



June 10, 2019

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: Board Meeting of S H Kelkar and Company Limited – Intimation of material outcome

A meeting of the Board of Directors (“the Board”) of S H Kelkar and Company Limited (“the Company”) was held today at its corporate office. Following is a material outcome of the Board Meeting:

1. Pursuant to the discussion in the meeting, the Board has:

- a) Approved the proposal to buyback (“Buyback”) upto 33,00,000 (Thirty Three Lakh) fully paid-up equity shares of Rs. 10/- each of the Company at a price of Rs. 180/- (Rupees One Hundred and Eighty Only) per equity share payable in cash for an aggregate consideration not exceeding Rs. 59,40,00,000/- (Rupees Fifty Nine Crore Forty Lakhs only), representing 9.96% & 7.17% of the fully paid-up equity share capital and free reserves as per the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2019 (the last audited financial statements available as on the date of the Board Meeting approving the Buyback), from all the equity shareholders of the Company, as on the record date, on a proportionate basis through a "Tender Offer" route in accordance with the provisions contained in the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014, the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (the "Buyback Regulations"), subject to all other applicable statutory approvals. The Buyback 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, 2013.
- b) Noted that promoter/promoter group of the Company intend to tender such number of equity shares held by them in the Company, as required in compliance with Buyback Regulations / Terms of the Buy Back and with the objective of maintaining Minimum Public Shareholding (MPS) post Buyback. Accordingly, promoter Directors did not participate in the decision making of the aforesaid resolution.
- c) Appointed:
 - i. Keynote Financial Services Ltd., Merchant Bankers, as the “Manager to the Offer” for the proposed Buyback
 - ii. Link Intime India Private Limited a SEBI Registered R & T agent and the existing Registrar to the Company as “R & T Agent” for the purpose of complete coordination in respect of the Buyback of shares of the Company.
- d) Authorised and delegated, to the Audit Committee of the Board of Directors of the Company, its powers to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary expedient, usual or proper, in connection with the Buyback.

The pre-buy back shareholding pattern is enclosed in the Annexure.



S H Kelkar And Company Limited
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



2. The Company had entered into an agreement to acquire Italy based - Creative Flavours and Fragrances SpA (CFF) in January 2018 for acquisition of 100% share capital of CFF, in tranches, over two to three years. In the first tranche, the Company had acquired 51% stake in 2018. The remaining stake was to be acquired within three years. The Board today approved the acquisition of remaining stake during the second half of the calendar year 2019.

You are requested to take the above on record.

Thanking you,

Yours faithfully,

For S H Kelkar and Company Limited


Deepti Chandratre
Company Secretary & Compliance Officer



End: As above



Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1.	Name of Listed Entity: S H Kelkar And Company Limited
2.	Scrip Code/Name of Scrip/Class of Security: 539450
3.	Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)
	a. If under 31(1)(b) then indicate the report for Quarter ending
	b. If under 31(1)(c) then indicate date of allotment/extinguishment
4.	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-

	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
4	Whether the Listed Entity has any shares in locked-in?		No
5	Whether any shares held by promoters are pledge or otherwise encumbered?	Yes	

* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

GENERATED ON :08/06/2019

NSDL : 07/06/2019

CDSL :07/06/2019



S H Kelkar And Company Limited

Table I - Summary Statement holding of specified securities

Category	Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities				Shares Underlying Outstanding convertible securities (including	ing, as a % assuming full conversion of convertible securities	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)	
								Class eg: X	Class eg: y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) =	(VIII) As a	(IX)			(X)	(XI)=	(XII)		(XIII)		(XIV)	
(A)	Promoter & Promoter Group	16	82303421	0	0	82303421	56.9098	82303421	0	82303421	56.9098	0	56.9098	0	0.0000	5587000	6.788200	82303421
(B)	Public	23767	58943717	0	0	58943717	40.7574	58943717	0	58943717	40.7574	0	40.7574	0	0.0000	NA	NA	58943717
(C)	Non Promoter - Non Public				0				0			0			0.0000	NA	NA	
(C1)	Shares Underlying DRs	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
(C2)	Shares Held By Employee Trust	1	3373663	0	0	3373663	2.3300	0	0	0	0.0000	0	2.3300	0	0.0000	NA	NA	3373663
	Total	23784	14462080	0	0	14462080	100.0000	14124713	0	14124713	100.0000	0	100.0000	0	0.0000	5587000	3.863200	14462080

GENERATED ON :08/06/2019 NSDL : 07/06/2019 CDSL :07/06/2019



S H Kelkar And Company Limited

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			Shares Underlying Outstanding convertible securities (including	ing, as a % assuming full conversion of convertible securities	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form	
								No of Voting Rights Class eg: X	Class eg: y	Total			Total as a % of (A+B+C)	No. (a)	As a % of total Shares held(b)	No. (a)		As a % of total Shares held(b)
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) =	(VIII) As a	(IX)			(X)	(XI)=	(XII)	(XIII)	(XIV)			
1 Indian																		
(a) Individuals / Hindu Undivided Family		9	50890464	0	0	50890464	35.1889	50890464	0	50890464	35.1889	0	35.1889	0	0.0000	5587000	10.9785	50890464
Ramesh Vinayak Vaze	AABPV0867D	1	25965600	0	0	25965600	17.9543	25965600	0	25965600	17.9543	0	17.9543	0	0.0000	0	0.0000	25965600
Kedar Ramesh Vaze	AAAPV9721H	1	14215100	0	0	14215100	9.8292	14215100	0	14215100	9.8292	0	9.8292	0	0.0000	5587000	39.3033	14215100
Prabha Ramesh Vaze	AACPV8072H	1	5014514	0	0	5014514	3.4674	5014514	0	5014514	3.4674	0	3.4674	0	0.0000	0	0.0000	5014514
Anagna Sandeep Nene	ABWPN6613K	1	1522600	0	0	1522600	1.0528	1522600	0	1522600	1.0528	0	1.0528	0	0.0000	0	0.0000	1522600
Nancian Kedar Vaze	AUBPV1240J	1	1325000	0	0	1325000	0.9162	1325000	0	1325000	0.9162	0	0.9162	0	0.0000	0	0.0000	1325000
Parth Kedar Vaze	AUBPV1359G	1	1325000	0	0	1325000	0.9162	1325000	0	1325000	0.9162	0	0.9162	0	0.0000	0	0.0000	1325000
Neha Kedar Karmarkar	DWEPK7918C	1	761250	0	0	761250	0.5264	761250	0	761250	0.5264	0	0.5264	0	0.0000	0	0.0000	761250
Nishant Kedar Karmarkar	DWEPK7922Q	1	761250	0	0	761250	0.5264	761250	0	761250	0.5264	0	0.5264	0	0.0000	0	0.0000	761250
Sumadha Kedar Karmarkar	AAAPV8427G	1	150	0	0	150	0.0001	150	0	150	0.0001	0	0.0001	0	0.0000	0	0.0000	150
(b) Central Government / State Government(s)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(c) Financial Institutions / Banks		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(d) Any Other (Specify)		6	16088957	0	0	16088957	11.1249	16088957	0	16088957	11.1249	0	11.1249	0	0.0000	0	0.0000	16088957
Promoter Trust		3	2030200	0	0	2030200	1.4038	2030200	0	2030200	1.4038	0	1.4038	0	0.0000	0	0.0000	2030200
Vinayak Ganesh Vaze Charities	AAATV0088P	1	2030000	0	0	2030000	1.4037	2030000	0	2030000	1.4037	0	1.4037	0	0.0000	0	0.0000	2030000
Kedar Ramesh Vaze	AADTK0340E	1	100	0	0	100	0.0001	100	0	100	0.0001	0	0.0001	0	0.0000	0	0.0000	100
Ramesh Vinayak Vaze	AACTR9775K	1	100	0	0	100	0.0001	100	0	100	0.0001	0	0.0001	0	0.0000	0	0.0000	100
Bodies Corporate		3	14058757	0	0	14058757	9.7211	14058757	0	14058757	9.7211	0	9.7211	0	0.0000	0	0.0000	14058757
Keva Constructions Pvt Ltd	AAFCK0631B	1	11013757	0	0	11013757	7.6156	11013757	0	11013757	7.6156	0	7.6156	0	0.0000	0	0.0000	11013757
Asn Investment Advisors Private Limited	AAMCA8718L	1	1522500	0	0	1522500	1.0528	1522500	0	1522500	1.0528	0	1.0528	0	0.0000	0	0.0000	1522500
Skk Industries Private Limited	AAUCS9047E	1	1522500	0	0	1522500	1.0528	1522500	0	1522500	1.0528	0	1.0528	0	0.0000	0	0.0000	1522500
Sub Total (A)(1)		15	66979421	0	0	66979421	46.3138	66979421	0	66979421	46.3138	0	46.3138	0	0.0000	5587000	8.3414	66979421
2 Foreign																		
(a) Individuals (Non-Resident Individuals / Foreign Individuals)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(b) Government		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(c) Institutions		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(d) Foreign Portfolio Investor		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(e) Any Other (Specify)		1	15324000	0	0	15324000	10.5960	15324000	0	15324000	10.5960	0	10.5960	0	0.0000	0	0.0000	15324000
Bodies Corporate		1	15324000	0	0	15324000	10.5960	15324000	0	15324000	10.5960	0	10.5960	0	0.0000	0	0.0000	15324000
Knp Industries Pte Limited	AAFCK7959J	1	15324000	0	0	15324000	10.5960	15324000	0	15324000	10.5960	0	10.5960	0	0.0000	0	0.0000	15324000
Sub Total (A)(2)		1	15324000	0	0	15324000	10.5960	15324000	0	15324000	10.5960	0	10.5960	0	0.0000	0	0.0000	15324000
Total Shareholding Of Promoter And Promoter Group (A)= (A)(1)+(A)(2)		16	82303421	0	0	82303421	56.9098	82303421	0	82303421	56.9098	0	56.9098	0	0.0000	5587000	6.7883	82303421

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Note :

- (1) PAN would not be displayed on website of Stock Exchange(s)
- (2) The term 'Encumbrance' has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.



S H Kelkar And Company Limited

Table III - Statement showing shareholding pattern of the Public shareholder

Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			Shares Underlying Outstanding convertible securities (including securities)	ing, as a % assuming full conversion of convertible securities	Number of Locked In shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form	
								No of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total Shares held(b)	No. (a)		As a % of total Shares held(b)
								Class eg: X	Class eg: Y	Total								
1 Institutions																		
(a) Mutual Fund																		
Hdfc Trustee Company Ltd. A/C Hdfc Capital Build	AAATH1809A	1	4603923	0	0	4603923	3.1834	4603923	0	4603923	3.1834	0	0	0.0000	NA	NA	4603923	
Hdfc Multi Cap Fund	AAETS9556K	1	2216532	0	0	2216532	1.5327	2216532	0	2216532	1.5327	0	0	0.0000	NA	NA	2216532	
(b) Venture Capital Funds																		
(c) Alternate Investment Funds																		
(d) Foreign Venture Capital Investors																		
(e) Foreign Portfolio Investor																		
Fidelity Investment Trust Fidelity Series Emerging	AAATF6781F	1	8830614	0	0	8830614	6.1060	8830614	0	8830614	6.1060	0	0	0.0000	NA	NA	8830614	
Stichting Depository App Emerging Markets Equity	AAVCS6547E	1	8388359	0	0	8388359	5.8002	8388359	0	8388359	5.8002	0	0	0.0000	NA	NA	8388359	
Fiam Group Trust For Employee Benefit Plans - Fia	AAATF1593P	1	2351349	0	0	2351349	1.6259	2351349	0	2351349	1.6259	0	0	0.0000	NA	NA	2351349	
(f) Financial Institutions / Banks																		
(g) Insurance Companies																		
(h) Provident Funds/ Pension Funds																		
(i) Any Other (Specify)																		
Sub Total (B)(1)		44	35428200	0	0	35428200	24.4973	35428200	0	35428200	24.4973	0	0	0.0000	NA	NA	35428200	
2 Central Government/ State Government(s)/ President of India																		
Sub Total (B)(2)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0	0.0000	NA	NA	0	
3 Non-Institutions																		
(a) Individuals																		
i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.																		
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.																		
(b) NBFCs registered with RBI																		
Trust Employee																		
(d) Overseas Depositories(holding DRs) (balancing figure)																		
(e) Any Other (Specify)																		
Trusts																		
Hindu Undivided Family																		
Foreign Companies																		
Blackstone Capital Partners (Singapore) Vi Fdi Tw	AAFC31442B	1	14439269	0	0	14439269	9.9842	14439269	0	14439269	9.9842	0	0	0.0000	NA	NA	14439269	
Non Resident Indians (Non Repat)																		
Non Resident Indians (Repat)																		
Foreign Portfolio Investor (Individual)																		
Clearing Member																		
Bodies Corporate																		
Sub Total (B)(3)		23723	23515517	0	0	23515517	16.2601	23515517	0	23515517	16.2601	0	0	0.0000	NA	NA	23515517	
Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)		23767	58943717	0	0	58943717	40.7574	58943717	0	58943717	40.7574	0	0	0.0000	NA	NA	58943717	

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

No. of shareholders	No. of Shares

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Note :

- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The above format needs to disclose name of all holders holding more than 1% of total number of shares
- (3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.



S H Kelkar And Company Limited

Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

	Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			Shares Underlying Outstanding convertible securities (including securities	ing, as a % assuming full conversion of convertible securities	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form	
									No of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total Shares held(b)	No. (a)		As a % of total Shares held(b)
									Class eg: X	Class eg: y	Total								
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii) =	(viii) As a	(ix)			(x)	(xi)=	(xii)		(xiii)		(xiv)		
1	Custodian/DR Holder		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
2	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		1	3373663	0	0	3373663	2.3328	3373663	0	3373663	2.3328	0	2.3328	0	0.0000	NA	NA	3373663
	Barclays Wealth Trustees India Private Limited	AAUTS4231R		3373663	0	0	3373663	2.3328	3373663	0	3373663	2.3328	0	2.3328	0	0.0000	NA	NA	3373663
	Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)		1	3373663	0	0	3373663	2.3328	3373663	0	3373663	2.3328	0	2.3328	0	0.0000	NA	NA	3373663

Note :

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The above format needs to disclose name of all holders holding more than 1% of total number of shares

(3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.

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