

KEYNOTE

25
YEARS
OF CREATING
VALUE
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RELATIONSHIPS
AND
TRUST

Ref # Buyback/SHK/Let-SEBI&SE/Sp(02)

November 02, 2021

The Manager

BSE LIMITED

Department of Corporate Services,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Dear Sir,

**Reg: Proposed Buy-Back of equity shares by S H Kelkar And Company Limited
(the "Company")**

We are pleased to inform you that we have been appointed to act as the Manager to the proposed Buy-Back of equity shares to be undertaken by the Company.

The Board of Directors of S H Kelkar And Company Limited in their meeting held on October 29, 2021 approved the proposal of Buy-Back of upto 29,00,000 fully paid-up equity shares of ₹ 10/- each at a price of ₹ 210/- (Rupees Two Hundred and Ten Only) per equity share for a total consideration not exceeding ₹ 60,90,00,000/- (Rupees Sixty Crores And Ninety Lakhs Only) from the equity shareholders of the Company as on the Record Date, on a proportionate basis through the "Tender Offer" route, under the Stock Exchange Mechanism as prescribed under the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (hereinafter referred as "Buyback Regulations").

In terms of Regulation 7 of the Buyback Regulations, a Public Announcement dated November 01, 2021 pertaining to the Buyback was released for publication by the Company on November 02, 2021 in the following newspapers:

Publication	Language	Edition
Financial Express	English	All
Jansatta	Hindi	All
Mumbai Lakshadweep	Marathi	Mumbai Edition

In this regard we are enclosing herewith the following:

- Copy of the public announcement as published in the newspapers.
- Copy of the Board Resolution passed on October 29, 2021.

We request you to kindly take the above on record.

Thanking you and assuring you of our best co-operation at all times.

Yours sincerely,

For **KEYNOTE FINANCIAL SERVICES LIMITED**

Uday S. Patil

Director – Investment Banking

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 6826 6000 · Fax: 91 22 6826 6088 Email: info@keynoteindia.net · Website: www.keynoteindia.net

CIN-L67120MH1993PLC072407



S H KELKAR AND COMPANY LIMITED

CIN: L74999MH1955PLC009593

Registered Office: 36, Devkaran Mansion, Mangaldas Road, Mumbai, Maharashtra, 400002, Tel. No. 022-21649163/ 22069609, Website: www.keva.co.in, Email: investors@keva.co.in, Contact Person: Deepthi Chandratte, Company Secretary & GM Legal

PUBLIC ANNOUNCEMENT

FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF S H KELKAR AND COMPANY LIMITED FOR BUYBACK OF EQUITY SHARES THROUGH THE TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUYBACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED.

This Public Announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 7(i) read with Schedule II along with other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modifications or re-enactments that may be introduced (the "Buyback Regulations") for the time being in force and contains the disclosures as specified in Schedule II read with Schedule I of the Buyback Regulations.

OFFER FOR BUYBACK OF UPTO 29,00,000 (TWENTY NINE LAKHS) FULLY PAID UP EQUITY SHARES OF S H KELKAR AND COMPANY LIMITED ("SH KELKAR" / THE "COMPANY") OF FACE VALUE OF ₹10/- (RUPEES TEN ONLY) EACH 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) IN CASH ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM

Certain figures in this Public Announcement, including financial information, are 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.

1. Details of the Buyback Offer

a) 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") to approve the proposal of buyback of upto 29,00,000 (Twenty Nine Lakhs) fully paid-up equity shares of face value of ₹10/- each ("Shares" or "Equity Shares") from the equity shareholders of the Company as on Record Date (hereinafter defined), on a proportionate basis, through tender offer route ("Buyback") at a price of ₹210 (Rupees Two Hundred and Ten Only) per Equity Share ("Buyback Price"/"Buyback Offer Price") payable in cash, for an aggregate maximum consideration not exceeding ₹60,90,00,000 (Rupees Sixty Crores Ninety Lakhs Only) ("Buyback Size") (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") in accordance with 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"), Article 10 of the Articles of Association of the Company and in compliance with the Buyback Regulations ("Buyback Offer" or "Buyback"). 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 Securities and Exchange Board of India ("SEBI"), and the Stock Exchanges on which the Equity Shares of the Company are listed, namely, BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (hereinafter together referred to as the "Stock Exchanges") and from any other statutory and/or regulatory authority, as may be required and which Board and/or any committee thereof deem fit.

b) The proposed Buyback would be undertaken in accordance with 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.

c) **Disclaimer for Equity Shareholders in the United States:** The Buyback is being made for securities of an Indian company and is subject to the laws of India. It is important for Equity Shareholders in the United States to be aware that this Letter of Offer is subject to tender offer laws and regulations in India that are different from those in the United States and has been prepared in accordance with Indian law, format and style, which differs from customary U.S. format and style.

d) 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.

e) 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.

f) The Buyback price is ₹210/- (Rupees Two Hundred and Ten Only) per equity share. The Buyback Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average market prices of the Equity Shares on BSE and NSE where the Equity Shares are listed, the network of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Share.

g) The proposed Buyback shall be on a proportionate basis from all the Equity Shareholders of the Company through the "Tender Offer" route, as prescribed under Regulation 4(iv)(a) of the Buyback Regulations.

h) A copy of this Public Announcement is available on the Company's website (www.keva.co.in) and is expected to be available on the website of SEBI (www.sebi.gov.in) and on the website of BSE (www.bseindia.com) and NSE (www.nseindia.com).

2. Necessity for the Buyback

a) The Company believes that Buyback is an efficient way of rewarding the long term shareholders especially the small shareholders.

b) 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.

c) 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 Buy-back or not participate in the Buyback based on their liquidity and long term plans.

d) 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. Regulation 2(i) (n) of the Buyback Regulations defines a "Small Shareholder" as a shareholder who holds Equity Shares having market value, on the basis of closing price on BSE or NSE (as applicable, contingent on highest trading volume in respect of Equity Shares) as on the Record Date, of not more than ₹2,00,000 (Rupees Two Lakhs).

3. Maximum amount required under the Buyback & its percentage of the total paid-up capital and free reserves and the sources of funds from which the Buyback would be financed:

a) The aggregate fully paid-up equity share capital and free reserves as per latest audited balance sheet of the Company for the financial year ended March 31, 2021 on standalone and consolidated basis is ₹631.59 crores and ₹915.69 crores, respectively. The funds deployed for proposed Buyback shall not exceed 10% of the aggregate fully paid-up equity share capital and free reserves of the Company on a standalone and consolidated basis under the Board approval route, as provided under the proviso to Section 68(2)(b) of the Companies Act. Accordingly, the maximum amount that can be utilised in the proposed Buyback as approved by the Board is ₹60,90,00,000 which is within the maximum permissible amount as aforesaid and which represents 9.64% & 6.65% of the fully paid-up equity share capital and free reserves as per latest audited standalone and consolidated balance sheet of the Company for the financial year ended March 31, 2021 respectively. This amount excludes Transaction Costs.

b) Further, the number of Equity Shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity capital of the Company in that financial year. Accordingly, the maximum number of Equity Shares that can be bought back in the current financial year is 3,53,30,200 (Three Crores Fifty Three Lakhs Thirty Thousand Two Hundred) Equity Shares. Since the Company proposes to Buyback up to 29,00,000 (Twenty Nine Lakhs) Equity Shares, the same is within the aforesaid 25% limit.

c) The funds for the implementation of the proposed Buyback 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.

d) 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.

e) 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.

4. Maximum Buyback Price and the basis of arriving at the Maximum Buyback Price:

a) 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 network of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the Earnings Per Share.

The Buyback Price represents:

i) 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.

ii) 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.

5. Number of shares that the Company proposes to buy-back and the time limit for completing the buy-back:

The Company proposes to Buyback up to 29,00,000 (Twenty Nine Lakhs) fully paid-up Equity Shares of face value ₹10/- per equity share. The buy-back is proposed to be completed within 12 months from the date of passing the board resolution approving the proposed buy-back.

6. Method to be adopted for Buyback:

a) The Buyback shall be on a proportionate basis, through the "Tender Offer" route, as prescribed under the Buyback Regulations, to the extent permissible, and the "Mechanism for acquisition of shares through Stock Exchanges" as prescribed under the SEBI Circulars. The Buyback will be implemented in accordance with the Act read with the rules framed thereunder, the Buyback Regulations and on such terms and conditions as may be deemed fit by the Company.

b) As required under the Buyback Regulations, the Company has announced a Record Date i.e. Friday, November 12, 2021 to determine the names of the Members holding Equity Shares of the Company who will be eligible to participate in the Buyback ("Eligible Equity Shareholder(s)"). Consequently to the approval of the Buyback, Eligible Shareholders will receive a Letter of Offer along with a Tender/Offer Form indicating their entitlement.

7. The aggregate shareholding of the Promoter/Promoter Group and of the Directors of the promoters, where the promoter is a company and of the persons who are in control of the Company as on the date of the meeting of board of directors viz. as on October 29, 2021 is as follows:

a) The aggregate shareholding of the Promoter and Promoter Group and the persons who are in control of the Company is as under:

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*
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	0.22
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 the promoters in the Company, 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%.

c) No Equity Shares of the Company have been purchased/sold by any of the Promoter, and Promoter Group, Directors of the Promoter Group companies, during the period from six months preceding the date of the Board Meeting at which the Buyback was proposed and from the date of the Board Meeting till the date of this Public announcement.

8. Intention of the Promoters and Promoters Group of the Company to tender equity shares for buy-back:

a) 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 Pvt. Ltd.	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	

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

Name of 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
	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 17,40,100
	22.08.2014					
	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
	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.
Parth Vaze	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.
	26.02.2014	1,325	10	1,000	13,25,000	Allotment
						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.
Nandan Vaze	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					

SHYAM CENTURY FERROUS LIMITED

CIN: L27310ML2011PLC008578

Regd. Office : Vill.: Lumshong, PO: Khaliehriat, Dist. East Jaintia Hills, Meghalaya - 793210

Phone: 0365-278215, Fax: (033)22483539

Email: investors@shyamcenturyferrous.com; website: www.shyamcenturyferrous.com

Extract of Unaudited Financial Results for the Quarter/Half Year ended 30th September, 2021

Particulars	Quarter ended			Half Year ended		Year ended
	30.09.2021 (Unaudited)	30.06.2021 (Unaudited)	30.09.2020 (Unaudited)	30.09.2021 (Unaudited)	30.09.2020 (Unaudited)	31.03.2021 (Audited)
Total Income from Operations	5,312.80	3,936.27	3,496.80	9,249.07	5,273.03	13,568.06
Net Profit/(Loss) for the period (before tax, exceptional items and or extraordinary items)	1,661.88	1,085.06	185.33	2,746.93	473.18	1,856.52
Net Profit/(Loss) for the period (before tax, after exceptional items and or extraordinary items)	1,661.88	1,085.06	185.33	2,746.93	473.18	136.89
Net Profit/(Loss) for the period (after tax, exceptional items and or extraordinary items)	1,241.69	810.83	138.58	2,052.52	374.69	280.20
Total Comprehensive Income for the period (comprising profit/(loss) for the period after tax and other comprehensive income after tax)	1,243.07	811.08	137.83	2,054.16	375.39	281.21
Paid up Equity Share Capital (Face Value of ₹ 1/- each)	2,221.73	2,221.73	2,221.73	2,221.73	2,221.73	2,221.73
Earnings Per Share (of ₹ 1/- each)						
-Basic & Diluted (Not annualised) (₹)	0.56	0.36	0.06	0.92	0.17	0.13

NOTES TO FINANCIAL RESULTS:

- The above unaudited financial results as reviewed by the Audit Committee have been approved at the meeting of the Board of Directors held on 1st November, 2021. The Limited Review of these results as required under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has been completed by the Statutory Auditors of the Company.
- The Company has considered the possible effects that may result from COVID-19 in the preparation of these financial results. The Company believes that pandemic is unlikely to impact the recoverability of the carrying value of its assets as at 30th September, 2021. Looking to the present situation of pandemic, the extent to which the same will impact the Company's future financial results is currently uncertain and will depend on further developments.
- The Company is primarily engaged in the manufacture and sale of ferro silicon. There are no separate reportable segments as per Ind AS 108, "Operating Segments".
- Figures of the previous period have been regrouped and reclassified to conform to the classification of current period, wherever necessary.
- The above is an extract of the detailed format of Quarterly Financial Results filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The full format of the Quarterly Financial Results are available on the Stock Exchange websites www.nseindia.com and www.bseindia.com and also on the Company's website www.shyamcenturyferrous.com.

By order of the Board
For Shyam Century Ferrous Limited
Sd/-
Rajesh Kumar Agarwal
Director

Date: 1st November, 2021
Place: Kolkata

RATNABHUMI DEVELOPERS LIMITED

CIN: L45200GJ2006PLC048776

Regd. Office: S.F. 207, Turquoise, Panchvati Panch Rasta, Nr. White House E.B., C.G. Road, Ahmedabad-380009, Gujarat, India • Tel No : (079) 40056129

Email: cs@ratnagroup.co.in • Website: www.ratnagroup.co.in;

Extract of Unaudited Consolidated Financial Results for the Quarter and Half Year ended on 30th September, 2021

Sr. No.	Particulars	Quarter and	Year
		Half Year ended	Ended
		30-09-2021	31/03/2021
		(Unaudited)	(Audited)
1	Total Income from Operations	4.60	405.70
2	Net Profit / (Loss) for the period (before Tax, Exceptional and/or Extraordinary items)	(9.14)	96.81
3	Net Profit / (Loss) for the period before tax (after Exceptional and/or Extraordinary items)	(9.14)	96.81
4	Net Profit / (Loss) for the period after tax (after Exceptional and/or Extraordinary items)	(7.76)	72.92
5	Total Comprehensive Income for the period (Comprising Profit / (Loss) for the period (after tax) and Other Comprehensive Income (after tax))	0.00	0.00
6	Equity Share Capital	1370.00	1370.00
7	Reserves (excluding Revaluation Reserve) as shown in the Audited Balance Sheet of the previous year	-	2090.21
8	Earnings Per Share (of Rs. 10/- each) (for continuing and discontinued operations) –		
	1. Basic:	(0.11)	0.60
	2. Diluted:	(0.11)	0.60

Note:

- The above is an extract of the detailed format of Quarterly Consolidated Financial Results filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing and Other Disclosure Requirements) Regulations, 2015. The full format of the Quarterly Standalone and Consolidated Financial Results are available on the websites of the Stock Exchange at www.bseindia.com and the company at www.ratnagroup.co.in.
- The Turnover is Rs. 19.14/-, Profit before tax is Rs. (17.11)- and Profit after Tax is Rs.(15.74)- on stand-alone basis.

For, Ratnabhumi Developers Limited
Kaivan J. Shah
Chairman and Managing Director
DIN: 01887130

Place: Ahmedabad
Date: 01-11-2021

ALLSEC TECHNOLOGIES LTD.

CIN: L72300TN1998PLC041033
Registered Office: 46C, Velachery Main Road, Velachery, Chennai-600042
Tel: 044-42997070; Fax: 044-22447077
Website: www.allsectech.com; E-mail: investorcontact@allsectech.com

NOTICE OF RECORD DATE FOR INTERIM DIVIDEND

- Notice is hereby given, pursuant to provisions of the Companies Act, 2013 read with Rules made thereunder and Regulations 42 & 43 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that the company has fixed Tuesday, November 9, 2021 as Record Date for the purpose of determining eligible shareholders entitled to receive Interim Dividend of Rs. 45/- per equity share of face value of Rs. 10/- each for the financial year 2021-22, as declared by the Board of Directors of the company in their meeting held on October 28, 2021.
- The Interim Dividend will be paid to the registered shareholders whose names appear on the register of members or in the record of the Depository as beneficial owners of the shares as on the Record Date within 30 days from the date of declaration as per the provisions of Companies Act, 2013, through Electronic mode or by dividend warrants, as applicable.
- The Interim Dividend income is taxable in the hands of the members and the company is required to deduct Tax at Source ("TDS") from dividend paid to the members at prescribed rates in the Income-Tax-Act, 1961 ("IT Act"). To enable the company to apply correct TDS rates, members are requested to furnish prescribed documentation on the portal of Registrar and Transfer Agent ("RTA") on or before Tuesday, November 9, 2021 (06:00 p.m. IST). The documents to be submitted are Form 10F / Form 15G / 15H / Self Declaration by NRI, as applicable. In the event the company is unable to pay dividend to any member through electronic mode, due to non-registration of the electronic bank mandate, the company shall dispatch the dividend warrant / bankers' cheque / demand draft to such member.
- Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail ID, mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their respective DPs in case the shares are held by them in dematerialized form and to the RTA in case the shares are held by them in physical form.
- The information in this notice shall be available on the website of the company at www.allsectech.com and on the Stock Exchange websites www.bseindia.com and www.nseindia.com.
- Members may also contact the RTA of the company i.e. KFin Technologies Pvt. Ltd. for any clarification.

Date: 1st November, 2021
Place: Chennai

For Allsec Technologies Limited
Sd/-
Gagan Preet Singh
Sr.DGM-Legal & Company Secretary

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:

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	141.32
Free Reserves: #			
Securities Premium*	65.47	84.75	84.75
General Reserves*	52.46	107.86	107.86
Other Reserves*	8.76	8.77	8.77
Retained Earnings*	363.58	572.99	572.99
Total Free Reserves (B)	490.27	774.37	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	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	91.57
Buyback offer size permitted by Board Resolution dated October 29, 2021	60.90	60.90	60.90
Buyback offer size as a percentage of total paid up capital and free reserves	9.64%	6.65%	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

12. Record Date and Shareholder's Entitlement

- As required under the Buyback Regulations, the Board of Directors of the Company have fixed Friday November 12, 2021 as the record date (the "Record Date") for determining the entitlement and names of the shareholders holding Equity Shares of the Company who will be eligible to participate in the Buyback. In due course, each shareholder, holding Equity Shares as on the Record Date, will receive a letter of offer (the "Letter of Offer") along with a tender / offer form indicating the entitlement of the shareholder for participating in the Buyback.
- The Equity Shares to be bought back as a part of the buyback is divided in two categories:
 - Reserved category for Small Shareholders; and
 - General category for all other shareholders.
- In accordance with Regulation 6 of the Buyback Regulations, 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, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.
- On the basis of the shareholding on the Record Date, the Company will determine the entitlement of each shareholder, including Small Shareholders, to tender their Equity Shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder on the Record Date and the ratio of the Buyback applicable in the category to which such shareholder belongs.
- The equity shares tendered as per the entitlement by Members holding equity shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in the Buyback Regulations. The settlement of the tenders under the Buyback is expected to be done using 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 by circular no. CFD/DCR/2/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.
- The final number of Equity Shares that the Company will purchase from the Shareholders will be based on the Equity Shares tendered. Accordingly, in the event of the overall response to the tender offer being in excess of Buyback Offer Size, the Company may not purchase all the Equity Shares tendered by the Shareholders over and above their entitlement.
- After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Shareholders in that category, and thereafter from Shareholders who have tendered over and above their entitlement in other category.
- In accordance with the Buyback Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios does not receive a higher entitlement under the small shareholder category, the Equity Shares held by such Eligible Shareholder with a common Permanent Account Number ("PAN") shall be clubbed together for determining the category (small shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar 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, insurance companies, foreign institutional investors/ foreign portfolio investors etc., with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have a different demat account nomenclature based on information prepared by the Registrar as per the shareholder records received from the depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.
- The Shareholders' participation in the Buyback will be voluntary. The Shareholders can choose to participate, in full or in part, and get cash in lieu of Equity Shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. The Shareholders may also tender a part of their entitlement. The Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the short fall created due to non-participation of some other Shareholders, if any.
- The maximum tender under the Buyback by any Shareholder cannot exceed the number of Equity Shares held by the Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.
- If the Buyback entitlement for any Eligible Shareholder is not a round number (i.e. not a multiple of 1 Equity Share), then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback. The Small Shareholders whose entitlement would be less than 1 Equity Share may tender additional Equity Shares as part of the Buyback and will be given preference in the acceptance of one Equity Share, if such Small Shareholders have tendered for additional Equity Shares.
- The buy-back from non-resident members, Overseas Corporate Bodies (OCBs) and Foreign Institutional Investors (FIIs), and members of foreign nationality, if any, etc. shall be subject to such approvals as are required including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed there under, if any.
- Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant timetable will be included in the Letter of Offer which will be sent in due course to the Shareholders as on Record Date. 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 18 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.

13. Process and methodology to be adopted for the buyback process:

- The Buyback is open to all eligible sellers / beneficial owners of the Company, i.e., the shareholders who on the Record Date were holding Equity Shares either in physical form ("Physical Shares") and the beneficial owners who on the Record Date were holding Equity Shares in the dematerialized form ("Demat Shares") (such shareholders are referred as the "Eligible Shareholders").
- 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.
- 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:

KEYNOTE
Keynote Capitals Limited
The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (W), Mumbai - 400 028
Contact Person: Alpesh Mehta; Tel: +91 22 6826 6000-3
Email: alpesh@keynoteindia.net Website: www.keynoteindia.net
SEBI Reg No: INZ000241530
- 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 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).
- The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.
- The reporting requirements for Non-Resident Shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the stockbroker (who is a member of the BSE) of an Eligible Seller, through whom the Eligible Shareholder wants to participate in the Buyback ("Seller Member").
- Modification / cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. 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.
- The cumulative quantity tendered shall be made available on the website of BSE (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.

14. Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialized form:

- 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.
 - 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.
 - 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.
 - 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.
 - 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.
 - 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.
 - 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.
- 15. Procedure to be followed by Registered Shareholders holding Equity Shares in the physical form:**
- 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:
 - 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.
 - 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 18) on or before closing date. The envelope should be superscribed as "S H KELKAR AND COMPANY LIMITED". 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.
 - 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/NSE. 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.
 - 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.
 - 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.

- 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.

16. Method of Settlement

- Upon finalization of the basis of acceptance as per Buy-back Regulations:
 - The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
 - 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.
 - 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.
 - 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.
 - 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.
 - 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.
 - 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.
 - 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.
 - 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.
 - 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.
 - 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.

17. Compliance Officer

Name	Deepthi Chandrate
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.

18. Investor service centre and Registrar to the Buyback

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

LINKIntime

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: Sumet Deshpande
SEBI Registration No.: INR00004058; CIN: U67190MH1999PTC118368

In case of any query, the Shareholders may contact the Registrar to the Buyback, from Monday to Friday between 10.00 am & 5.00 pm on all working days at the above mentioned address.

19. Details of the Manager to the Buy Back

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

KEYNOTE

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 000033606; CIN: L67120MH1993PLC072407

20. Directors' responsibility statement



CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF S H KELKAR AND COMPANY LIMITED (“THE COMPANY”) HELD ON FRIDAY, OCTOBER 29, 2021 AT KEVA LEARNING CENTRE, S H KELKAR AND COMPANY LIMITED, LAL BAHADUR SHASTRI MARG, MULUND (WEST), MUMBAI - 400080 FROM 04.00 P.M. TO 05.00 P.M.

BUY BACK THROUGH TENDER OFFER

“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.



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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).



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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



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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.”

For S H Kelkar and Company Limited

Deepti Chandratre

Company Secretary and GM - Legal



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