



PO Box 75283, 1070 AG Amsterdam, The Netherlands

SH Kelkar and Company Limited

Lal Bahadur Shastri Marg,
Near Balrajeshwar Temple,
Mulund (West), Mumbai 400 080
Attn: Ms Deepti Chandratre, Company Secretary &
Manager- Legal

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai,
Maharashtra - 400001
Attn: Sr. General Manager, DCS – Listing Department

National Stock Exchange of India Limited,

Exchange Plaza, Plot No. C/1, Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai,
Maharashtra – 400051
Attn: Head – Listing

APG Asset Management

Amsterdam,
3 December 2018

Visiting Address
Gustav Mahlerplein 3
1082 MS Amsterdam

Phone
+31206048373

Attachment(s)
-

Our reference
IMT/jg

Your reference
-

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www.apg.nl

E-mail
Irene.munoz@apg-am.nl

Subject: Disclosure under Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sirs,

Stichting Depository APG Emerging Markets Equity Pool (“**APG**”) has acquired 430.916 equity shares of SH Kelkar and Company Limited (“**Company**”) on November 29th, 2018 due to which the shareholding of APG in the Company has increased beyond 5% (five percent) of the paid-up capital of the Company. The shareholding of APG in the Company is 5.26% (five point two six percent) after APG’s acquisition on November 29th, 2018.

Please find enclosed herewith the disclosure report under the provisions of Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 pursuant to the increase in shareholding of APG in the Company beyond 5% (five percent).

Submitted for your information and necessary action.

Kindly acknowledge the receipt of the same.

Thank you,

For Stichting Depository APG Emerging Markets Equity Pool
as depository of APG Emerging Markets Equity Pool
duly represented by **APG Asset Management N.V.**

Name: **R.H. Tjabbes**
Designation: **Authorized signatory**

Name: **R. van Dijk**
Designation: **Authorized signatory**

ANNEXURE-1

Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition

Name of the Target Company (TC)	SH Kelkar and Company Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Stichting Depository APG Emerging Markets Equity Pool		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	(a) BSE Limited; (b) National Stock Exchange of India Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC(**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
(a) Shares carrying voting rights	7,179,443	4.96%	--
(b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	--	--	--
(c) Voting rights (VR) otherwise than by equity shares	--	--	--
(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)	--	--	--
Total (a+b+c+d)	7,179,443	4.96%	--
Details of acquisition			
(a) Shares carrying voting rights acquired	430,916	0.30%	--
(b) VRs acquired otherwise than by equity shares	--	--	--
(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	--	--	--
(d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	--	--	--
Total (a+b+c+/-d)	430,916	0.30%	--

After the acquisition, holding of acquirer along with PACs of:			
(a) Shares carrying voting rights	7.610.359	5.26%	--
(b) VRs otherwise than by equity shares	--	--	--
(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) after acquisition	--	--	--
(d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	--	--	--
Total (a+b+c+d)	7.610.359	5.26%	
Mode of acquisition (e.g. open market / public issue/ rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Open Market	Open Market	Open Market
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Ordinary Equity Shares	Ordinary Equity Shares	Ordinary Equity Shares
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	November 29 th 2018	November 29 th 2018	November 29 th 2018
Equity share capital / total voting capital of the TC before the said acquisition	7.179.443	4.96%	--
Equity share capital/ total voting capital of the TC after the said acquisition	7.610.359	5.26%	--
Total diluted share/voting capital of the TC after the said acquisition	--	--	--

Signature of the Acquirer/ Authorized Signatory:
For Stichting_Depositary_APG_Emerging_Markets_Equity_Pool
as depositary of APG Emerging Markets Equity Pool
duly represented by APG Asset Management N.V.

Name: _____

Place: **Amsterdam, The Netherlands**
R.H. Tjabbes
Authorized signatory

Name: _____

R. van Dijk
Authorized signatory

fma

Date: **December 3rd, 2018**

Note:

(*) 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.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.