

Date: January 24, 2022

To
The Manager
The Department of Corporate Services
BSE Limited
Floor 25, P. J. Towers,
Dalal Street, Mumbai – 400 001

To
The Manager
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

Dear Sir/ Madam,

Sub: Disclosure pursuant to Regulation 10(5) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

We, Ramesh Vinayak Vaze Family Trust, are a part of Promoter and Promoter Group of S H Kelkar and Company Limited ("SHK").

In accordance with Regulation 10(5) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we wish to inform you that, we would be acquiring 30,00,000 equity shares and 2,40,00,000 equity shares from Mrs. Prabha Vaze and Mr. Ramesh Vaze (promoters of the Company) respectively through an off market inter-se transfer.

Accordingly, we enclose herewith the requisite disclosure under the above regulation.

You are requested to take the same on your record.

Thanking you,

Yours faithfully,

For Ramesh Vinayak Vaze Family Trust

**Ramesh Vaze
Trustee**

Enclosed: As above

CC: Company Secretary & Compliance Officer,
S H Kelkar and Company Limited,
Devkaran Mansion 36 Mangaldas Road
Mumbai- 400 002, India.

Format for Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011:

1.	Name of the Target Company (TC)	S H Kelkar and Company Limited		
2.	Name of the acquirer(s)	Ramesh Vinayak Vaze Family Trust		
3.	Whether the acquirer(s) is/are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its Promoters	Promoter and Promoter Group		
4.	Details of the proposed acquisition			
	a. Name of the person(s) from whom shares are to be acquired	Mr. Ramesh Vinayak Vaze and Mrs. Prabha Ramesh Vaze		
	b. Proposed date of acquisition	On or after February 01, 2022		
	c. Number of shares to be acquired from each person mentioned in 4(a) above	Sl no.	Name of seller	No of shares
		1)	Mr. Ramesh Vaze	2,40,00,000 (17.34%)
		2)	Mrs. Prabha Vaze	30,00,000 (2.17%)
	d. Total shares to be acquired as % of capital of TC	19.51%		
	e. Price at which shares are proposed to be acquired	Price not exceeding the limits provided in proviso (i) to Regulation 10(1)(a) of the SEBI SAST Regulations.		
	f. Rationale, if any, for the proposed transfer	Off market Inter-se transfer of equity shares of S H Kelkar and Company Limited between members of Promoter and Promoter Group pursuant to internal re-organisation within the Promoter Group. .		
5.	Relevant sub-clause of regulation IO(1)(a) under which the acquirer is exempted from making open offer	Regulation 10(1)(a)(ii) of the SEBI SAST Regulations.		
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	Rs. 158.35/- per share (However, shares are being transferred at NIL Consideration)		
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not Applicable		

8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Yes, the acquisition price would not be higher by more than 25% of the price computed in point 6 as the shares would be acquired for nil consideration			
9.	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	The transferors and transferees have complied (during 3 years prior to the date of the proposed acquisition) / will comply with applicable disclosure required under Chapter V of the SEBI SAST Regulations.			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	We hereby declare that all the conditions specified under Regulation 10(1)(a) of the SEBI SAST Regulations with respect to exemptions has been duly complied with.			
11.	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of shares /voting rights	% w.r.t total share capital of TC	No. of shares /voting rights	% w.r.t total share capital of TC
a	Acquirer(s) and PACs (other than sellers)(*)				
	i. Ramesh Vinayak Vaze Family Trust	100	0.00	2,70,00,100	19.51
b	Seller (s)				
	i. Mr. Ramesh Vinayak Vaze	2,54,48,980	18.38	14,48,980	1.05
	ii. Mrs. Prabha Ramesh Vaze	47,97,309	3.47	17,97,309	1.30

***Annexure 1:**

Shareholding of Acquirer(s) and PACs:

Name	Shareholding before proposed transaction		Shareholding post proposed transaction	
Ramesh Vinayak Vaze	2,54,48,980	18.38	14,48,980	1.05
Prabha Ramesh Vaze	47,97,309	3.47	17,97,309	1.30
Kedar Ramesh Vaze	1,69,38,055	12.24	1,69,38,055	12.24
Anagha Sandeep Nene	14,70,464	1.06	14,70,464	1.06
Nandan Kedar Vaze	12,58,098	0.91	12,58,098	0.91
Parth Kedar Vaze	12,58,098	0.91	12,58,098	0.91
Neha Kedar Karmarkar	7,30,875	0.53	7,30,875	0.53
Nishant Kedar Karmarkar	7,30,875	0.53	7,30,875	0.53
Sumedha Kedar Karmarkar	150	0.00	150	0.00
Vinayak Ganesh Vaze Charities	19,26,995	1.39	19,26,995	1.39
Ramesh Vinayak Vaze Family Trust	100	0.00	2,70,00,000	19.51
Kedar Ramesh Vaze Family Trust	100	0.00	100	0.00
Keva Constructions Pvt Ltd	85,03,689	6.14	85,03,689	6.14
SKK Industries Private Limited	14,78,550	1.07	14,78,550	1.07
ASN Investment Advisors Private Limited	14,70,366	1.06	14,70,366	1.06
Keva Investment Partners	33,742	0.02	33,742	0.02
KNP Industries Pte Ltd	1,48,76,223	10.75	1,48,76,223	10.75