



January 18, 2022

To  
The Securities and Exchange Board of India  
Division of Corporate Restructuring,  
SEBI Bhavan, Plot No. C-4A,  
G-Block Bandra Kurla Complex  
Mumbai 400 051

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

**Scrip Code: 539450**

**Scrip Symbol: SHK**

Dear Sir/ Madam,

**Sub: Completion of extinguishment of 29,00,000 (Twenty Nine Lakhs) fully paid-up equity shares of face value Rs. 10/- each (the "Equity Shares") of S H Kelkar and Company Limited (the "Company") under the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "Buyback Regulations") ("Buyback")**

Pursuant to the Public Announcement dated November 02, 2021 and the Letter of Offer dated December 02, 2021 (the "Letter of Offer"), the tendering period for the Buyback opened on December 15, 2021 and closed on December 28, 2021 (both days inclusive). In accordance with the provisions of Regulation 24(iv) of the Buyback Regulations, the following are the details of the Equity Shares bought back by the Company during the tendering period and extinguished:

Equity Share Capital before the said extinguishment (Number of Equity Shares)	Number of Equity Shares Extinguished	Equity Share Capital after the said extinguishment (Number of Equity Shares)
14,13,20,801	29,00,000	13,84,20,801

We hereby enclose –

- a copy of the certificate dated January 17, 2022 relating to above extinguishment of 29,00,000 (Twenty Nine Lakhs) Equity Shares, in accordance with Regulation 11(iii) of the Buyback Regulations;
- a copy of the letter dated January 13, 2022 received from Central Depository Services (India) Limited confirming the extinguishment of shares; and
- a copy of Independent Auditor's Certificate on the extinguishment of equity shares.



**S H Kelkar And Company Limited**  
Lal Bahadur Shastri Marg, Mulund (West), Mumbai - 400 080. Tel : +91 22 2167 7777  
Regd. Office : Devkaran Mansion, 36, Mangaldas Road, Mumbai - 400 002. (INDIA)  
Phone : (022) 2206 96 09 & 2201 91 30 / Fax : (022) 2208 12 04  
www.keva.co.in  
CIN No. L74999MH1955PLC009593





The number of equity share bought back and the post-Buyback shareholding pattern were disclosed in the Post Buyback Public Announcement dated January 07, 2022 which was published and submitted for your records on January 10, 2022. The same has been reproduced in Annexure A for ease of reference.

You are requested to kindly take the above on record.

Thanking you,

Yours faithfully,

For S H Kelkar and Company Limited

  
Deepti Chandratre  
Company Secretary & Compliance Officer



Encl: a/a



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## Annexure A

The shareholding pattern of the Company Pre-Buyback (as on Record date i.e. as on November 12, 2021) and Post Buyback, is as under:

Particulars	Pre-Buyback (as on record date)		Post Buyback	
	No. of equity shares	% of existing equity share	No. of equity shares	% of Post- Buyback equity share
Promoters and Promoter Group	8,27,67,792	58.57	8,09,22,669	58.46
Foreign Investors (including ADRs, Non-Resident Indians, FIIs, FPIs, Foreign Nationals and Overseas Corporate Bodies)	1,18,81,398	8.41	5,42,52,364	39.19
Financial Institutions / Banks, NBFCs & Mutual Funds	62,66,009	4.43		
Others (Public, Bodies Corporate, Clearing Members, Trusts and HUF)	3,70,99,173	26.25		
Shares held by Employees Trust	33,06,429	2.34	32,45,768	2.34
<b>Total</b>	<b>14,13,20,801</b>	<b>100.00</b>	<b>13,84,20,801</b>	<b>100.00</b>



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**CERTIFICATE OF EXTINGUISHMENT OF EQUITY SHARES BOUGHT BACK BY  
S H KELKAR AND COMPANY LIMITED (the "Company")**

This certificate is being issued in compliance with the requirements of Regulation 11(iii) of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, ("Buyback Regulations") as amended from time to time.

Pursuant to the Public Announcement published on November 02, 2021, and Letter of Offer dated December 02, 2021, the tendering period for the Buyback of fully paid-up Equity shares of the Company having face value of ₹10/- (Rupee Ten Only) each (the "Equity Shares") from its equity shareholders/beneficial owners of Equity Shares as on November 12, 2021, commenced on December 15, 2021 and closed on December 28, 2021. The Buyback was implemented through Tender Offer Route as prescribed under the Buyback Regulations.

The following are the details of the Equity Shares bought back by the Company during the said tendering period and extinguished/destroyed.

A) The Equity Shares extinguished in dematerialised form are as under:

Name of the Depository Participant and DP ID No.	Company's A/c. No.	Date of Extinguishment	No. of Equity Shares Extinguished
Keynote Capitals Limited	12024300-00083735	January 12, 2022	29,00,000

B) There were no shareholders holding shares in physical Form as on the Record date hence no physical shares were tendered in the Buyback.

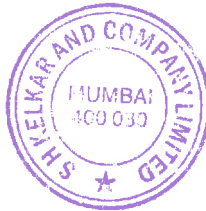
C) The total Equity Shares extinguished in dematerialised form are as under:

Total Number of Equity Shares Extinguished (A)	29,00,000
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It is certified that the above Equity Shares of the Company were extinguished in compliance with, and in accordance with the provisions of Regulation 11 of the Buyback Regulations, as amended from time to time.







**RAMESH** Digitally signed  
by RAMESH  
**VINAYAK** VINAYAK VAZE  
VAZE Date: 2022.01.17  
18:03:34 +05'30'



**KEDAR** Digitally signed  
by KEDAR  
**RAMESH** RAMESH VAZE  
H VAZE Date: 2022.01.17  
18:02:54 +05'30'



<b>For S H Kelkar and Company Limited</b>	
 <p><b>RAMESH VINAYA K VAZE</b></p> <p>Digitally signed by RAMESH VINAYAK VAZE Date: 2022.01.17 17:59:06 +05'30'</p> <p><b>Ramesh Vaze</b> Director &amp; Chairman of Board DIN: 00509751</p>	 <p><b>KEDAR RAMESH VAZE</b></p> <p>Digitally signed by KEDAR RAMESH VAZE Date: 2022.01.17 17:59:47 +05'30'</p> <p><b>Kedar Vaze</b> Whole Time Director &amp; Group CEO DIN: 00511325</p>
<b>For Link Intime India Private Limited</b>	<b>Statutory auditor of the company</b>
  <p><b>Dnyanesh Gharote</b> Vice President</p>	<p>Referred to in our Certificate No. MP/2021-22/63 Dated January 17, 2022</p> <p><b>For DELOITTE HASKINS &amp; SELLS LLP</b> Chartered Accountants (Firm Regn. No. 117366W / W-100018)</p> <p><b>Mehul Rajanikant Parekh</b></p> <p>Digitally signed by Mehul Rajanikant Parekh Date: 2022.01.17 18:49:09 +05'30'</p> <p><b>Mehul Parekh</b> (Partner) (Membership Number: 121513)</p>

Date: January 17, 2022

Enclosed: Confirmation from Depositories for extinguishment of Equity Shares in dematerialized form.



# Central Depository Services (India) Limited



CDSL/OPS/IPO-CA/2021-22/CA-362642.002

January 13 , 2022

**The Company Secretary,  
S H Kelkar And Company Limited**  
Lbs Marg  
Mulund West  
Mumbai, Maharashtra,  
India - 400080

Dear Sir,

### **Sub:- Buyback**

This is to inform you that the file uploaded by you / your RTA for the above-mentioned purpose, has been successfully processed at **Central Depository Services (India) Limited**. The details of the same are as follows:

CA Seq. No.	ISIN	Type Of Security	Date Effected	No. of Records	No. of Securities
362642.002	Debit ISIN INE500L01026	S H Kelkar And Company Limited # Equity Shares	12-Jan-2022	1	2900000

Thanking you,

Yours faithfully,  
For **Central Depository Services (India) Limited**

**Vinifer T Kodia**  
**Asst. Vice President – Operations**

**c.c Link Intime India Private Limited**

Digitally signed by VINIFER TEHMTON KODIA  
Date: 2022.01.13 10:53:26 +05:30

Regd. Office : Marathon Futurex, Mafatlal Mill Compounds, A-Wing, 25th floor, N M Joshi  
Marg, Lower Parel (East), Mumbai - 400013.  
Phone: 91 - 22-2302-3333 • Fax: 91 - 22 - 2300 2035/2036. CIN: L67120MH1997PLC112443  
Website : [www.cdslindia.com](http://www.cdslindia.com)



**Independent Auditor's Certificate on the extinguishment of equity share**

MP/2021-22/63

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

**SUB: AUDITOR'S CERTIFICATE WITH RESPECT TO EXTINGUISHMENT OF 29,00,000 EQUITY SHARES OF Rs. 10/- EACH ("EQUITY SHARES") BOUGHT BACK BY S H KELKAR AND COMPANY LIMITED (THE "COMPANY")**

1. This certificate is issued in accordance with the terms of our engagement letter reference No. MP/EL/2021-22/28 dated January 14, 2022.
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 require a certificate from the Statutory Auditors for submission to Securities and Exchange Board of India (SEBI) and the Stock Exchanges where the equity shares of the Company are listed, with regard to compliance with the regulation 11(i) of Securities and Exchange Board of India (Buy-Back) Regulations, 2018, as amended (the "Buy-Back Regulations").

**Management's Responsibility for the Statement**

3. The preparation of the accompanying Statement containing details of the extinguished equity share certificates so bought back as per the Buy-Back Regulations (the "Statement"), is the responsibility of the Management of the Company. This responsibility includes designing, implementing and maintaining 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.
4. The Management is also responsible for ensuring:

- a) Extinguishment of 29,00,000 equity shares in dematerialized form; and
- b) compliance with the requirements of the Buy-Back Regulations.



**Auditor's Responsibility**

5. Pursuant to the requirements of Regulation 11(iii) of the Buy-Back Regulations, it is our responsibility to obtain limited assurance and conclude as to whether the details provided in the Statement is in accordance with Regulation 11(i) of the Buy-Back Regulations and the relevant documents thereof are maintained by the Company as on January 12, 2022.
6. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
8. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence that vary in nature, timing and extent than a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement. Accordingly, we have performed the following procedures in relation to the Statement:
  - a. Verified the share extinguishment confirmation received by the Company from Central Depository Services (India) Limited with respect to the equity shares held in dematerialized form which were bought back; and
  - b. Examined the Transaction Statement for the period from January 01, 2022 to January 17, 2022, obtained from Keynote Capitals Limited (Depository Participant of the Company) bearing depository account number 12024300 - 00083735, to confirm the buyback and subsequent extinguishment of 29,00,000 shares of the Company through the tender offer by the Central Depository Services (India) Limited ("CDSL") on January 12, 2022.

**Conclusion**

9. Based on our examination as above, and the information and explanations given to us, nothing has come to our attention that causes us to believe that the details provided in the Statement are not in accordance with the requirements of Regulation 11 of the Buy-Back Regulations and the relevant documents thereof are not maintained by the Company as on the date of this certificate.





# Deloitte Haskins & Sells LLP

## Restriction on Use

10. This certificate is issued in connection with the extinguishment of Equity Shares brought back in accordance with the Buy-Back Regulations and for the sole use of the Board of Directors, to whom it is addressed and for submission to SEBI and the Stock Exchanges where the equity shares of the Company are listed and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

## For DELOITTE HASKINS & SELLS LLP

Chartered Accountants

(Firm Regn. No. 117366W / W-100018)

Mehul

Rajanikant

Parekh

Digitally signed by Mehul  
Rajanikant Parekh  
Date: 2022.01.17 18:48:11  
+05'30'

Mehul Parekh

(Partner)

(Membership Number: 121513)

UDIN:22121513AAAAAH4893

Place: Mumbai

Date: January 17, 2022