

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

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|--|---|---|--|
| Name of the Target Company (TC) | S H Kelkar and Company Ltd. | | |
| Name(s) of the seller and Persons Acting in Concert (PAC) with the seller | 1. Blackstone Capital Partners (Singapore) VI FDI Two Pte. Ltd. 2. Blackstone Family Investment Partnership (Singapore) VI-ESC FDI Two Pte. Ltd. | | |
| Whether the seller belongs to Promoter/Promoter group | No. | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE Limited and National Stock Exchange of India Ltd. | | |
| Details of the acquisition—/ disposal as follows | Number | % w.r.t. total share/voting capital wherever applicable (*) | % w.r.t. total diluted share/voting capital of the TC (**) |
| (1) BLACKSTONE CAPITAL PARTNERS (SINGAPORE) VI FDI TWO PTE. LTD. | | | |
| Before the acquisition under consideration, holding of : | | | |
| a) Shares carrying voting rights | 31,100,677 | 21.50% | 21.50% |
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) | N.A. | N.A. | N.A. |
| c) Voting rights (VR) otherwise than by shares | N.A. | N.A. | N.A. |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) | N.A. | N.A. | N.A. |
| e) Total (a+b+c+d) | 31,100,677 | 21.50% | 21.50% |
| Details of acquisition/sale | | | |
| a) Shares carrying voting rights acquired/sold | 5,746,973 | 3.97% | 3.97% |
| b) VRs acquired /sold otherwise than by shares | N.A. | N.A. | N.A. |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold | N.A. | N.A. | N.A. |
| d) Shares encumbered / invoked/released | N.A. | N.A. | N.A. |

| | | | |
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| by the acquirer | | | |
| e) Total (a+b+c+/-d) | 5,746,973 | 3.97% | 3.97% |
| After the acquisition/sale, holding of: | | | |
| a) Shares carrying voting rights | 25,353,704 | 17.53% | 17.53% |
| b) Shares encumbered with the acquirer | N.A. | N.A. | N.A. |
| c) VRs otherwise than by shares | N.A. | N.A. | N.A. |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition | N.A. | N.A. | N.A. |
| e) Total (a+b+c+d) | 25,353,704 | 17.53% | 17.53% |
| (2) BLACKSTONE FAMILY INVESTMENT PARTNERSHIP (SINGAPORE) VI-ESC FDI TWO PTE. LTD. | | | |
| Before the acquisition under consideration, holding of : | | | |
| a) Shares carrying voting rights | 204,883 | 0.14% | 0.14% |
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) | N.A. | N.A. | N.A. |
| c) Voting rights (VR) otherwise than by shares | N.A. | N.A. | N.A. |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) | N.A. | N.A. | N.A. |
| e) Total (a+b+c+d) | 204,883 | 0.14% | 0.14% |
| Details of acquisition/sale | | | |
| a) Shares carrying voting rights acquired/sold | 37,860 | 0.03% | 0.03% |
| b) VRs acquired /sold otherwise than by shares | N.A. | N.A. | N.A. |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold | N.A. | N.A. | N.A. |
| d) Shares encumbered / invoked/released by the acquirer | N.A. | N.A. | N.A. |
| e) Total (a+b+c+/-d) | 37,860 | 0.03% | 0.03% |

| | | | |
|--|-------------------|--------------|--------------|
| After the acquisition/sale, holding of: | | | |
| a) Shares carrying voting rights | 167,023 | 0.11% | 0.11% |
| b) Shares encumbered with the acquirer | N.A. | N.A. | N.A. |
| c) VRs otherwise than by shares | N.A. | N.A. | N.A. |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition | N.A. | N.A. | N.A. |
| e) Total (a+b+c+d) | 167,023 | 0.11% | 0.11% |
| Mode of acquisition/ sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc). | Open market. | | |
| Date of acquisition/ sale of shares /VR or date of receipt of intimation of allotment of shares, whichever is applicable | 14 December 2016. | | |
| Equity share capital / total voting capital of the TC before the said acquisition/ sale | 144,620,801 | | |
| Equity share capital/ total voting capital of the TC after the said acquisition/ sale | 144,620,801 | | |
| Total diluted share/voting capital of the TC after the said acquisition | 144,620,801 | | |

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Signature of the acquirer/ seller / Authorised Signatory


 For BLACKSTONE CAPITAL PARTNERS
 (SINGAPORE) VI FDI TWO PTE. LTD.


 For BLACKSTONE FAMILY INVESTMENT
 PARTNERSHIP (SINGAPORE) VI-ESC FDI
 TWO PTE. LTD.

Place: Singapore
 Date: 16 December 2016

Place: Singapore
 Date: 16 December 2016
