitute an offer to sell or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Draft Letter of Offer are requested to inform themselves about and to observe any such restrictions.

Important Notice to All Eligible Shareholders

This Draft Letter of Offer has been prepared for the purposes of compliance with the Buyback Regulations. Accordingly, the information disclosed 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 Draft Letter of Offer shall be emailed/dispatched to all Eligible Shareholders whose

names appear on the register of members of the Company, as of the Record Date. However, receipt of this Draft Letter of Offer by any Eligible Shareholders in a jurisdiction in which it would be illegal to make this Tender Offer, or where making this Tender Offer would require any action to be taken (including, but not restricted to, registration of this Draft Letter of Offer under any local securities laws), shall not be treated by such Eligible Shareholders as an offer being made to them. Potential users of the information contained in this Draft Letter of Offer are requested to inform themselves about and to observe any such restrictions. Any Eligible 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 authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

Forward Looking Statements:

This Draft Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as ‘aim’, ‘anticipate’, ‘believe’, ‘expect’, ‘estimate’, ‘intend’, ‘objective’, ‘plan’, ‘project’, ‘will’, ‘will continue’, ‘will pursue’ or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about the Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, inter alia, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which the Company operates.

Certain figures contained in this Draft Letter of Offer, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

The Company and the Manager to the Buyback undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future events or otherwise.

Currency and Unit of Presentation: In this Draft Letter of Offer, references to “₹” and “Rupees” are to Indian Rupees i.e. the legal currency of India. Further, all data related to financials are given in ₹ Crores, unless otherwise stated.

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 their meeting held on October 29, 2021. The extracts of the Board resolution are as follows:

“RESOLVED THAT pursuant to Article 10 of the Articles of Association of the Company and in accordance with the provisions of Sections 68, 69, 70 and other applicable provisions, if any, of the Companies Act 2013 (**“Companies Act”**), the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (**Management and Administration**) Rules, 2014, to the extent applicable (hereinafter referred to as the **“Share Capital Rules”**), the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (**“Buyback Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), each as amended (including any statutory modifications or re-enactments that may be introduced) from time to time, subject to approvals, permissions and sanctions of Securities and Exchange Board of India (**“SEBI”**), Registrar of Companies, Mumbai, Maharashtra (the **“ROC”**) and/ or other authorities, institutions or bodies, as may be applicable (the **“Appropriate Authorities”**) and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the consent of the Board be and is hereby accorded for the Buyback by the Company of up to 29,00,000 fully paid-up equity shares of face value of ₹ 10/- (Indian Rupees Ten) each (**“Equity Shares”**), at a price of ₹ **210/- (Indian Rupees Two Hundred and Ten Rupees Only)** per Equity Share (**“Buyback Price”**) payable in cash for an aggregate consideration not exceeding ₹ **60.90 Crores (Indian Rupees Sixty Crores Ninety Lakh Only)** (excluding Transaction Costs such as securities transaction tax, GST, stamp duty, filing fees, advisors’ fees, brokerage, public announcement expenses, printing and dispatch expenses, applicable taxes and other incidental and related expenses (hereinafter referred to as **“Transaction Costs”**)) (**“Buyback Size”**) (**“Buyback Size”**), representing approximately 9.64 % and 6.65 % of the aggregate of the total paid-up equity share capital and free reserves based on the audited standalone and consolidated financial statements of the Company respectively as at March 31, 2021 (being the date of the last audited financial statements of the Company), which is not exceeding 10% of the aggregate of the paid-up share capital and free reserves as per audited standalone financial statements and audited consolidated financial statements of the Company as on March 31, 2021, to be sourced out of the free reserves of the Company (retained earnings) and/or such other source as may be permitted by the Buyback Regulations or the Act or any other applicable law for the time being in force, from the members of the Company as on the record date i.e. November 12, 2021 (hereinafter referred to as the **“Record Date”**), on a proportionate basis, through the **Tender Offer route** under the Stock Exchange mechanism as prescribed under the Buyback Regulations, as amended from time-to-time (**“Buyback”**) and the Buyback Size is excluding Transaction Costs.

RESOLVED FURTHER THAT the Company, to the extent legally permissible, do hereby implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 **dated** April 13, 2015 read with circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI circular CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, including any amendments or statutory modifications for the time being in force (**“SEBI Circulars”**) and approach the Stock Exchange(s), as required to facilitate the process.

RESOLVED FURTHER THAT all of the shareholders of the Company will be eligible to participate in the Buyback including promoters and promoter group of the Company (including members

thereof) and their associates who hold Equity Shares as of the Record Date, persons in control (including such persons acting in concert) who hold Equity Shares as of the Record Date.

RESOLVED FURTHER THAT the Company may buyback Equity Shares from all the existing Members holding Equity Shares of the Company on a proportionate basis, provided that 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders, as prescribed under Regulation 6 of the Buyback Regulations.

RESOLVED FURTHER THAT the Buyback from the shareholders who are residents outside India including Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies), Foreign Institutional Investors/Foreign Portfolio Investors, Non-Resident Indians and shareholders of foreign nationality shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India (“RBI”) under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, provided that such approvals shall be required to be taken by such non-resident shareholders.

RESOLVED FURTHER THAT the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Listing Regulations.

RESOLVED FURTHER THAT in terms of Regulation 24(iii) of the Buyback Regulations, Ms. Deepti Chandratre, Company Secretary & GM - Legal, be and is hereby appointed as the Compliance Officer for the purpose of proposed Buyback.

RESOLVED FURTHER THAT National Stock Exchange of India Limited and Bombay Stock Exchange Limited be and is hereby appointed as the designated stock exchange for the purpose of the Buyback.

RESOLVED FURTHER THAT the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion:

- a) that immediately following the date on which the meeting of the Board of Directors is convened, i.e. Friday, October 29, 2021, there will be no grounds on which the Company could be found unable to pay its debts;
- b) that as regards the Company’s prospects for the year immediately following the date on which the meeting of the Board of Directors is convened, i.e. Friday, October 29, 2021, that having regard to the Board’s intentions 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, i.e. Friday, October 29, 2021; and
- c) that in forming an opinion for the above purposes, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act 1956, Companies Act, 2013 or the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities).

RESOLVED FURTHER THAT Auditors certificate as placed before the Board be and is hereby noted and Declaration of Solvency prepared in the prescribed form and supporting affidavit and other documents, placed before the meeting be and are hereby approved and Ms. Deepti Chandratre – Company Secretary & GM - Legal, is hereby authorized to sign the same, for and on behalf of the Board and file the same with the Registrar of Companies and the Securities and Exchange Board of India and/or any other Appropriate Authorities, as may be required in accordance with applicable law.

RESOLVED FURTHER THAT confirmation is hereby made by the Board that:

- (a) all Equity Shares of the Company for the Buyback are fully paid up;
- (b) The Company shall not issue any equity shares or other securities (including by way of bonus) till the date of expiry of the Buyback period;
- (c) the company shall not issue any shares or other specified securities including by way of bonus till the date of expiry of buyback period of the Buyback Offer, as may be applicable in accordance with the provisions of 24(i)(b) of Buyback Regulations, any circulars or notifications issued by SEBI in connection therewith;
- (d) except in discharge of its subsisting obligations, the Company shall not raise further capital for a period of one year from the expiry of the Buyback period, as may be applicable in accordance with the provisions of 24(i)(f) of Buyback Regulations, any circulars or notifications issued by SEBI in connection therewith;
- (e) there are no defaults subsisting in the repayment of any deposits (including interest payable thereon), redemption of debentures or preference shares, payment of dividend or repayment of any term loans to any financial institution or banks (including interest payable thereon);
- (f) that the Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act read with relevant rules thereunder;
- (g) the Company shall not Buyback its shares from any person through negotiated deal whether on or off the stock exchange or through spot transactions or through any private arrangement;
- (h) there are no pending schemes of amalgamation or compromise or arrangement pursuant to the Companies Act, 2013 ("Scheme") involving the Company, and no public announcement of the Buyback shall be made during pendency of any such Scheme;
- (i) in accordance with Section 68(2) of the Companies Act, the Maximum Buyback Size of **₹ 60.90 Crores (Indian Rupees Sixty Crores Ninety Lakhs Only)**, does not exceed 10% of the aggregate of the total paid-up capital and free reserves of the Company as per the latest audited standalone and consolidated balance sheet of the Company respectively as at March 31, 2021;
- (j) the maximum number of Equity Shares proposed to be purchased under the Buyback, upto 29,00,000 equity shares, does not exceed 25% of the total number of Equity Shares in the

paid-up Equity Share capital as per the latest audited standalone and consolidated balance sheet of the Company as at March 31, 2021;

- (k) the ratio of the aggregate of secured and unsecured debts owed by the Company to the paid-up Equity Share capital and free reserves of the Company after the Buyback shall be less than or equal to 2:1 based on latest audited standalone and consolidated financial statements of the Company as of March 31, 2021; and
- (l) the Company shall not make any further offer of buyback within a period of one year reckoned from the date of closure of the Buyback;
- (m) the Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies.
- (n) the Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or the public announcement of the Buyback is made and published in the newspapers;
- (o) the Company shall comply with the statutory and regulatory timelines in respect of the Buyback, on the terms and conditions as may be decided by the Board and in such manner as prescribed under the Companies Act, the Buyback Regulations and any other applicable laws;
- (p) the Company shall not Buyback Equity Shares which are locked-in or non-transferable, until the pendency of such lock-in, or until the time such Equity Shares become transferable, as applicable;
- (q) the Buyback shall not result in the delisting of the Equity Shares from the stock exchanges;
- (r) the consideration for the Equity Shares bought back by the Company shall be paid only by way of cash, through normal banking channels;

RESOLVED FURTHER THAT no information and material that is likely to have a bearing on the decision of investors has been suppressed or withheld and/or incorporated in the manner that would amount to a mis-statement or misrepresentation and in the event of it transpiring at any point of time that any information/material has been suppressed or withheld and/or amounts to a mis-statement or misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the Buyback Regulations.

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:

- a. seeking all regulatory approvals, if any, including of SEBI and the Reserve Bank of India for implementing the Buyback;
- b. deciding and announcing the Record Date for the purpose of Buyback;
- c. appointing, authorizing, entering into agreements with and issuing necessary instructions to the Investor Service Centre and Escrow Agent;

- d. opening one or more bank accounts, including an escrow account, depository account and special escrow account as required, and entering into agreements with and to give instructions to the bankers in connection therewith;
- e. finalizing the terms and timeline of the Buyback including the entitlement ratio, opening date and closing date of the offer period and the timeframe for completing the Buyback and re-affirming declaration of solvency as and when required;
- f. deciding and appointing BSE Limited and/or the National Stock Exchange of India Limited as designated stock exchange(s) for the Buyback;
- g. depositing and/or instructing the deposit of the requisite amount into escrow account and finalizing the composition/combination of such deposit into escrow account in accordance with the provisions of Regulation 9 of the Buyback Regulations (including cash deposit or arranging for bank guarantee including the amounts of the cash deposit and the bank guarantee) and the escrow agreement entered into with the escrow agent;
- h. preparing, finalizing, dating, approving, modifying, signing (in accordance with applicable law), issuing, re-issuing and filing with the appropriate statutory/other authorities the public announcement, draft letter of offer, letter of offer and all other documents, resolutions, advertisements, confirmations, intimations and declarations, and the certificate for extinguishment and physical destruction of shares certificates, if any, and other documents required in connection with the Buyback, and causing the declaration of solvency and supporting affidavit to be executed in accordance with applicable law and such alterations, additions, omissions, variations, amendments or corrections will be deemed to have been approved by the Board of Directors;
- i. taking all actions to verify offers and acceptances received, finalize the basis of acceptance, pay the shareholders consideration for shares bought back, approve split of physical share certificates and transfer of shares, extinguish dematerialised shares and ensure the physical destruction of the share certificates with respect to the Equity Shares bought back by the Company;
- j. uploading all required information such as details of the Equity Shares bought back on the website and filing the same with the stock exchanges as required under applicable law;
- k. settling and resolving any queries raised by SEBI, Stock Exchanges, Registrar of Companies and any other authorities whatsoever in connection to any matter incidental to and ancillary of the Buyback;
- l. creating and maintaining requisite statutory registers and records as required under the Companies Act and to furnish appropriate returns to the appropriate authorities;
- m. closing the Buyback and completing all the required formalities as specified under the Companies Act, Buyback Regulations and the Listing Regulations and other applicable laws;

- n. altering, modifying, amending the appointment/engagement and terms and conditions (including terms pertaining to remuneration/payment of commission, brokerage fees and charges) of the intermediaries and other third parties appointed for the Buyback;
- o. obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law,
- p. doing such other acts, deeds, matters or things, and executing such documents, forms, letters, confirmations, including the execution of documents under common seal of the Company as may be required, and taking all steps as may be necessary to sign, submit and file all necessary forms, letters, applications, e-forms and other documents as may be necessary or desirable in connection with or incidental to the Buyback or as they may in their absolute discretion, deem necessary, expedient, usual or proper or are necessary, expedient, usual or proper with regard to the implementation in connection with or in furtherance of the Buyback; and
- q. delegating all or any of the authorities conferred above to any other Director(s) or Executive(s) or Officer(s) of the Company as may be necessary to give effect to the aforesaid resolutions.

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

RESOLVED FURTHER THAT the Company do maintain a register of shares bought back wherein details of Equity Shares bought back, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing and physically destroying of Equity Shares and such other particulars as may be prescribed, shall be entered and that the Company Secretary of the Company be and is hereby severally authorised to authenticate the entries made in the said register.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, Mr. Ramesh Vaze – Non Executive Director, Mr. Kedar Vaze – Whole Time Director and Group CEO, Mr. Rohit Saraogi – EVP and Group CFO (Designate), Ms. Deepti Chandratre – Company Secretary & GM - Legal and Mr. Charuhas Sidhaye – Business Controller - SAMEA be and are hereby severally authorized to sign, execute and deliver such other documents, deeds and writings and to do all such acts, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, ROC, stock exchanges, depositories and/or other Appropriate Authorities and to exercise such powers, and to do all such acts, deeds, things and matters as may be required or considered necessary, or incidental thereto and to settle any question(s) or difficulty or doubt(s) that may arise in connection therewith in the manner it may deem fit and appropriate.

RESOLVED FURTHER THAT a copy of this resolution duly certified to be true by any of the Director(s) or Company Secretary or any other person as may be authorized by the Board be issued to any authority(ies) or party(ies) as may be necessary.”

5. DETAILS OF THE PUBLIC ANNOUNCEMENT

- 5.1. The Public Announcement dated November 01,2021 was published on November 02,2021 in accordance with Regulation 7 of the Buyback Regulations, within two Working Days from the date of passing the board resolution approving the buyback i.e., October 29, 2021.

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. A copy of the Public Announcement is available on the Company's website (www.keva.co.in) and on the website of SEBI (www.sebi.gov.in) and on the website of Stock Exchanges i.e., www.bseindia.com and www.nseindia.com

6. DETAILS OF THE BUY BACK

- 6.1. The Board of Directors of the Company (the "**Board**", which expression includes any committee constituted by the Board to exercise the powers, including the powers conferred by the resolution) passed a resolution at its meeting held on October 29, 2021 ("**Board Meeting**") approving the proposal of buyback of upto 29,00,000 (Twenty Nine Lakhs) fully paid-up equity shares of face value of ₹10/- each of the Company from the Equity Shareholders of the Company as on Record Date, on a proportionate basis, through tender offer route at a price of ₹210 (Rupees Two Hundred and Ten Only) per Equity Share payable in cash, for an aggregate maximum consideration not exceeding ₹60,90,00,000 (Rupees Sixty Crores Ninety Lakhs Only) (excluding Transaction Costs such as securities transaction tax, GST, stamp duty, filing fees, advisors' fees, brokerage, public announcement expenses, printing and dispatch expenses, other applicable taxes and other incidental and related expenses (hereinafter referred to as "**Transaction Costs**")
- 6.2. The Buyback is in accordance with Article 10 of the Articles of Association of the Company and the provisions of the provisions of Section 68, 69, 70 and all other applicable provisions, if any, of the Companies Act 2013, as amended ("**Companies Act**" or "**the Act**") and, the Companies (Share Capital and Debentures) Rules, 2014 (the "**Share Capital Rules**"), the Companies (Management and Administration) Rules, 2014 (the "**Management Rules**"), 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).
- 6.3. The Buyback is subject to receipt of any approvals of lenders, statutory, regulatory, or governmental authorities as may be required under applicable laws from time to time, including the SEBI, and the Stock Exchanges on which the Equity Shares of the Company are listed, namely, BSE and NSE and from any other statutory and/or regulatory authority, as may be required and which Board and/or any committee thereof deem fit.
- 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 circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and SEBI circular CFD/DCR-

III/CIR/P/2021/615 dated August 13, 2021, (the “SEBI Circulars”), which prescribe mechanism for acquisition, tendering and settlement of shares through Stock Exchange pursuant to the Buyback. In this regard, the Company will request BSE to provide the acquisition window. For the purpose of the proposed Buyback, BSE would be the Designated Stock Exchange.

- 6.5. The Buyback size is ₹60,90,00,000/- (Rupees Sixty Crores Ninety Lakhs Only) excluding Transaction Cost which is 9.64% and 6.65% of the fully paid-up equity share capital and free reserves as per the audited standalone and consolidated financial statements, respectively of the Company for the financial year ended March 31, 2021 (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 standalone and consolidated 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 29,00,000 (Twenty-Nine Lakhs) Equity Shares representing 2.05% 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 maximum amount required by the Company for the proposed Buyback aggregating to ₹60,90,00,000/- (Rupees Sixty Crores Ninety Lakhs Only), is within the permitted limits. The funds for the proposed 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 to the fully paid-up share capital and free reserves shall be less than or equal to 2:1 on Standalone and Consolidated basis after the proposed Buyback.
- 6.7. 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:
- a) 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
1	Ramesh Vinayak Vaze	2,59,15,024	18.34
2	Kedar Ramesh Vaze	1,72,54,614	12.21
3	Prabha Ramesh Vaze	49,15,489	3.48
4	Anagha Sandeep Nene	15,14,267	1.07
5	Nandan Kedar Vaze	13,18,000	0.93
6	Parth Kedar Vaze	13,18,000	0.93
7	Neha Kedar Karmarkar	7,61,250	0.54
8	Nishant Kedar Karmarkar	7,61,250	0.54
9	Sumedha Kedar Karmarkar	150	0.00*
10	Nihar Sandeep Nene	0	0.00
11	Vinayak Ganesh Vaze Charities	20,19,000	1.43
12	Kedar Ramesh Vaze Family Trust	100	0.00*

Sr. No	Name of the Shareholder	Number of Shares	% w.r.t total share/voting capital wherever applicable
13	Ramesh Vinayak Vaze Family Trust	100	0.00*
14	Keva Constructions Private Limited	86,91,139	6.15
15	SKK Industries Private Limited	15,22,500	1.08
16	ASN Investment Advisors Private Limited	15,14,167	1.07
17	Keva Investment Partners	33,742	0.02
18	KNP Industries Pte Ltd.	1,52,29,000	10.78
	TOTAL	8,27,67,792	58.57

*Less than 0.01%.

- b) 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. Ramesh Vinayak Vaze	2,59,15,024	18.34
		2. Prabha Ramesh Vaze	49,15,489	3.48
		3. Kedar Ramesh Vaze	1,72,54,614	12.21
2	ASN Investment Advisors Private Limited	1. Prabha Ramesh Vaze	49,15,489	3.48
		2. Anagha Sandeep Nene	15,14,267	1.07
3	SKK Industries Private Limited	1. Prabha Ramesh Vaze	49,15,489	3.48
		2. Sumedha Kedar Karmarkar	150	0.00*
4	KNP Industries Pte Ltd.	1. Ramesh Vinayak Vaze	2,59,15,024	18.34
		2. Kedar Ramesh Vaze	1,72,54,614	12.21

*Less than 0.01%.

- 6.9 The Promoter and Promoter Group of the Company hold 58.57% of Equity Shares in the total outstanding equity share capital of the Company. The Buyback will not result in any benefit to the Promoter and Promoter Group or any Directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as Equity Shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback.
- 6.10 Assuming that all the public Shareholders participate up to their entitlement (full Acceptance), then the aggregate shareholding of the Promoters and Promoter Group, post Buyback may increase from 58.57% to [●] % and the aggregate shareholding of the public in the Company may decrease from 43.09% to [●] % of the post Buyback equity share capital of the Company.

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 the Company at its meeting held on October 29, 2021 approved and passed the proposal of Buyback upto 29,00,000 (Twenty Nine Lakhs) fully paid-up equity shares of face value of ₹10/- each, at a price of ₹210 (Rupees Two Hundred and Ten Only) per Equity Share payable in cash, for an aggregate maximum consideration not exceeding ₹60,90,00,000 (Rupees Sixty Crores Ninety 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 route”**.
- 7.3. The Buyback is subject to receipt of any approvals of lenders, statutory, regulatory, or governmental authorities as may be required under applicable laws from time to time, including the SEBI, and the Stock Exchanges on which the Equity Shares of the Company are listed, namely, BSE and NSE and from any other statutory and/or regulatory authority, as may be required and which Board and/or any committee thereof deem fit.

8. NECESSITY OF THE BUY BACK

- 8.1. The Company believes that Buyback is an efficient way of rewarding the long term shareholders especially the Small Shareholders.
- 8.2. 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.
- 8.3. 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.
- 8.4. Buyback involves allocation to Small Shareholders, which will be the higher of a) number of shares entitled as per their holding or b) 15% of the number of 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 ₹60,90,00,000/- (Rupees Sixty Crores Ninety 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 October 29, 2021, to participate in the Buyback and offer up to such equity shares in compliance with the Buyback Regulations/terms of the Buyback as detailed in the table given below

Sr.no	Name of Promoter/Promoter Group	No. of Shares held	Maximum number of Shares to be tendered
1	Ramesh Vaze	2,59,15,024	29,00,000
2	Kedar Vaze	1,72,54,614	29,00,000
3	Prabha Vaze	49,15,489	29,00,000
4	Parth Vaze	13,18,000	13,18,000
5	Nandan Vaze	13,18,000	13,18,000
6	Neha Karmarkar	7,61,250	7,61,250
7	Nishant Karmarkar	7,61,250	7,61,250
8	Anagha Nene	15,14,267	15,14,267
9	Vinayak Ganesh Vaze Charities	20,19,000	20,19,000
10	Keva Constructions Private Limited.	86,91,139	29,00,000
11	ASN Investment Advisors Private Limited	15,14,167	15,14,167
12	SKK Industries Private. Limited	15,22,500	15,22,500
13	KNP Industries Pte. Ltd.	1,52,29,000	29,00,000
14	Keva Investment Partners	33,742	33,742
	TOTAL	8,27,67,442	

- 9.5. 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 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	20	1,000	1,000	20,000	Preferential Allotment
	26.03.1962	20	1,000	1,000	20,000	Preferential Allotment

Name of Promoter/ Promoter Group	Date of Acquisition	Number of shares	Nominal Value	Issue Price/ Transfer Price	Consideration	Nature of Transaction
	26.03.1962	20	1,000	1,000	20,000	Preferential Allotment
	26.03.1962	10	1,000	1,000	10,000	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	2,40,000	Rights Issue
	16.09.1997	200	1,000	1,000	2,00,000	Rights Issue
	05.11.1997	1,400	1,000	Nil	Nil	Bonus Shares
	14.05.2002	1,400	1,000	1,000	14,00,000	Rights Issue
	16.11.2004	1,849	1,000	1,000	18,49,000	Preferential Allotment
	14.09.2010	978	1,000	66,462	6,50,00,000	Transfer of shares by Ajit Vaze
	28.06.2012	1,890	1,000	Nil	Nil	Bonus Shares issued pursuant to conversion of CCPS C
	08.08.2012	2,748	1,000	1,000	27,48,000	Preferential Allotment
	13.08.2014	1,000	1,000	1,000	10,00,000	Acquisition from KNP
	22.08.2014	4,726	1,000	1,000	47,26,000	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 14.09.2014.						
	Upto 22.08.2014	17,40,100	10	-	-	-
	18.09.2014	1,56,51,900	10	Nil	Nil	Bonus Issue
Maximum number of Equity Shares intended to be tendered						29,00,000*
*12,27,100 equity shares to be tendered out of 17,40,100 equity shares since 1,000 shares were sold earlier and 5,12,000 shares were bought back in 2019. Balance 16,72,900 equity shares to be tendered out of 1,56,51,900 equity shares						
Prabha Vaze	18.09.2014	75,16,800	10	Nil	Nil	Bonus Issue
Maximum number of Equity Shares intended to be tendered						29,00,000
Kedar Vaze	18.09.2014	1,39,72,500	10	Nil	Nil	Bonus Issue
Maximum number of Equity Shares intended to be tendered						29,00,000
Parth Vaze	26.02.2014	1,325*	10	1,000	13,25,000	Allotment
*1325 equity shares of FV of ₹1000/- each were sub-divided into 1,32,500 equity shares of FV of ₹10/- each on 14.09.2014.						
	14.09.2014	1,32,500	10	Nil	0	Sub-division
	18.09.2014	11,92,500	10	Nil	1,19,25,000	Bonus Issue
Maximum number of Equity Shares intended to be tendered						13,18,000*
*1,25,500 equity shares to be tendered out of 1,32,500 equity shares since 7,000 shares were bought back in 2019. All equity shares to be tendered out of the tranche of 11,92,500 equity shares.						
Nandan Vaze	26.02.2014	1,325	10	1,000	13,25,000	Allotment

Name of Promoter/ Promoter Group	Date of Acquisition	Number of shares	Nominal Value	Issue Price/ Transfer Price	Consideration	Nature of Transaction	
	1,325 equity shares of FV of ₹1000/- each were sub-divided into 1,32,500 equity shares of FV of ₹10/- each on 14.09.2014.						
	14.09.2014	1,32,500	10	Nil	-	Sub - division	
	18.09.2014	11,92,500	10	Nil	1,19,25,000	Bonus Issue	
	Maximum number of Equity Shares intended to be tendered					13,18,000*	
	*1,25,500 equity shares to be tendered out of 1,32,500 equity shares since 7,000 shares were bought back in 2019. All equity shares to be tendered out of the tranche of 11,92,500 equity shares.						
Neha Karmarkar	12.03.2015	7,61,250	10	10	76,12,500	Transferred by Prabha Ramesh Vaze Family Trust	
	Maximum number of Equity Shares intended to be tendered					7,61,250	
Nishant Karmarkar	12.03.2015	7,61,250	10	10	76,12,500	Transferred by Prabha Ramesh Vaze Family Trust	
	Maximum number of Equity Shares intended to be tendered					7,61,250	
KNP Industries Pte Ltd	18.09.2014	1,54,11,600	10	Nil	Nil	Bonus Issue	
	Maximum number of Equity Shares intended to be tendered					29,00,000	
Vinayak Ganesh Vaze Charities	30.03.1968	50	1,000	Nil	Nil	Transferred from Shri V G Vaze	
	30.03.1968	10	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	
	01.12.1978	100	1,000	NA	NA	Bonus issue	
	30.03.1968	200	1,000	NA	NA	Bonus issue	
	24.05.1990	400	1,000	NA	NA	Bonus issue	
	05.11.1997	800	1,000	NA	NA	Bonus issue	
	28.06.2012	430	1,000	NA	NA	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.						
	18.09.2014	2,03,000	10	-	-	-	
	18.09.2014	18,27,000	10	NA	NA	Bonus Issue	
Maximum number of Equity Shares intended to be tendered					20,19,000*		
*1,92,000 equity shares to be tendered out of 2,03,000 equity shares since 11,000 shares were bought back in 2019. All equity shares to be tendered out of the tranche of 1,827,000 equity shares.							
ASN Investment Advisors Private Limited	20.01.2015	15,22,500	10	1.5	22,79,354	Transferred by Ramesh Vinayak Vaze Family Trust	
	Maximum number of Equity Shares intended to be tendered					15,14,167*	
	*15,14,167 equity shares to be tendered out of 15,22,500 equity shares since 8,333 shares were bought back in 2019.						

Name of Promoter/ Promoter Group	Date of Acquisition	Number of shares	Nominal Value	Issue Price/ Transfer Price	Consideration	Nature of Transaction
SKK Industries Private Limited	20.01.2015	1,522,500	10	1.5	22,79,354	Transferred by Ramesh Vinayak Vaze Family Trust
	Maximum number of Equity Shares intended to be tendered					15,22,500
Anagha Nene	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					15,14,267*
	*7,91,767 equity shares to be tendered out of 8,00,000 equity shares since 8,333 shares were bought back in 2019. All equity shares to be tendered out of the tranche of 7,22,500 equity shares.					
Keva Investment Partners	30.03.2020	33,742	10	83.91	24,94,036	Market Purchase
	Maximum number of Equity Shares intended to be tendered					33,742
Keva Constructions Private Limited	18.09.2014	68,53,500	10	NA	NA	Bonus Issue
	Maximum number of Equity Shares intended to be tendered					29,00,000

- 9.6. 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. For further details, please refer to paragraph 13.8 on page no.26
- 9.7. 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 58.57% to [●]% and the aggregate shareholding of the public may decrease from 39.09% to [●]% 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.
- 9.8. 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 to the fully paid-up share capital and free reserves shall be less than or equal to 2:1 on Standalone and Consolidated basis after the proposed Buyback., even if the response to the Buyback is to the extent of 100% (full acceptance).
- 9.9. The Company shall not issue any equity shares or other securities including by way of bonus till the date of closure of Buyback.
- 9.10. 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.

- 9.11. 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. October 29, 2021 and the date of closure of Buyback in accordance with the Buyback Regulations.
- 9.12. Salient financial parameters pursuant to the Buyback based on the audited financial statements as of March 31, 2021, of the Company are as under:

Parameters (based upon audited results for the year ended 31/03/2021)	Standalone		Consolidated	
	Pre Buyback	Post Buyback*	Pre Buyback	Post Buyback*
Net Worth (₹ in crores)	634.97	574.07	951.61	890.71
Return on the Net Worth (%)	12.55	13.89	15.13	16.16
Earnings Per Share (in ₹)	5.78	5.90	10.48	10.71
Book Value Per Share (in ₹)	46.01	42.49	68.95	65.92
Price / Earnings	27.01	26.52	14.93	14.61
Total Debt /Equity Ratio	0.10	0.12	0.54	0.58

* 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 October 25, 2021 (date of notice of the Board Meeting convened to consider the proposal of the Buyback) (₹156.45) / Earnings per share

10. BASIS OF CALCULATING THE BUYBACK PRICE

- 10.1. The Buyback Price shall be ₹210/- (Rupees Two Hundred and Ten Only) per equity share of ₹10/- each. The Buyback Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average market prices of the Equity Shares on BSE and NSE where the Equity Shares are 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 Buyback Price represents:
- Premium of 29.29% & 29.53% over the volume weighted average market price of the Equity Shares of NSE and BSE, respectively, during the three months preceding October 25, 2021, being the date of intimation to Stock Exchanges for the Board Meeting to consider the proposal of the Buyback.

b) Premium of 40.52% and 40.66% over the closing price of the Equity Share on NSE and BSE, respectively, as on October 22, 2021, being the last trading date prior to the Company's intimation to the Stock Exchanges of the date of the Meeting of the Board of Directors wherein proposal of the Buyback was considered.

10.3. The book value per Equity Share of the Company Pre-Buyback as on March 31, 2021 on Standalone and Consolidated basis, was ₹46.01 & ₹68.95 respectively, which will decrease to ₹42.49 & ₹65.92 respectively, post Buyback Offer assuming full acceptance of the Buyback as stated in paragraph 9.12 above.

10.4. The earning per Equity Share of the Company pre-Buyback as on March 31, 2021, on Standalone and Consolidated basis, was ₹5.78 & ₹10.48 respectively, which will increase to ₹5.90 & ₹10.71 respectively, post Buyback Offer assuming full acceptance of the Buyback as stated in paragraph 9.12 above.

10.5. The return on net-worth of the Company pre Buyback as on March 31, 2021, on Standalone and consolidated basis, was 12.55% & 15.13% respectively which will increase to 13.89% & 16.16% respectively, post Buyback Offer assuming full acceptance of the Buyback as stated in paragraph 9.12 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 ₹60,90,00,000/- (Rupees Sixty Crores Ninety 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 to the fully paid-up share capital and free reserves shall be less than or equal to 2:1 on Standalone and Consolidated basis after the proposed 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 November 02, 2021 pursuant to which an Escrow Account in the name and style **“S H KELKAR AND COMPANY LIMITED – BUY BACK 2021 – ESCROW ACCOUNT”** and Special Account in the name and style **“S H KELKAR AND COMPANY LIMITED – BUY BACK 2021 – SPECIAL ACCOUNT”** has been opened with the Escrow Agent. The Company undertakes to deposit an amount ₹15,22,50,000 (Rupees Fifteen Crores Twenty Two Lakhs and Fifty Thousand Only) in cash, being an amount equivalent to 25% of

₹60,90,00,000/- (Rupees Sixty Crores Ninety Lakhs Only), by way of security for the fulfillment of its obligations under the Buyback, on or before the Buyback Opening Date in compliance with the provisions of Regulation 9(xi) of the Buyback Regulations. The Manager to the Buyback is 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 November 06, 2021 issued by M/s Saurabh Bhat & Co., Chartered Accountants, (Proprietor Name: Mr. Saurabh Bhat, Firm Registration Number: W-138616, Member No. 143639), having his office at 17/A, Sucheta Niwas, First Floor, 285 Shahid Bhagat Singh 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:

(₹ in Crores)

Sr. No.	Particulars	Pre-Buyback
1	Authorized Share Capital:	
	15,93,14,500 Equity Shares of ₹10 each	159.31
	1,19,35,500 Preference Shares of ₹10 each	11.94
2	Issued, Subscribed and Paid-up Capital:	
	14,13,20,801 Equity Shares of ₹10 each fully paid	141.32

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

(₹ in Crores)

Sr. No.	Particulars	Post-Buyback
1	Authorized Share Capital:	
	15,93,14,500 Equity Shares of ₹10 each	159.31
	1,19,35,500 Preference Shares of ₹10 each	11.94
2	Issued, Subscribed and Paid-up Capital:	
	13,84,20,801 Equity Shares of ₹10 each fully paid	138.42

- 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. October 29, 2021.

- 13.4. Details of Buyback done by the Company in the past three financial years:

Opening Date	Closing Date	Method of Buyback	Equity Shares bought back
July 15, 2019	July 26, 2019	Tender Offer Route	33,00,000

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

- 13.6. There are no outstanding instruments convertible into equity shares.

13.7. There are no amounts under calls in arrears

13.8. The shareholding pattern of the Company, as on the record date i.e. November 12, 2021 and after the Buyback (assuming full acceptance of 29,00,000 equity shares in the 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	8,27,67,792	58.57	[●]	[●]
Foreign Investors (Including ADRs, Non-Resident Indians, FIIs, FPIs, Foreign Nationals, and Overseas Corporate Bodies)	[●]	[●]	[●]	[●]
Financial Institutions/Banks, NBFCs & Mutual Funds	[●]	[●]		
Others (Public, Bodies Corporate, Clearing Members, Trusts and HUF)	[●]	[●]		
Shares held by Employees Trust	33,06,429	2.34		
Total	14,13,20,801	100.00	13,84,20,801	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.

13.9. There is no pending scheme of amalgamation or compromise or arrangement pursuant to any provisions of the Companies Act.

13.10. Assuming response to the Buyback to the extent of 100% (full acceptance) from all the Equity Shareholders to their Buyback Entitlement, the aggregate shareholding of the Promoter and Promoter Group post the Buyback may increase to [●]% from 58.57% prior to the Buyback.

13.11. 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.

13.12. 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. October 29, 2021 at which the Board approved the proposal for Buyback till the date of the Public Announcement i.e. November 01, 2021

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 its product 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, 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 also has aroma ingredients facility at Mahad in Maharashtra and Vapi in Gujarat.
- The Company’s acquisitions include acquisition of 100% 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 90% 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 has also recently acquired 70% equity stake of Nova Fragranze S.r.l., an Italy based company specialized in the fragrance development and marketing with focus on premium customers in hair care/beauty care segments.
- 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

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 (₹)
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
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

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	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
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
June 10, 2019	33,00,000	10	180	Cash	Buyback	141,320,801	1,413,208,010
Total number of outstanding Equity Shares						141,320,801	1,413,208,010

Note

- Reduction of share capital pursuant to order dated April 7, 2011 due to the implementation of the family settlement.
- 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.
- Sub-division of 1,32,271 equity shares of face value ₹ 1,000/- each into 1,32,27,100 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, Designation, Age, Qualification and Occupation	Original date of appointment	Date of Appointment/re-appointment at current designation	Other directorship/Partner (name of the company)
Ramesh Vaze Designation: Non-Executive Non- Independent Director & Chairman of the Board Age- 80 years	February 11, 1981	September 01, 2019	<ul style="list-style-type: none"> • Keva Fragrances Pvt Ltd • Keva Biotech Pvt Ltd • Keva Constructions Pvt Ltd • Keva Flavours Private Ltd • Keva Aromatics Pvt Ltd • Keva Properties Pvt Ltd • Keva Industries Pvt Ltd • PT SHKKEVA Indonesia • KNP Industries Pte Ltd

Name, Designation, Age, Qualification and Occupation	Original date of appointment	Date of Appointment/ re-appointment at current designation	Other directorship/Partner (name of the company)
<p>Qualification: B.Sc, Training in Perfumery and Cosmetic Geneva</p> <p>Occupation- Business</p>			<ul style="list-style-type: none"> • Keva Fragrance Industries Pte Ltd • VN Creative Chemicals Pvt Ltd • RVV Nutritious Pvt Ltd • KNP Industries Pvt Ltd • Keva Ventures Pvt Ltd • KNP Retail Pvt Ltd • Sandu Homes LLP • KNP Labs LLP
<p>Prabha Vaze</p> <p>Designation: Non-Executive Non- Independent Director</p> <p>Age-75 years</p> <p>Qualification: B.Sc</p> <p>Occupation- Business</p>	<p>October 29, 1980</p>	<p>June 07, 2021</p>	<ul style="list-style-type: none"> • Keva Flavours Pvt Ltd • Keva Biotech Pvt Ltd • Keva Fragrances Pvt Ltd • Keva Aromatics Pvt Ltd • Keva Properties Pvt Ltd • Keva Constructions Pvt Ltd • ASN Investment Advisors Pvt Ltd • SKK Industries Pvt Ltd • VN Creative Chemicals Pvt Ltd • Keva Ventures Pvt Ltd • Keva Industries Pvt Ltd
<p>Kedar Vaze</p> <p>Designation: Wholetime Director and Group CEO</p> <p>Age-47 years</p> <p>Qualification: Master in organic chemistry from IIT, Mumbai. PG Diploma in Management from Jamnalal Bajaj Institute of Management Studies</p> <p>Occupation- Business</p>	<p>August 27, 2010</p>	<p>September 01, 2020</p>	<ul style="list-style-type: none"> • Keva Biotech Pvt Ltd • Keva Fragrances Pvt Ltd • Keva Flavours Pvt Ltd • Evolutis India Pvt Ltd • Keva Constructions Pvt. Ltd. • Keva Aromatics Pvt Ltd • Keva Properties Pvt Ltd • Keva Industries Pvt Ltd • Keva UK Ltd • PFW Aroma Ingredients B. V. • KNP Industries Pte Ltd • VN Creative Chemicals Pvt Ltd • RVV Nutritious Pvt Ltd • Artisanal Innovations Pvt Ltd • KNP Industries Pvt Ltd • Keva Ventures Pvt Ltd • Nutaste Food and Drink Labs Pvt Ltd • KNP Med Solutions Pvt Ltd • KNP Retail Pvt Ltd • Anhui Ruinbag Aroma Co Ltd • Keva Europe B.V. • Keva Italy S.r.l • Creative Flavours & Fragrances SpA • CFF Lab S.r.l • CFF Commercialale S.r.l • Sandu Homes LLP

Name, Designation, Age, Qualification and Occupation	Original date of appointment	Date of Appointment/ re-appointment at current designation	Other directorship/Partner (name of the company)
			<ul style="list-style-type: none"> • FAB Oils LLP • KNP Labs LLP • Novakraft Consumer Care LLP
<p>Amit Dalmia</p> <p>Designation: Non-Executive Non- Independent Director</p> <p>Age-46 years</p> <p>Qualification: B.Com, CA, CS & ICWA</p> <p>Occupation- Professional</p>	August 08, 2012	August 08, 2012	<ul style="list-style-type: none"> • Mphasis Ltd • PGP Glass Pvt Ltd • Sprinkle Advisors LLP
<p>Dalip Sehgal</p> <p>Designation: Non-Executive Independent Director</p> <p>Age-62 years</p> <p>Qualification: Degree of Bachelor of Arts and MBA</p> <p>Occupation- Professional</p>	December 09, 2014	December 09, 2014	<ul style="list-style-type: none"> • Safari Industries Ltd • Indore Treasure Island Pvt Ltd • Naman Mall Management Company
<p>Jairaj Purandare</p> <p>Designation: Non-Executive Independent Director</p> <p>Age-62 years</p> <p>Qualification: B.Sc, Chartered Accountant</p> <p>Occupation- Professional</p>	February 19, 2015	February 19, 2015	<ul style="list-style-type: none"> • DFC Asset Management Company Ltd • HDFC Asset Management Company Ltd • JMP Advisors Pvt Ltd • Piramal Pharma Ltd
<p>Shrikant Oka</p> <p>Designation: Non-Executive Independent Director</p> <p>Age-63 years</p> <p>Qualification: B.Sc, LLB</p> <p>Occupation- Professional</p>	May 25, 2018	May 25, 2018	NIL

Name, Designation, Age, Qualification and Occupation	Original date of appointment	Date of Appointment/ re-appointment at current designation	Other directorship/Partner (name of the company)
<p>Sangeeta Singh</p> <p>Designation: Non-Executive Independent Director</p> <p>Age-61 years</p> <p>Qualification: Degree of Bachelor of Arts and Behavioural Psychology (Hons.) from Mumbai University</p> <p>Occupation- Professional</p>	February 19, 2015	December 09, 2014	<ul style="list-style-type: none"> • Accelya Kale Solutions Ltd • Alkem Laboratories Ltd • Keva Fragrances Pvt Ltd • Laxmi Organic Industries Ltd • Crystal Crop Protection Ltd
<p>Mark Elliott</p> <p>Designation: Non-Executive - Independent Director</p> <p>Age-60 years</p> <p>Qualification: specialization in marketing and economics</p> <p>Occupation- Professional</p>	December 15, 2019	December 15, 2019	AndastL International

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
Mr. Deepak Raj Bindra	Cessation	October 25, 2019	Personal Exigencies
Mr. Mark Elliott	Appointment	December 15, 2019	Appointed as an Independent Director
Ms. Alpana Parida	Cessation	December 08, 2020	Completion of second term 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, 2021, March 31, 2020, and March 31, 2019, and unaudited for the half year ended September 30, 2021 are as under:

Standalone

(₹ in crores unless stated otherwise)

Particulars	Limited Reviewed	Audited		
	For Six-months ended on September 30, 2021	For the year ended on March 31, 2021	For the year ended on March 31, 2020	For the year ended on March 31, 2019
Total Income	372.49	795.44	729.00	712.92
Total Expenses (Excluding Interest and Depreciation & Amortization)	335.41	661.76	645.88	629.02
EBITDA	37.08	133.68	83.12	83.90
Depreciation & Amortization	13.71	27.63	28.29	15.18
Interest	2.37	6.28	11.74	6.51
Profit Before Tax	21.00	99.77	43.09	62.21
Provision for tax (including)	5.41	20.06	11.17	17.24
Profit/ (Loss) after tax	15.59	79.71	31.92	44.97
Other Comprehensive Income	0.16	0.33	0.14	(0.54)
Total Comprehensive Income	15.75	80.04	32.06	44.43
Equity Share Capital	141.32	141.32	141.32	144.62
Reserves & Surplus	499.05	493.65	427.41	451.93
Net worth	640.37	634.97	568.73	596.55
Total Debt (Refer note 1)	32.36	66.56	76.28	87.41

Key Financial Ratios

Particulars	Limited Reviewed	Audited		
	For Six-months ended on September 30, 2021	For the year ended on March 31, 2021	For the year ended on March 31, 2020	For the year ended on March 31, 2019
Earnings per Share:				
– Basic (₹)	1.13	5.78	2.29	3.15
– Diluted (₹)	1.13	5.78	2.29	3.15
Book Value per Share (₹)	46.40	46.01	40.87	41.81
Return on Net Worth(%)	2.43	12.55	5.61	7.58
Debt-Equity Ratio	0.05	0.10	0.13	0.15

Consolidated

(₹ in crores unless stated otherwise)

Particulars	Limited Reviewed	Audited		
	For Six-months ended on September 30, 2021	For the year ended on March 31, 2021	For the year ended on March 31, 2020	For the year ended on March 31, 2019
Total Income	718.89	1,345.41	1,122.06	1,071.48
Total Expenses (Excluding Interest and Depreciation & Amortization)	619.07	1,086.06	956.08	911.53
EBITDA	99.82	259.34	165.98	159.95
Depreciation & Amortization	34.57	61.51	51.5	31.15
Interest	7.35	17.07	24.7	13.95
Profit before Exceptional Item	57.96	181.00	89.78	114.85
Exceptional items	(6.20)	12.50	(36.46)	0.00
Profit Before Tax (Refer note 2)	51.76	193.50	54.48	114.85
Provision for tax (including Deferred Tax)	(51.75)	49.52	18.62	27.01
Profit/ (Loss) after tax (Refer note 2)	103.51	143.98	35.86	88.25
Share of Profit/Loss in equity accounted Investee	0.00	0.24	1.16	0.41
Profit/Loss attributable to Non-controlling interests	(0.18)	(0.72)	0.17	(0.23)
Profit after non-controlling interests	103.69	144.70	35.69	88.48
Other Comprehensive Income	0.22	(3.26)	1.89	(6.48)
Total Comprehensive Income	103.73	140.72	37.75	81.77
Total Comprehensive Income for the period attributable to non-controlling interests	(0.18)	(0.72)	0.17	(0.23)
Total Comprehensive Income for the period after Non-Controlling interests	103.91	141.44	37.58	82.00
Equity Share Capital	141.32	141.32	141.32	144.62
Reserves & Surplus	899.44	810.29	682.65	718.73
Net worth	1,040.76	951.61	823.97	863.35
Total Debt (Refer note 1)	524.63	517.69	365.23	341.59

Note:

1. Total debt includes long term loan and short term loan. Lease liabilities which are disclosed separately in 30 September 2021 financial statements are considered as loan.
2. Profit/ (Loss) before tax and Profit/ (Loss) after tax includes Share of Profit/Loss in equity accounted Investee.

Key Financial Ratios

Particulars	Limited Reviewed	Audited		
	For Six-months ended on September 30, 2021	For the year ended on March 31, 2021	For the year ended on March 31, 2020	For the year ended on March 31, 2019
Earnings per Share:				
– Basic (₹)	7.51	10.48	2.56	6.20
– Diluted (₹)	7.51	10.48	2.56	6.20
Book Value per Share (₹)	75.41	68.95	59.06	60.50
Return on Net Worth(%)	9.95	0.54	4.35	10.22
Debt-Equity Ratio	0.50	0.52	0.44	0.40

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
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 financial 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 2020-21	141.30	08-01-2021 (2,81,423)	47.60	12-05-2020 (32,904)	92.79	2,31,96,242
FY 2019-20	164.85	02-04-2019 (78,627)	63.00	24-03-2020 (4,216)	123.42	40,92,774

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)
FY 2018-19	263.50	02-04-2018 (17,480)	136.65	21-02-2019 (21,638)	200.87	99,18,662
PRECEDING 6 MONTHS						
Oct 2021	167.90	06-10-2021 (51,098)	142.20	25-10-2021 (73,400)	155.30	6,95,553
Sep 2021	175.10	16-09-2021 (64,592)	145.20	01-09-2021 (29,732)	162.20	11,69,988
Aug 2021	182.00	04-08-2021 (57,982)	134.85	23-08-2021 (39,807)	155.11	8,39,306
Jul 2021	189.80	05-07-2021 (79,491)	159.95	26-07-2021 (21,287)	169.19	8,42,160
Jun 2021	186.40	24-06-2021 (49,484)	151.40	01-06-2021 (87,408)	165.04	15,49,115
May 2021	168.00	28-05-2021 (1,80,992)	137.25	03-05-2021 (1,53,955)	152.08	15,88,358

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 2020-21	141.60	01-12-2020 (14,44,256)	47.50	12-05-2020 (5,67,428)	92.80	26,42,39,717
FY 2019-20	164.80	02-04-2019 (45,21,643)	62.55	25-03-2020 (1,19,493)	123.38	2,67,84,181
FY 2018-19	264.90	02-04-2018 (27,152)	137.00	21-02-2019 (3,15,251)	200.85	3,19,64,107
PRECEDING 6 MONTHS						
Oct 2021	166.4	05-10-2021 (5,62,095)	142.00	25-10-2021 (9,82,686)	155.28	58,76,766
Sep 2021	175.50	16-09-2021 (7,89,365)	148.25	01-09-2021 (3,02,604)	162.27	1,18,83,735
Aug 2021	182.20	04-08-2021 (7,16,332)	135.00	23-08-2021 (3,00,600)	155.10	75,90,553

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)
Jul 2021	189.80	05-07-2021 (8,16,255)	160.25	26-07-2021 (1,97,903)	169.20	76,98,069
Jun 2021	186.50	24-06-2021 (8,14,177)	151.00	01-06-2021 (6,81,760)	165.03	1,56,19,738
May 2021	168.00	28-05-2021 (15,44,922)	137.05	03-05-2021 (16,16,515)	152.09	1,44,04,108

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 October 28, 2021, i.e. the trading day immediately before October 29, 2021, being the date of Board Meeting approving the Buyback the closing price was ₹ 157.10 & ₹ 156.95 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 October 29, 2021 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 Draft 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. The Seller Member/Shareholder are required to send the Tender Form and requisite documents by superscribing the envelope as “**S H KELKAR AND COMPANY LIMITED**”, 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 on or before closing date i.e. [•] (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: Sumeet Deshpande

Email: shkelkar.buyback2021@linkintime.co.in

Website: www.linkintime.co.in

SEBI Registration Number: INR000004058

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 29,00,000 (Twenty Nine Lakhs) fully paid-up Equity Shares representing 2.05% of the total number of fully 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. ₹210/- (Rupees Two Hundred and Ten Only) per Equity Share, payable in cash for an amount not exceeding ₹ 60,90,00,000/- (Rupees Sixty Crores Ninety Lakhs Only) which represents 9.64% and 6.65% of the fully paid-up equity share capital and free reserves as per the audited standalone and consolidated financial statements, respectively of the Company for the financial year ended March 31, 2021 (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 standalone and consolidated financial statements of the Company under the Board of Directors approval route as per the provisions of the Section 68(2)(b) of the Companies Act. 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.

- 19.2.** The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buyback and, accordingly, Eligible Shareholders are advised to consult their own advisors to consider participation in the Buyback.
- 19.3.** The aggregate shareholding of the Promoter and Promoter Group as at the date of the Public Announcement is 8,27,67,792 Equity Shares which represents 58.57% 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 October 29, 2021 to participate in the Buyback and offer up to offer up to such equity shares in compliance with the Buyback Regulations/terms of the Buyback as detailed in page 19 of this Draft Letter of Offer.
- 19.4.** 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 58.57% to [●]% of the post-Buyback total paid-up equity share capital of the Company.
- 19.5.** 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.
- 19.6. Record Date and Ratio of Buyback as per the Buyback Entitlement in each Category**
- a) The Board in its Meeting held on October 29, 2021 has announced November 12, 2021 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.
- b) The Equity Shares proposed to be bought back by the Company as a part of this Buyback are divided into two categories:
1. Reserved category for Small Shareholders (“**Reserved Category**”); and
 2. General Category for other Eligible Shareholders (“**General Category**”).
- c) As on the Record Date, the volume of Shares traded on NSE was [●] Equity Shares and on BSE was [●] Equity Shares. Accordingly, [●] being the exchange with highest turnover, the closing price was ₹ [●] and hence all Shareholders holding not more than [●] Equity Shares as on the Record Date are classified as “Small Shareholders” for the purpose of the Buyback Offer.
- d) Based on the above definition, there are [●] Small Shareholders, with an aggregate shareholding of [●] Equity Shares, as on the Record Date, which constitutes [●]% of the outstanding paid up equity share capital of the Company and [●]% of the maximum number of Equity Shares which are proposed to be bought back as part of this Buyback Offer.
- e) In accordance with Regulation 6 of the Buyback Regulations, the reservation for the Small Shareholders will be [●] Equity Shares, which is the higher of:

- 1) Fifteen percent of the number of Equity Shares which the Company proposes to buy back, i.e., 15% of 29,00,000 (Twenty Nine Lakhs) Equity Shares, which works out to 4,35,000 Equity Shares; or
- 2) The number of Equity Shares to which the Small Shareholders are entitled, as per their shareholding as on Record Date, [i.e., $(\frac{[\bullet]}{[\bullet]} \times [\bullet])$], which works out to $[\bullet]$ Equity Shares.

All the outstanding fully paid-up Equity Shares have been used for computing the Buyback Entitlement of Small Shareholders since the Promoter and Promoter Group also intend to offer Equity Shares held by them in the Buyback

Based on the above and in accordance with Regulation 6 of the Buyback Regulations, $[\bullet]$ Equity Shares will be reserved for Small Shareholders. Accordingly, General Category shall consist of $[\bullet]$ 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	$[\bullet]$ Equity Shares out of every $[\bullet]$ fully paid-up Equity Shares held on the Record Date.
General Category for all other Equity Shareholders	$[\bullet]$ Equity Shares out of every $[\bullet]$ 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 $[\bullet]$ and General category for all other Eligible Shareholders is $[\bullet]$.

19.7. Fractional Entitlements:

If the Buyback Entitlement under Buyback, after applying the above-mentioned ratios to the Equity Shares held on Record Date, is not a round number (i.e. not in the multiple of 1 Equity Share), then the fractional entitlement shall be ignored for computation of Buyback Entitlement to tender Equity Shares in the Buyback for both categories of Shareholders.

On account of ignoring the fractional entitlement, those Small Shareholders who hold $[\bullet]$ or less Equity Shares as on Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender Additional Equity Shares as part of the Buyback Offer and will be given preference in the Acceptance of one Equity Share, if such Small Shareholders have tendered for Additional Equity Shares

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

Subject to the provisions contained in this DLOF, 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 Clause 19.8(a) above, in case there are any Equity Shares left to be bought back from Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of ignoring the fractional entitlement), and have tendered Additional Equity Shares as part of the Buyback, shall be given preference and one share each from the Additional Equity Shares applied by these Small Shareholders shall be bought back in the Reserved Category.
- c) Post the acceptance as described in Clause 19.8(a) and 19.8(b) above, 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. For the purpose of this calculation, the Additional Equity Shares taken into account for such Small Shareholders, from whom one Equity Share has been accepted in accordance with clause 19.8(b), shall be reduced by one.
- d) Adjustment for fractional result in case of proportionate Acceptance, as described in paragraph 19.8. (C) 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 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 less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Board of Directors of the Company or any person(s) authorized by the Board of Directors will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in Clause 19 of this DLOF.

19.9. Basis of Acceptance of Shares validly tendered in the General Category:

Subject to the provisions contained in the DLOF, the Company will accept the Equity Shares tendered in the Buyback by all other Eligible Shareholders in the General Category in the following order of priority:

- a) Acceptance of 100% Equity Shares from other Eligible Shareholders 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 Clause 19.9(a), 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 Shareholders 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 Shareholders 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 19.9 (a) and (b) above:
 - i) For any Eligible 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 Eligible 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.

In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Board of Directors of the Company or any person(s) authorized by the Board of Directors will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in Clause 19 of this DLOF.

19.10. Basis of Acceptance of Equity Shares between Categories

- a) 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 Shareholder shall be equal to the additional outstanding Equity Shares validly tendered by an Eligible Shareholder 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.
- b) 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 one Equity Share has been accepted in accordance with clause 19.8(b) shall be reduced by one.

- c) Adjustment for fraction results in case of proportionate Acceptance, as defined in paragraph 19.10 (a) and (b) 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.

19.11. For avoidance of doubt, it is clarified that:

- a) the Equity Shares accepted under the Buyback from each Eligible Shareholder, in accordance with clauses above, shall not exceed the number of Equity Shares tendered by the respective Eligible Shareholder;
- b) the Equity Shares accepted under the Buyback from each Eligible Shareholder, in accordance with clauses above, shall not exceed the number of Equity Shares held by respective Eligible Shareholder as on the Record Date; and
- c) the Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the clauses above.

19.12. Clubbing of Entitlement

In accordance with Regulation 9(ix) of Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts/ folios do not receive a higher entitlement under the Small Shareholder category, the Company shall club together the Equity Shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General) 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 and insurance companies etc., with 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 and Transfer Agent 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 Shareholders 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 equity shares of the Company are listed on the BSE and the NSE. The Buyback will be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI Circular ("Stock Exchange Mechanism") and following the procedure prescribed in the Companies Act and the Buy-back Regulations and as may be determined by the Board and on such terms and conditions as may be permitted by law from time to time.
- 20.4. The Letter of Offer shall be dispatched by electronic means to Eligible Shareholders who have registered their email address with the depositories / the Company. If Eligible Shareholders wish to obtain a physical copy of the Letter of Offer, they may send a request to the Company or Registrar at the address mentioned at paragraph 27 below. The Letter of Offer shall be dispatched through physical mode to Eligible Shareholders who have not registered their email address with the depositories/ Company.
- 20.5. 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
- 20.6. 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.
- 20.7. 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.
- 20.8. 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

- 20.9. 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).
- 20.10. 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.
- 20.11. The Buyback shall be implemented using the the “Mechanism for acquisition of shares through Stock Exchange pursuant to tender offer under Buyback” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 as amended via circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI circular CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, including any amendments thereof, NSE circular no. 63/2020 dated August 06, 2020 and BSE Notice No. 20201102-43 dated November 2, 2020.
- 20.12. For implementation of the Buyback, the Company has appointed Keynote Capitals Limited as the registered broker to the Company (the “**Company’s Broker**”) to facilitate the process of tendering of Equity Shares through Stock Exchange Mechanism for the Buyback. The contact details of the Company’s Broker are as follows:

<p>KEYNOTE</p> <p>Keynote Capitals Limited</p> <p>The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (W), Mumbai - 400 028</p> <p>Contact Person: Alpesh Mehta; Tel: +91 22 6826 6000-3</p> <p>Email: alpesh@keynoteindia.net Website: www.keynoteindia.net</p> <p>SEBI Reg No: INZ000241530</p>

- 20.13. The Company will request BSE to provide the separate Acquisition Window to facilitate placing of bid by Eligible Shareholders who wish to tender Equity Shares in the Buyback. The details of the platform will be as specified by BSE from time to time. In the event, the Shareholder Broker(s) of any Eligible Shareholder is not registered with BSE as a trading member/stockbroker, then that Eligible Shareholder can approach any BSE registered stockbroker and can register themselves by using quick unique client code facility through the BSE registered stockbroker (after submitting all details as may be required by such BSE registered stockbroker in compliance with applicable law).
- 20.14. 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.
- 20.15. 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

- 20.16. 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.
- 20.17. 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.
- 20.18. **Procedure to be followed by Eligible Shareholders holding Equity Shares in the Dematerialized form:**
- a) Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under Buyback would have to do so through their respective Seller Member by indicating to them the details of Equity Shares they intend to tender under the Buyback.
 - b) The Seller Member would be required to place a bid on behalf of the Shareholders who wish to tender Equity Shares in the Buy Back using the Acquisition Window of the Stock Exchange.
 - c) The lien shall be marked by the Seller Member in the demat Account of the Eligible Shareholders for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the shareholder shall be provided by the Depositories to Clearing Corporation.
 - d) In case, the Shareholders Demat Account is held with one Depository and Clearing Member pool and Clearing Corporation Account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter Depository Tender Offer (“IDT”) instructions shall be initiated by the Eligible Shareholders at source depository to Clearing Member/Clearing Corporation account at target Depository. Source Depository shall block the Eligible Shareholder’s securities (i.e. transfers from free balance to blocked balance) and sends IDT message to target Depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target Depository to the Clearing Corporation.
 - e) For Custodian Participant orders, for demat Equity Shares early pay-in is mandatory prior to confirmation of order by custodian participant. The custodian participant 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, order modification shall revoke the custodian participant confirmation and the revised order shall be sent to the custodian participant again for confirmation.
 - f) Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip (“TRS”) generated by the Exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc.
 - g) It is clarified that in case of dematerialized Equity Shares, non-receipt of the completed tender form and other documents, but if the lien is marked successfully in the depository system and a valid bid in the exchange bidding system, the bid for Buyback shall be deemed to have been accepted.

20.19. Procedure to be followed by registered shareholders holding Equity Shares in the Physical form:

- h) In accordance with the Frequently Asked Questions issued by SEBI, “FAQs - Tendering of physical shares in buy-back offer/ open offer/ exit offer/delisting” dated February 20, 2020, and SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/144 dated July 31, 2020, Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback. The procedure is as below:
- i) Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach the Seller Member along with the complete set of documents for verification procedures to be carried out including the (i) 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) original share certificate(s), (iii) valid share transfer form(s)/ Form SH-4 duly filled and signed by the transferors (i.e. by all registered shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company, (iv) self-attested copy of the shareholder’s PAN Card, (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. In addition, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
 - ii) The Seller Member/Shareholder has to deliver the original share certificate(s) & documents (as mentioned above) along with TRS either by registered post or courier or hand delivery to the Registrar to the Buyback i.e Link Intime India Private Limited (the Registrar”) (at the address mentioned at paragraph 27 on or before closing date. The envelope should be superscribed as “ **S H KELKAR AND COMPANY LIMITED**”. The Physical Share Certificates are required to be submitted to the Registrar to the Buyback within 2 (two) days of bidding by Seller Member/Shareholder. One copy of the TRS will be retained by the Registrar to the Buyback and it will provide acknowledgement of the same to the Seller Member/Shareholder.
 - iii) Based on these documents, the concerned Seller Member shall place the bid on behalf of Eligible Shareholders holding Equity Shares in physical form using the Acquisition Window of BSE. Upon placing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Shareholder. TRS will contain the details of order submitted like Folio No., Certificate No., Distinctive No., No. of Equity Shares tendered etc.
 - iv) Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for buyback by the Company shall be subject to verification of the original share certificate (s) and documents as per the Buy-back Regulations and any further directions issued in this regard. Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such time the Designated Stock Exchange shall display such bids as ‘Unconfirmed Physical Bids’. Once, Registrar to the Buyback confirms the bids it will be treated as ‘Confirmed Bids’. The reasons for Registrar’s rejection will be available as download to the Seller Member.

- v) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholder should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.
- vi) An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any.

20.20. For Equity Shares held by Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (Read with paragraph 17 “DETAILS OF THE STATUTORY APPROVALS”):

- i) 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.
- ii) 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.
- iii) 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.
- iv) 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.
- v) 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.

- vi) 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.
- vii) 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.
- viii) 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.

20.21. 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 27). The Tender Form along with necessary documents should reach the Registrar to the Buyback Offer on or before closing date i.e., [•] (by 5.00 PM).

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 Draft Letter of Offer by, or accidental omission to dispatch this Draft 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.

20.22. METHOD OF SETTLEMENT

- a) Upon finalization of the basis of acceptance as per Buy-back Regulations:
 - i) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
 - ii) The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's Bank account as per the prescribed schedule. The settlement of fund obligation for Demat Shares shall be affected as per the SEBI circulars and as prescribed by BSE and Clearing Corporation from time to time. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to the respective Shareholders. If the respective Shareholder's bank account details are not available or if the fund 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 such respective Shareholders. On acceptance of physical shares by the Registrar, the funds received from Company's Broker by the Clearing Corporation will be released to the Seller Member's as per secondary market pay out mechanism.
 - iii) In case of Eligible Shareholder where there are specific RBI and other regulatory requirements pertaining to funds pay-out, which do not opt to settle through custodians, the funds pay-out would be given to their respective Seller Members settlement bank account for onward transfer to the Eligible Shareholders. For this purpose, the client type details would be collected from the Registrar to the Buyback.
 - iv) Details in respect of shareholder's entitlement for tender offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On Settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.
 - v) In the case of Inter Depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source Depository will not be able to release the lien without a release of IDT message from Target Depository. Further, release of IDT

message shall be sent by target Depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with Bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target Depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target Depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target Depository on settlement date.

- vi) Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the Shareholders directly by Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted equity shares in case the equity shares accepted by the Company are less than the equity shares tendered in the Buyback by the Equity Shareholders holding equity shares in the physical form.
- vii) The Equity Shares bought back in the demat form would be transferred to the special demat account of the Company ("**Demat Escrow Account**") opened for the Buyback.
- viii) Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, charges, and expenses (including brokerage) that may be levied by the Seller Member upon the selling Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Shareholders from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Shareholders.
- ix) The Seller Member would issue contract note & pay the consideration for the Equity Shares accepted under the Buyback and will unblock the excess unaccepted Equity Shares. Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- x) In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds pay-out including those prescribed by the RBI) who do not opt to settle through custodians, the funds pay-out would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder's account.
- xi) The Equity Shares lying to the credit of the Company Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buy-back Regulations.

21. NOTE ON TAXATION

Disclosures in this section are based on the opinion obtained by the Company from M/s Saurabh Bhat & Co., Chartered Accountants.

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 TAX IMPLICATIONS.

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 UNDERSIGNED AND 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 STOCK EXCHANGE 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, non-residents 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 (Flis) / 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. However, on account of the provisions of buyback distribution tax being made applicable on the Company under Section 115QA in Chapter XIIDA of the Income Tax Act even for shares listed on the stock exchange, consequently, the resultant capital gains shall be exempt in the hands of shareholders.

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 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 INR 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 INR 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. 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 share 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 transfer of equity shares does not 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) However, as stated earlier, post amendment to Section 115QA by Finance (No. 2) Act 2019, the provisions of Buy Back Distribution Tax are made applicable to buy back of shares listed on recognized stock exchange as well. Accordingly, resultant capital gains shall be exempt from tax under section 10(34A);
- vi) 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.
- vii) 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. However, even in this case, the shareholder may take a view that resultant income is exempt from tax on account of section 10(34A) of the Income-tax Act;

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.

However, on account of applicability of Buy Back Distribution Tax being made applicable on transaction of buy back of shares, there would be no further TDS implications for shareholders. Further, the Buy Back Tax is a final tax for which no credit is available to the shareholders;

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 Rs. 1 crore and @ 10% where the taxable income exceeds Rs. 50 lakh but does not exceed Rs. 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 the repayment of any deposits (including interest payable thereon), redemption of debentures or preference shares, payment of dividend or repayment of any term loans to any financial institution or banks (including interest payable thereon)
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. that immediately following the date on which the meeting of the Board of Directors is convened, i.e. Friday, October 29, 2021, there will be no grounds on which the Company could be found unable to pay its debts;
 - b. that as regards the Company's prospects for the year immediately following the date on which the meeting of the Board of Directors is convened, i.e. Friday, October 29, 2021, that having

regard to the Board's intentions 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, i.e. Friday, October 29, 2021; and

- c. that in forming an opinion for the above purposes, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act 1956, Companies Act, 2013 or the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities).

23. AUDITORS CERTIFICATE

The text of the Report dated October 29, 2021 received from Deloitte Haskins & Sells LLP, Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below

QUOTE

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

Statutory Auditors' Report on Proposed Buy Back of Equity Shares pursuant to the requirement of clause (xi) of Schedule I to Regulation 5(iv)(b) of 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 MP/EL/2021-22/18 dated October 27, 2021.
2. We have been informed by the Management of S H Kelkar and Company Limited (the "**Company**") that the Board of Directors of the Company have approved a proposed Buyback of equity shares by the Company at its meeting held on October 29, 2021, 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 (Buyback of Securities) Regulations, 2018, as amended ("**SEBI Buyback Regulations**").
3. The accompanying annexure of permissible capital payment (including premium) as at March 31, 2021 for the proposed Buyback of equity shares (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

4. The preparation of the Statement in accordance with Section 68(2) of the Act and ensuring compliance with Sections 68, 69 and 70 of the Act and SEBI Buyback 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.

Auditor's Responsibility

5. 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 basis its latest audited standalone and consolidated financial statements as at and for the year ended March 31, 2021, which have been audited by the predecessor auditor, on which they have issued an unmodified opinion vide their report dated May 27, 2021 ("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 considering the audited standalone and consolidated financial statements as at and for the year ended March 31, 2021; and
 - (iii) the Board of Directors of the Company in their meeting dated October 29, 2021 have formed the opinion, as specified in Clause (x) of Schedule I to the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 on reasonable grounds and that the Company having regard to its financial performance, will not be rendered insolvent within a period of one year from that date.
6. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the above reporting. We accordingly performed the following procedures:
 - (i) Examined that the amount of capital payment for the Buyback as detailed in Annexure A is within the permissible limit computed in accordance with the provisions of Section 68 of the Act;
 - (ii) Inquired into the state of affairs of the Company with reference to the audited standalone and consolidated financial statements as at and for the year ended March 31, 2021;
 - (iii) Examined Directors' declarations for the purpose of Buyback and solvency of the Company; and
 - (iv) Obtained appropriate representations from the Management of the Company.
7. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the ICAI ("Guidance Note") and the Standards on Auditing specified under section 143(10) of the Act. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. 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.

9. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Opinion

10. Based on the performance of the aforesaid procedures, we report that:

- (i) We have inquired into the state of affairs of the Company with reference to the audited standalone and consolidated financial statements as at and for the year ended March 31, 2021;
- (ii) The amount of permissible capital payments (including premium) towards the proposed buyback of equity shares [on the basis set out in the attached Statement prepared by the Management of the Company] is, in our view properly determined by the Management 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 and consolidated financial statements of the Company as at and for the year ended March 31, 2021; and
- (iii) The Board of Directors of the Company in their meeting held on October 29, 2021 have formed their opinion, as specified in Clause (x) of Schedule I to the Buy-Back Regulations, on reasonable grounds and 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 October 29, 2021.
- (iv) 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 is issued at the request of the Company and addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the SEBI Buy-back Regulations solely to enable the Board of Directors of the Company to include it in the public announcement, draft letter of offer, letter of offer and other documents pertaining to buy-back to be circularized to the Members of the Company and filed with the Registrar of Companies, in connection with the Buyback, in pursuance of the provisions of sections 68, 69 and 70 of the Act and the SEBI Buy-back Regulations, and should not be used for any other purpose or by any other person.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm Regn. No. 117366W / W-100018)
Sd/-
Mehul Parekh
(Partner)
(Membership Number: 121513)
UDIN: 21121513AAAAFZ4740

Place: Mumbai
Date: October 29, 2021

ANNEXURE A

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 provision to Regulation 4(i) of the SEBI Buy-back Regulations:

(₹ in crores)

Particulars as on March 31, 2021	Standalone	Consolidated
Paid up Equity Share Capital		
(14,13,20,801 equity shares of ₹10/- each fully paid up) (A)	141.32	141.32
Free Reserves: #		
Securities Premium*	65.47 [^]	84.75 [^]
General Reserves*	52.46	107.86
Other Reserves*	8.76	8.77
Retained Earnings*	363.58	572.99
Total Free Reserves (B)	490.27	774.37
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]	631.59	915.69
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 and consolidated financial statements for the year ended 31 March 2021)	63.16	91.57
Buyback offer size permitted by Board Resolution dated October 29, 2021	60.90	60.90
Buyback offer size as a percentage of total paid up capital and free reserves	9.64%	6.65%

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

[^]This represents amount after adjustment of ₹ 72.95 crores on account of equity shares held by S H Kelkar Employee Benefit Trust

*The amounts have been extracted from the audited standalone and consolidated financial statements of the Company as at and for the year ended March 31, 2021 and rounded off to the nearest crores.

For S H Kelkar and Company Limited

Sd/-

Kedar Vaze

Chief Executive Officer and Director

Place: Mumbai

Date: October 29, 2021

UNQUOTE

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 years viz. March 31, 2021, 2020 and 2019 and the limited review financial results for the 6 months ended September 30, 2021.
- iv) Copy of resolution passed by the Board of Directors at its meeting held on October 29, 2021 approving the proposal of the Buyback & announcing the Record date for determining the Buyback Entitlement and the names of Eligible Shareholders.
- v) Certificate dated October 29, 2021 received from Deloitte Haskins & Sells LLP, Chartered Accountants, the Statutory Auditors of the Company, in terms of clause (xi) of Schedule I of the Buyback Regulations.
- vi) Copy of Public Announcement dated November 01, 2021, published in the newspapers on November 02, 2021, regarding Buyback
- vii) 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.
- viii) Certificate from M/s Saurabh Bhat & Co., Chartered Accountants, (Proprietor Name: Mr. Saurabh Bhat, Firm Registration Number: W-138616, Member No. 143639), dated November 06, 2021, certifying that the Company has adequate and firm financing resources for fulfilling the obligations under the Buyback, in accordance with the Buyback Regulations.
- ix) Copy of Escrow Agreement dated November 02, 2021 between S H Kelkar and Company Limited (Company), HDFC Bank Limited (Escrow Bank) and Keynote Financial Services Limited (Manager to the Buy Back).
- x) Confirmation letter by the Escrow Bank dated [●] that the Escrow Account has been opened and Escrow Amount has been deposited.
- xi) SEBI comments vide letter dated [●] issued in terms of the Buyback Regulations.

25. DETAILS OF THE COMPLIANCE OFFICER

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

The contact details are as given below

Name	Deepti Chandratre
Designation	Company Secretary & GM Legal
Address	36, Devkaran Mansion, Mangaldas Road, Mumbai, Maharashtra, 400002
Email	investors@keva.co.in
Contact	022-21649143 / 22069609

In case of any clarifications or to address investor grievance, the Shareholders may contact the Compliance Officer, from Monday to Friday between 10 am & 5 pm on all working days, 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 unblocking, 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 India Private Limited
C101, 247 Park, LBS Marg, Vikhroli (West), Mumbai- 400 083
Tel No: +91 22 4918 6200 ; **Fax:** +91 22 49186195; **Website:** www.linkintime.co.in
Email: shkelkar.buyback2021@linkintime.co.in ; **Contact Person:** Sumeet Deshpande
SEBI Registration No.: INR000004058; **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 Financial Services Limited
(Formerly Keynote Corporate Services Limited)
The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai – 400 028
Tel: +91 22 6826 6000-3; **E-mail:** mbd@keynoteindia.net
Website: www.keynoteindia.net; **Contact Person:** Shashank Pisat
SEBI Registration No.: INM 000003606; **CIN:** - L67120MH1993PLC072407

29. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE DRAFT 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 Draft Letter of Offer. This Draft 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 October 29, 2021.

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

Sd/-	Sd/-	Sd/-
Ramesh Vaze Director & Chairman of Board DIN: 00509751	Kedar Vaze Whole Time Director & Group CEO DIN: 00511325	Deepti Chandratre Company Secretary & GM – Legal ACS: 20758

Place: Mumbai

Date: November 11, 2021

Enclosures:

1. Tender Form for Eligible Shareholders
2. Form SH-4 for physical shareholders

TENDER FORM
FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT
(FOR EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN DEMATERIALIZED FORM)

Bid Number:

Date:

BUYBACK OPENS ON		[●]
BUYBACK CLOSES ON		[●]
For Registrar use		
Inward No.	Date	Stamp
Status (please tick appropriate box)		
Individual	FII/FPI	Insurance Co
Foreign Co	NRI/OCB	FVCI
Body Corporate	Bank/FI	Pension/PF
VCF	Partnership/LLP	Others (Specify)
India Tax Residency Status: Please tick appropriate box		
Resident in India	Non-Resident in India	Resident of (Shareholder to fill country of residence)
Route of Investment (For NR Shareholders only)		
Portfolio Investment Scheme	Foreign Investment Scheme	

To,
S H Kelkar and Company Limited
 C/o. Link Intime India Private Limited
 C 101, 247 Park, L.B.S. Marg, Vikhroli (West),
 Mumbai - 400083

Dear Sirs,

Sub: Letter of Offer dated [●], 2021 to Buy-back up to 29,00,000 Equity Shares of S H Kelkar and Company Limited (the "Company") at a price of ₹ 210/- (Rupees Two Hundred and Ten Only) per Equity Share ("Buy-back Offer Price"), payable in cash

- I/We (having read and understood the Letter of Offer dated [●], 2021) hereby tender / offer my / our Equity Shares in response to the Buy-back Offer on the terms and conditions set out below and in the Letter of Offer.
- I / We authorize the Company to Buy-back the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buy-back Offer to extinguish the Equity Shares.
- I / We hereby warrant that the Equity Shares comprised in this Tender Offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints / injunctions or other covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / We am / are legally entitled to tender the Equity Shares for Buyback.
- I / We agree that the Company will pay the Buyback Price only after due verification of the validity of documents and that the consideration will be paid as per the Stock Exchange mechanism.
- I / We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Equity Shareholder as per the provisions of Buyback Regulations and circulars issued by SEBI.
- I / We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I/We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, 2013 and the rules made thereunder and the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 and the extant applicable foreign exchange regulations.
- Details of Equity Shares held and tendered / offered for Buyback:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date (November 12, 2021)		
Number of Equity Shares Entitled for Buyback(Buyback Entitlement)		
Number of Equity Shares offered for Buyback (Including Additional Shares, if any)		

Note: An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Equity Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Equity Shareholder shall be accepted in accordance with Paragraph [●] of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Equity Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

- I / We agree that the Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the equity shareholder.

Tear along this line

ACKNOWLEDGMENT SLIP: S H KELKAR AND COMPANY LIMITED – BUYBACK OFFER

(To be filled by the Eligible Equity Shareholder) (Subject to verification)

DP ID	Client ID
Received from Mr./Ms./Mrs.	
Form of Acceptance-cum-Acknowledgement, Original TRS along with:	
No. of Equity Shares offered for Buyback (In Figures)	(In words)
Please quote Client ID No. & DP ID No. for all future correspondence	Stamp of Stock Broker

11. Applicable for all Non-Resident Shareholders only:
 - I / We undertake to pay income taxes in India on any income arising on such Buyback accordance with prevailing income tax laws in India. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us.
 - I / We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India (“RBI”) under Foreign Exchange Management Act, 1999, as amended (“FEMA Regulations”) and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA Regulations and any other rules, regulations and guidelines, in regard to remittance of funds outside India.
12. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, Buyback Regulations and any other applicable laws.
13. I / We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc., whenever called for.
14. Non-Resident Shareholders (including NRIs, OCBs, FPI, Foreign Nationals and FIIs) are requested to enclose a consent letter indicating the details of transfer i.e. number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e. “S H Kelkar And Company Limited” and the price at which the Equity Shares are being transferred i.e. “Price determined in accordance with the Buyback Regulations” duly signed by the equity shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.

15. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)		NSDL		CDSL
Name of the Depository Participant				
DP ID No.				
Client ID No. with the DP				

16. Equity Shareholders Details:

Particulars	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) Of the Holder				
Signature(s)*				
PAN				
Address of the Sole/First Equity Shareholder				
Telephone No. of Sole/First Equity Shareholder		Email ID of Sole/First Equity Shareholder		

* Non-individual shareholders must affix rubber stamp and sign under valid authority. The relevant authorization should be enclosed with the application form submitted

INSTRUCTIONS

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form

1. This Offer will open on [●] and close on [●].
2. Eligible Equity Shareholders who desire to tender their Equity Shares under the Buyback would have to do so through their respective Selling Member by indicating the details of equity shares they intend to tender under the Buyback offer.
3. Eligible Equity Shareholders may submit their duly filled Tender Form to the office of Registrar to the Buyback (as mentioned in Paragraph 27 of the Letter of Offer) only post placing the bid via the Seller Member.
4. In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still incomplete, then such entity along with the Tender Form should file a copy of the following documents: (i) Approval from the appropriate authority for such merger; (ii) The scheme of merger; and (iii) The requisite form filed with MCA intimating the merger.
5. **The Buyback shall be rejected for shareholders in case of receipt of the completed Tender Form and other documents but non-receipt of valid bid in the exchange bidding system.**
6. The shares in the Offer would be liable to be rejected if (i) the tenderer is not an Eligible Equity Shareholder of the Company as on the Record date (ii) if there is a name and PAN mismatch in the demat account of the Eligible Equity Shareholder (iii) in the event of non-receipt of the completed Tender Form and other documents from the Eligible Equity Shareholders who were holding shares in physical form as on the Record Date and have placed their bid in dematerialized form.
7. Eligible Equity Shareholders to whom the Offer is made are free to tender shares to the extent of their entitlement in whole or in part or in excess of their entitlement, but not exceeding their holding as on Record Date.
8. For the procedure to be followed by Eligible Equity Shareholders for tendering in the Buyback, please refer to paragraph 20 “Procedure for Tender/Offer and Settlement” of the Letter of Offer.
9. All documents sent by Eligible Equity Shareholders will be at their own risk. Eligible Equity Shareholders are advised to safeguard adequately their interests in this regard.
10. By agreeing to participate in the Buyback, the non-resident Eligible Equity Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
11. Non-Resident Equity Shareholders must obtain all approvals required to tender the Equity Shares held by them in this Buyback (including without limitation the approval from the RBI).
12. In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the Buyback by providing their application in plain paper in writing signed by all Eligible Equity Shareholders (in case of joint holding), stating name and address of the Eligible Equity Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name, DP ID, Beneficiary Account Number and number of Equity Shares tendered for the Buyback.
13. **The Tender Form and TRS is not required to be submitted to the Company, Manager or the Registrar. After the receipt of a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for the Eligible Shareholders holding Equity Shares in dematerialized form.**

All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:

Investor Service Centre

Link Intime India Private Limited

Unit: S H Kelkar and Company Limited - Buyback

C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083

Contact Person: Sumeet Deshpande; **Tel:** +91 22 4918 6200; **E-mail:** shkelkar.buyback2021@linkintime.co.in

Website: www.linkintime.co.in; **SEBI Registration Number:** INR000004058; **CIN:** U67190MH1999PTC118368

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT
(FOR EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM)**

Eligible Shareholders holding Equity Shares in physical form are requested to refer to paragraph 20.16 of the Letter of Offer titled 'Procedure to be followed by registered shareholders holding equity shares in the physical form', for details regarding permissibility of acceptance of Equity Shares held in physical form and for details regarding the procedure for tendering, before submitting the Tender Form and Securities Transfer Form with respect to Equity Shares held in physical form.

Bid Number:

Date:

BUYBACK OPENS ON	[●]
BUYBACK CLOSES ON	[●]
For Registrar use	
Inward No.	Date
Status (please tick appropriate box)	
Individual	FII/FPI
Foreign Co	NRI/OCB
Body Corporate	Bank/FI
VCF	Partnership/LLP
	Insurance Co
	FVCI
	Pension/PF
	Others (Specify)
India Tax Residency Status: Please tick appropriate box	
Resident in India	Non-Resident in India
	Resident of
	(Shareholder to fill country of residence)
Route of Investment (For NR Shareholders only)	
Portfolio Investment Scheme	Foreign Investment Scheme

To,
S H Kelkar and Company Limited
 C/o. Link Intime India Private Limited
 C 101, 247 Park, L.B.S. Marg, Vikhroli (West),
 Mumbai - 400083

Dear Sirs,
Sub: Letter of Offer dated [●], 2021 to Buy-back up to 29,00,000 Equity Shares of S H Kelkar and Company Limited (the "Company") at a price of ₹ 210/- (Rupees Two Hundred and Ten Only) per Equity Share ("Buy-back Offer Price"), payable in cash

I / We (having read and understood the Letter of Offer dated [●] issued by the Company hereby tender / Offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.

- I / We authorize the Company to Buyback the Equity Shares offered (as mentioned above) and to issue instruction(s) to extinguish the Equity Shares.
- I / We hereby warrant that the Equity Shares comprised in this Tender Offer are offered for Buyback by me/us free from all liens, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints/ injunctions or other covenants of any nature which limits/ restricts in any manner my/ our right to tender Equity Shares for Buyback and that I/ We am/ are legally entitled to tender the Equity Shares for Buyback.
- I / We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Equity Shareholder as per the provisions of Buyback Regulations and circulars issued by SEBI.
- I / We agree that the Company is not obliged to accept any Equity Shares offered for Buyback where loss of share certificates has been notified to the Company.
- I / We agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and that the consideration will be paid as per the Stock Exchange mechanism.
- I / We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I / We authorize the Company to split the Share Certificate and issue new consolidated Share Certificate for the unaccepted Equity shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback.
- I/We undertake to execute such further documents and give such further assurances that may be required for expedient to give effect to my/our tender/ offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, 2013, Buyback Regulations and any other applicable laws.
- Details of Equity Shares held and tendered / offered for Buyback:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date(November 12, 2021)		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (including Additional Shares, if any)		

Note: An Eligible Equity Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Equity Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Equity Shareholder over and above the Buyback Entitlement of such Eligible Equity Shareholder shall be accepted in accordance with paragraph 19 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Equity Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

11. Details of Share Certificate(s) enclosed: _____ Total No. of Share Certificates Submitted: _____.

Sr. No.	Folio No.	Share Certificate No.	Distinctive No(s)		No. of Shares
			From	To	
Total					

In case the number of folios and share certificates enclosed exceed 3 nos., Please attach a separate sheet giving details in the same format as above

Tear along this line

ACKNOWLEDGMENT SLIP: S H KELKAR AND COMPANY LIMITED- BUYBACK OFFER

(To be filled by the Equity Shareholder) (Subject to verification)

Folio No.	
Received from Mr./ Ms./Mrs.	
Form of Acceptance-cum-Acknowledgement, Original TRS along with:	
No. of Equity Shares offered for Buyback (In figures)	(In words)
Please quote Folio No. for all future correspondence	Stamp of Broker

12. Details of the Bank Account of the sole or first Eligible Equity Shareholder to be incorporated in the consideration warrant (to be mandatorily filled):

Name of the Bank	Branch and City	IFSC and MICR Code	Account Number (indicate type of account)

13. Details of other Documents (Please ✓ as appropriate, if applicable) enclosed:

	Power of Attorney		Previous RBI approvals for acquiring the Equity Shares hereby tendered in the Buyback
	Death Certificate		Succession Certificate
	Self-attested copy of PAN		Corporate authorisations
	TRS		Others (please specify)

14. Applicable for all Non-resident shareholders

- I/We undertake to pay income taxes in India on any income arising on such Buyback and taxable in accordance with prevailing income tax laws in India within 7th day of the succeeding months in which the Shares are bought back by the Company. I/We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me/us.
- I / We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999, as amended (the "FEMA Regulations") and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA Regulations and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

15. I/ We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc., whenever called for.

16. Equity Shareholders Details:

Particulars	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) Of the Holder				
Signature(s)*				
PAN				
Address of the Sole/First Equity Shareholder				
Telephone No. of Sole/First Equity Shareholder		Email ID of Sole/First Equity Shareholder		

* Non-individual shareholders must affix rubber stamp and sign. The relevant authorisation should be enclosed with the application form submitted.

INSTRUCTIONS

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form

- This Offer will open on [●] and close on [●].
- Eligible Equity Shareholders who wish to tender their Equity Shares in response to this Buyback Offer should submit the following documents to their Selling Member (Seller Broker), who in turn would deliver the said documents along with the Transaction Registration Slip (TRS) to the Registrar; the documents should be sent to the Registrar only after the placement of a valid bid; non-submission of the below mentioned documents directly to the Registrar shall result in the rejection of the tendered Equity Shares: (i) The Tender Form duly signed (by all Equity Shareholders in case shares are in joint names) the same order in which they hold the shares. (ii) Original share certificates (iii) Valid share transfer form(s) (SH-4) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company/Registrar) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company (iv) Self-attested copy of the Shareholder's PAN Card (v) Any other relevant documents such as (but not limited to): Duly attested Power of Attorney if any person other than the Equity Shareholder has signed the relevant Tender Form, Notarized copy of death certificate and succession certificate or probated will, as applicable, if the original Shareholder has deceased, Necessary corporate authorisations, such as Board Resolutions etc., in case of companies. In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self- attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
- In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still incomplete, then such entity along with the Tender Form file a copy of the following documents: (i) Approval from the appropriate authority for such merger; (ii) the scheme of merger and (iii) the requisite form filed with MCA intimating the merger.
- Eligible Equity Shareholders whom the Buyback Offer is made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement, but not exceeding the number of Shares held by them as on Record Date.
- All documents / remittances sent by or to Eligible Equity Shareholders will be at their own risk and the Eligible Equity Shareholders are advised to adequately safeguard their interests in this regard.
- In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the offer by providing their application in plain paper in writing signed by all Eligible Equity Shareholders (in case of joint holding), stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Equity Shareholder's PAN card(s) and executed share transfer form in favour of the Company. Eligible Equity Shareholders must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback not later than [●], by 5:00 p.m IST.
- For procedure followed by Eligible Equity Shareholders for tendering shares in the buyback offer, please refer to Paragraph 20 of the Letter of Offer.
- All documents as mentioned above shall be enclosed with the valid Tender Form otherwise the shares will be liable for rejection. The shares shall be liable for rejection on the following grounds amongst others: (a) If any other company share certificates are enclosed with the Tender Form instead of the share certificate of the Company; (b) Non-submission of Notarized copy of death certificate and succession certificate / probated/Will, as applicable in case any Eligible Equity Shareholder has deceased. (c) If the Eligible Equity Shareholder(s) bid the shares but the Registrar does not receive the share certificate; or (d) In case the signature in the Tender Form and Form SH-4 doesn't match as per the specimen signature recorded with Company / Registrar. (e) If necessary corporate authorizations under official stamp are not accompanied with tender form (f) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Equity Shareholders (g) the Form SH-4 is not witnessed.
- The Equity Shares tendered in the buyback shall be rejected if (i) the Shareholder is not a Eligible Equity Shareholder of the Company on the Record Date; or (ii) if there is a name mismatch in the share certificate of the Equity Shareholder; or (iii) where there exists any restraint order of a Court/ any other competent authority for transfer / disposal/ sale; or (iv) or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists; or (v) the documents mentioned in the Tender Form for Eligible Equity Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of [●] by 5:00 p.m. IST.
- By agreeing to participate in the Buy-back the Non-resident Shareholders give the Company the unconditional and irrevocable authority and power to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
- Non-Resident Shareholders must obtain all approvals required to tender the Equity Shares held by them in this Buyback (including without limitation the approval from the RBI).

All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.

Tear along this line

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NO:

Investor Service Centre

Link Intime India Private Limited

Unit: S H Kelkar and Company Limited - Buyback

C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083

Contact Person: Sumeet Deshpande; **Tel:** +91 22 4918 6200; **E-mail:** shkelkar.buyback2021@linkintime.co.in

Website: www.linkintime.co.in; **SEBI Registration Number:** INR000004058; **CIN:** U67190MH1999PTC118368

Form No. SH-4 - Securities Transfer Form

[Pursuant to Section 56 of the Companies Act, 2013 and sub-rule (1) of Rule 11 of the Companies
(Share Capital and Debentures) Rules 2014]

Date of execution: _____/_____/_____

FOR THE CONSIDERATION stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN:

L	7	4	9	9	9	M	H	1	9	5	5	P	L	C	0	0	9	5	9	3
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

Name of the company (in full): S H KELKAR AND COMPANY LIMITED

Name of the Stock Exchange where the company is listed, (if any): BSE Limited and National Stock Exchange of India Limited

DESCRIPTION OF SECURITIES

Kind/Class of securities (1)	Nominal value of each unit of security (2)	Amount called up Per unit of security (3)	Amount paid up per unit of security (4)
Equity Share	Rs. 10/-	Rs. 10/-	Rs. 10/-

No. of Securities being Transferred				Consideration received (Rs.)			
In Figures	In words			In words		In Figures	
Distinctive Number	From						
	To						
Corresponding Certificate Nos.							

Transferor's Particulars

Registered Folio Number

Name(s) in full and PAN number (attach copy of pan card)	Seller Signature(s)
1. _____	_____
2. _____	_____
3. _____	_____

I hereby confirm that the transferor has signed before me.

Signature of the Witness : _____

Name of the Witness : _____

Address of the Witness : _____

Pin Code _____

Transferee's Particulars

Name in full (1)	Father's/Mother's /Spouse Name (2)	Address & E-mail id (3)
S H KELKAR AND COMPANY LIMITED	Not Applicable	36, Devkaran Mansion, Mangaldas Road, Mumbai, Maharashtra, 400002 Email: investors@keva.co.in

Occupation (4)	Existing Folio No., if any (5)	Signature (6)
Business		

Folio No. of Transferee

Specimen Signature of Transferee(s)

1. _____
2. _____
3. _____

Value of stamp affixed: Rs. _____

Enclosures:

1. Certificate of shares or debentures or other securities
2. If no certificate is issued, Letter of allotment
3. Copy of PAN Card of all the Transferees (For all listed Cos.)
4. Others, Specify, _____

STAMPS

For Office Use Only

Checked by _____

Signature Talled by _____

Entered in the Register of Transfer on _____

vide Transfer no

Approval Date _____

Power of attorney / Probate / Death Certificate / Letter of Administration

Registered on _____ **at**

No

On the reverse page of the certificate

Name of the Transferor	Name of the Transferee	No. of shares	Date of Transfer
_____	_____	_____	_____

Signature of the authorized signatory