

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

held by promoters are pledge or otherwise encumbered?	Yes	
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the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible
 ry receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall
 f dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above
 ered as 'Zero' by default on submission of the format of holding of specified securities.

NSDL : 07/06/2019	CDSL :07/06/2019
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AV8427G	1	150	0	0	150	0.0001	150	0	150	0.0001	0	0.0001	0	0.0000	0	0.0000	0
	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
	6	16088957	0	0	16088957	11.1249	16088957	0	16088957	11.1249	0	11.1249	0	0.0000	0	0.0000	16088957
	3	2030200	0	0	2030200	1.4038	2030200	0	2030200	1.4038	0	1.4038	0	0.0000	0	0.0000	2030200
ATV0088P	1	2030000	0	0	2030000	1.4037	2030000	0	2030000	1.4037	0	1.4037	0	0.0000	0	0.0000	2030000
DTK0340E	1	100	0	0	100	0.0001	100	0	100	0.0001	0	0.0001	0	0.0000	0	0.0000	100
CTR9775K	1	100	0	0	100	0.0001	100	0	100	0.0001	0	0.0001	0	0.0000	0	0.0000	100
	3	14058757	0	0	14058757	9.7211	14058757	0	14058757	9.7211	0	9.7211	0	0.0000	0	0.0000	14058757
FCK0631B	1	11013757	0	0	11013757	7.6156	11013757	0	11013757	7.6156	0	7.6156	0	0.0000	0	0.0000	11013757
MCA8718L	1	1522500	0	0	1522500	1.0528	1522500	0	1522500	1.0528	0	1.0528	0	0.0000	0	0.0000	1522500
UCS9047E	1	1522500	0	0	1522500	1.0528	1522500	0	1522500	1.0528	0	1.0528	0	0.0000	0	0.0000	1522500
	15	66979421	0	0	66979421	46.3138	66979421	0	66979421	46.3138	0	46.3138	0	0.0000	5587000	8.3414	66979421
	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
	1	15324000	0	0	15324000	10.5960	15324000	0	15324000	10.5960	0	10.5960	0	0.0000	0	0.0000	15324000
	1	15324000	0	0	15324000	10.5960	15324000	0	15324000	10.5960	0	10.5960	0	0.0000	0	0.0000	15324000
FCK7959J	1	15324000	0	0	15324000	10.5960	15324000	0	15324000	10.5960	0	10.5960	0	0.0000	0	0.0000	15324000
	1	15324000	0	0	15324000	10.5960	15324000	0	15324000	10.5960	0	10.5960	0	0.0000	0	0.0000	15324000
	16	82303421	0	0	82303421	56.9098	82303421	0	82303421	56.9098	0	56.9098	0	0.0000	5587000	6.7883	82303421

with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are

regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

SL :07/06/2019



SH Kelkar And Company Limited

Table III - Statement showing shareholding pattern of the Public shareholder

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	(m)	(n)	(o)	(p)	(q)	(r)	(s)	(t)	(u)	(v)	(w)	(x)	(y)	(z)	(aa)	(ab)	(ac)	(ad)	(ae)	(af)	(ag)	(ah)	(ai)	(aj)	(ak)	(al)	(am)	(an)	(ao)	(ap)	(aq)	(ar)	(as)	(at)	(au)	(av)	(aw)	(ax)	(ay)	(az)	(ba)	(bb)	(bc)	(bd)	(be)	(bf)	(bg)	(bh)	(bi)	(bj)	(bk)	(bl)	(bm)	(bn)	(bo)	(bp)	(bq)	(br)	(bs)	(bt)	(bu)	(bv)	(bw)	(bx)	(by)	(bz)	(ca)	(cb)	(cc)	(cd)	(ce)	(cf)	(cg)	(ch)	(ci)	(cj)	(ck)	(cl)	(cm)	(cn)	(co)	(cp)	(cq)	(cr)	(cs)	(ct)	(cu)	(cv)	(cw)	(cx)	(cy)	(cz)	(da)	(db)	(dc)	(dd)	(de)	(df)	(dg)	(dh)	(di)	(dj)	(dk)	(dl)	(dm)	(dn)	(do)	(dp)	(dq)	(dr)	(ds)	(dt)	(du)	(dv)	(dw)	(dx)	(dy)	(dz)	(ea)	(eb)	(ec)	(ed)	(ee)	(ef)	(eg)	(eh)	(ei)	(ej)	(ek)	(el)	(em)	(en)	(eo)	(ep)	(eq)	(er)	(es)	(et)	(eu)	(ev)	(ew)	(ex)	(ey)	(ez)	(fa)	(fb)	(fc)	(fd)	(fe)	(ff)	(fg)	(fh)	(fi)	(fj)	(fk)	(fl)	(fm)	(fn)	(fo)	(fp)	(fq)	(fr)	(fs)	(ft)	(fu)	(fv)	(fw)	(fx)	(fy)	(fz)	(ga)	(gb)	(gc)	(gd)	(ge)	(gf)	(gg)	(gh)	(gi)	(gj)	(gk)	(gl)	(gm)	(gn)	(go)	(gp)	(gq)	(gr)	(gs)	(gt)	(gu)	(gv)	(gw)	(gx)	(gy)	(gz)	(ha)	(hb)	(hc)	(hd)	(he)	(hf)	(hg)	(hh)	(hi)	(hj)	(hk)	(hl)	(hm)	(hn)	(ho)	(hp)	(hq)	(hr)	(hs)	(ht)	(hu)	(hv)	(hw)	(hx)	(hy)	(hz)	(ia)	(ib)	(ic)	(id)	(ie)	(if)	(ig)	(ih)	(ii)	(ij)	(ik)	(il)	(im)	(in)	(io)	(ip)	(iq)	(ir)	(is)	(it)	(iu)	(iv)	(iw)	(ix)	(iy)	(iz)	(ja)	(jb)	(jc)	(jd)	(je)	(jf)	(jg)	(jh)	(ji)	(jj)	(jk)	(jl)	(jm)	(jn)	(jo)	(jp)	(jq)	(jr)	(js)	(jt)	(ju)	(jv)	(jw)	(jx)	(jy)	(jz)	(ka)	(kb)	(kc)	(kd)	(ke)	(kf)	(kg)	(kh)	(ki)	(kj)	(kk)	(kl)	(km)	(kn)	(ko)	(kp)	(kq)	(kr)	(ks)	(kt)	(ku)	(kv)	(kw)	(kx)	(ky)	(kz)	(la)	(lb)	(lc)	(ld)	(le)	(lf)	(lg)	(lh)	(li)	(lj)	(lk)	(ll)	(lm)	(ln)	(lo)	(lp)	(lq)	(lr)	(ls)	(lt)	(lu)	(lv)	(lw)	(lx)	(ly)	(lz)	(ma)	(mb)	(mc)	(md)	(me)	(mf)	(mg)	(mh)	(mi)	(mj)	(mk)	(ml)	(mn)	(mo)	(mp)	(mq)	(mr)	(ms)	(mt)	(mu)	(mv)	(mw)	(mx)	(my)	(mz)	(na)	(nb)	(nc)	(nd)	(ne)	(nf)	(ng)	(nh)	(ni)	(nj)	(nk)	(nl)	(nm)	(nn)	(no)	(np)	(nq)	(nr)	(ns)	(nt)	(nu)	(nv)	(nw)	(nx)	(ny)	(nz)	(oa)	(ob)	(oc)	(od)	(oe)	(of)	(og)	(oh)	(oi)	(oj)	(ok)	(ol)	(om)	(on)	(oo)	(op)	(oq)	(or)	(os)	(ot)	(ou)	(ov)	(ow)	(ox)	(oy)	(oz)	(pa)	(pb)	(pc)	(pd)	(pe)	(pf)	(pg)	(ph)	(pi)	(pj)	(pk)	(pl)	(pm)	(pn)	(po)	(pp)	(pq)	(pr)	(ps)	(pt)	(pu)	(pv)	(pw)	(px)	(py)	(pz)	(qa)	(qb)	(qc)	(qd)	(qe)	(qf)	(qg)	(qh)	(qi)	(qj)	(qk)	(ql)	(qm)	(qn)	(qo)	(qp)	(qq)	(qr)	(qs)	(qt)	(qu)	(qv)	(qw)	(qx)	(qy)	(qz)	(ra)	(rb)	(rc)	(rd)	(re)	(rf)	(rg)	(rh)	(ri)	(rj)	(rk)	(rl)	(rm)	(rn)	(ro)	(rp)	(rq)	(rr)	(rs)	(rt)	(ru)	(rv)	(rw)	(rx)	(ry)	(rz)	(sa)	(sb)	(sc)	(sd)	(se)	(sf)	(sg)	(sh)	(si)	(sj)	(sk)	(sl)	(sm)	(sn)	(so)	(sp)	(sq)	(sr)	(ss)	(st)	(su)	(sv)	(sw)	(sx)	(sy)	(sz)	(ta)	(tb)	(tc)	(td)	(te)	(tf)	(tg)	(th)	(ti)	(tj)	(tk)	(tl)	(tm)	(tn)	(to)	(tp)	(tq)	(tr)	(ts)	(tu)	(tv)	(tw)	(tx)	(ty)	(tz)	(ua)	(ub)	(uc)	(ud)	(ue)	(uf)	(ug)	(uh)	(ui)	(uj)	(uk)	(ul)	(um)	(un)	(uo)	(up)	(uq)	(ur)	(us)	(ut)	(uu)	(uv)	(uw)	(ux)	(uy)	(uz)	(va)	(vb)	(vc)	(vd)	(ve)	(vf)	(vg)	(vh)	(vi)	(vj)	(vk)	(vl)	(vm)	(vn)	(vo)	(vp)	(vq)	(vr)	(vs)	(vt)	(vu)	(vv)	(vw)	(vx)	(vy)	(vz)	(wa)	(wb)	(wc)	(wd)	(we)	(wf)	(wg)	(wh)	(wi)	(wj)	(wk)	(wl)	(wm)	(wn)	(wo)	(wp)	(wq)	(wr)	(ws)	(wt)	(wu)	(wv)	(ww)	(wx)	(wy)	(wz)	(xa)	(xb)	(xc)	(xd)	(xe)	(xf)	(xg)	(xh)	(xi)	(xj)	(xk)	(xl)	(xm)	(xn)	(xo)	(xp)	(xq)	(xr)	(xs)	(xt)	(xu)	(xv)	(xw)	(xx)	(xy)	(xz)	(ya)	(yb)	(yc)	(yd)	(ye)	(yf)	(yg)	(yh)	(yi)	(yj)	(yk)	(yl)	(ym)	(yn)	(yo)	(yp)	(yq)	(yr)	(ys)	(yt)	(yu)	(yv)	(yw)	(yx)	(yy)	(yz)	(za)	(zb)	(zc)	(zd)	(ze)	(zf)	(zg)	(zh)	(zi)	(zj)	(zk)	(zl)	(zm)	(zn)	(zo)	(zp)	(zq)	(zr)	(zs)	(zt)	(zu)	(zv)	(zw)	(zx)	(zy)	(zz)	(aaa)	(aab)	(aac)	(aad)	(aae)	(aaf)	(aag)	(aah)	(aai)	(aaj)	(aak)	(aal)	(aam)	(aan)	(aao)	(aap)	(aaq)	(aar)	(aas)	(aat)	(aau)	(aav)	(aaw)	(axx)	(axy)	(axz)	(aya)	(ayb)	(ayc)	(ayd)	(aye)	(ayf)	(ayg)	(ayh)	(ayi)	(ayj)	(ayk)	(ayl)	(aym)	(ayn)	(ayo)	(ayp)	(ayq)	(ayr)	(ays)	(ayt)	(ayu)	(ayv)	(ayw)	(ayx)	(ayy)	(ayz)	(bba)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)	(bbb)
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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.

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



