



**S H KELKAR AND COMPANY LIMITED**

Registered Office: Devkaran Mansion, 36, Mangaldas Road, Mumbai - 400002

Corporate Office: Lal Bahadur Shastri Marg, Mulund (West), Mumbai - 400 080

CIN No: L74999MH1955PLC009593

Tel No: +91222164 9163; Fax No: +91222164 9766; Website: www.keva.co.in; Email Id: investors@keva.co.in

## NOTICE

NOTICE is hereby given that the 60th Annual General Meeting of the Members of S H KELKAR AND COMPANY LIMITED (the "Company") will be held on Tuesday, 09 August, 2016 at Indraprastha Hall, 261, Balrajeshwar Road, Vaishali Nagar, Mulund (West), Mumbai - 400080 at 3.30 p.m. to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider, approve and adopt the audited Standalone and Consolidated Financial Statements of the Company for the year ended 31 March, 2016, along with the Report of Board of Directors and Auditors thereon.
2. To confirm interim dividend on equity shares declared for the financial year 2015-16 as final dividend.
3. To appoint a Director in place of Mr. Amit Dalmia (DIN: 05313886), non-executive/non-independent Director, who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify appointment of B S R & Co. LLP, Chartered Accountants (Registration No. 101248W/W-100022), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 61st Annual General Meeting of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provision of Sections 139-142 and all other applicable provisions of the Companies Act, 2013 and the

Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of B S R & Co. LLP, Chartered Accountants (Registration No. 101248W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, be and is hereby ratified by the Members on such remuneration as may be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors  
of S H KELKAR AND COMPANY LIMITED  
CIN: L74999MH1955PLC009593

Deepti Chandratre  
Company Secretary

Date: 14 July 2016

Regd. Office: Devkaran Mansion,  
36, Mangaldas Road, Mumbai - 400002  
e-mail: investors@keva.co.in

**NOTES:**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on a poll instead of himself. Such a proxy need not be a member of the Company. Proxies, in order to be valid and effective, must be delivered at the registered/corporate office of the Company not later than forty-eight hours before the commencement of the Annual General Meeting (AGM). Proxy Form is enclosed.
2. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the AGM.
4. The Share Transfer Books and Register of Members of the Company will remain closed from Monday, 01 August 2016 to Tuesday, 09 August 2016 (both days inclusive) for annual closing.
5. In terms of the provisions of the Companies Act, 2013 and rules made thereunder and Articles of Association of the Company, Mr. Amit Dalmia retires by rotation and being eligible, offers himself for re-appointment. A brief resume of Mr. Amit Dalmia along with nature of his expertise is given herewith and forms part of the notice convening the AGM.
6. Members, Proxies and Authorised Representatives are requested to bring the attendance slip enclosed herewith duly completed and signed along with their copy of Annual Report to the AGM. Only registered Members carrying the attendance slip and the holders of valid proxies registered with the Company will be permitted to attend the AGM. Members holding shares in dematerialised form are requested to bring their Client ID and DP ID details for identification.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members are requested to intimate immediately the change of address or demise of any Member, if any, to the Company's Registrar and Transfer Agents to prevent frauds.
9. Members are requested to register / update their bank details with their Depository Participants as well as the Company to enable expeditious credit of the dividend to their bank accounts electronically.
10. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Company's Registrar and Share Transfer Agent for revalidation and encash them before the due dates. The Company has uploaded the details of unpaid and unclaimed dividend lying with the Company on the website of the Company [www.keva.co.in](http://www.keva.co.in).
11. Members desiring any information with regard to Accounts/ Reports are requested to write to the Company Secretary at least ten days before the AGM so as to enable the Management to keep the information ready.
12. Investors may address their queries/communications to [investors@keva.co.in](mailto:investors@keva.co.in) and/or [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
13. The Annual Report is being sent through electronic mode only to the Members whose e-mail addresses are registered with the Company/Depository Participant (s) unless any Member has requested for physical copy of the Report. For Members who have not registered their e mail addresses, physical copies of the Annual Reports are being sent by permitted mode.
14. To support the green initiatives taken by Ministry of Corporate Affairs, Members are requested to register their email Address with Depository Participant only and not to the Company or its Registrar and Transfer Agent. Any such changes effected by the Depository Participant will automatically reflect in the Company's subsequent records.
15. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the AGM.
16. The annual report of the Company circulated to the Members of the Company, will be made available on the Company's website at [www.keva.co.in](http://www.keva.co.in)
17. A roadmap showing directions to reach the venue of the AGM is given at the end of this Notice.
18. Voting through Electronic means:  
In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, the Company is pleased to offer remote e-voting facility as an alternative mode of voting which will enable all the Members to cast their votes electronically on the resolutions mentioned in the Notice of the AGM. The business at the AGM may be transacted through e-voting services provided by Central Depository Services Limited (CDSL). Members who have cast their votes by e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

E-voting is optional and e-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on Tuesday, 02 August 2016. The e-voting period

commences on Saturday, 06 August 2016 (9.00 a.m.) and ends on Monday, 08 August 2016 (5.00 p.m.). The voting module shall be disabled by CDSL for voting thereafter.

The facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM who have not already cast their votes by e-voting, shall be able to exercise their rights at the AGM through ballot paper.

The Company has appointed Mr. S. Anantha Rama Subramanian (Membership No. 4443/ CP. No. 1925), Proprietor, M/s. S. Anantha & Co, Company Secretaries, Mumbai as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

The instructions for members voting electronically are as under:

- i) Log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com).
- ii) Click on "Shareholders" tab.
- iii) Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Enter the Image Verification as displayed and Click on Login.
- v) If you had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vi) If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. Members who have not updated their PAN with the Company/Depository Participant are requested to use 10 - digits sequence number printed in BOLD at TOP RIGHT SIDE of the address sticker affixed on this Annual Report.

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password can also be used for voting on resolutions of any other company on which they are eligible to vote provided that such company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) Click on Electronic Voting Sequence Number (EVSN) – 160707007 for S H Kelkar and Company Limited. This will take you to the voting page.
  - x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, the option "YES / NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the Resolution.
  - xi) Click on the "RESOLUTIONS FILE LINK", if you wish to view the entire Resolution details.
  - xii) After selecting the resolution you have decided to vote, now click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- xv) If you have forgotten the changed password then enter the User ID, Image Verification Code and click on Forgot Password & enter the details as prompted by the system.
- xvi) Note for Non-Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

By Order of the Board of Directors  
of S H KELKAR AND COMPANY LIMITED  
CIN: L74999MH1955PLC009593

Deepti Chandratre  
Company Secretary

Date: 14 July 2016  
Regd. Office: Devkaran Mansion,  
36, Mangaldas Road, Mumbai - 400002  
e-mail: [investors@keva.co.in](mailto:investors@keva.co.in)

## ANNEXURE TO ITEM NO. 3 OF THE NOTICE

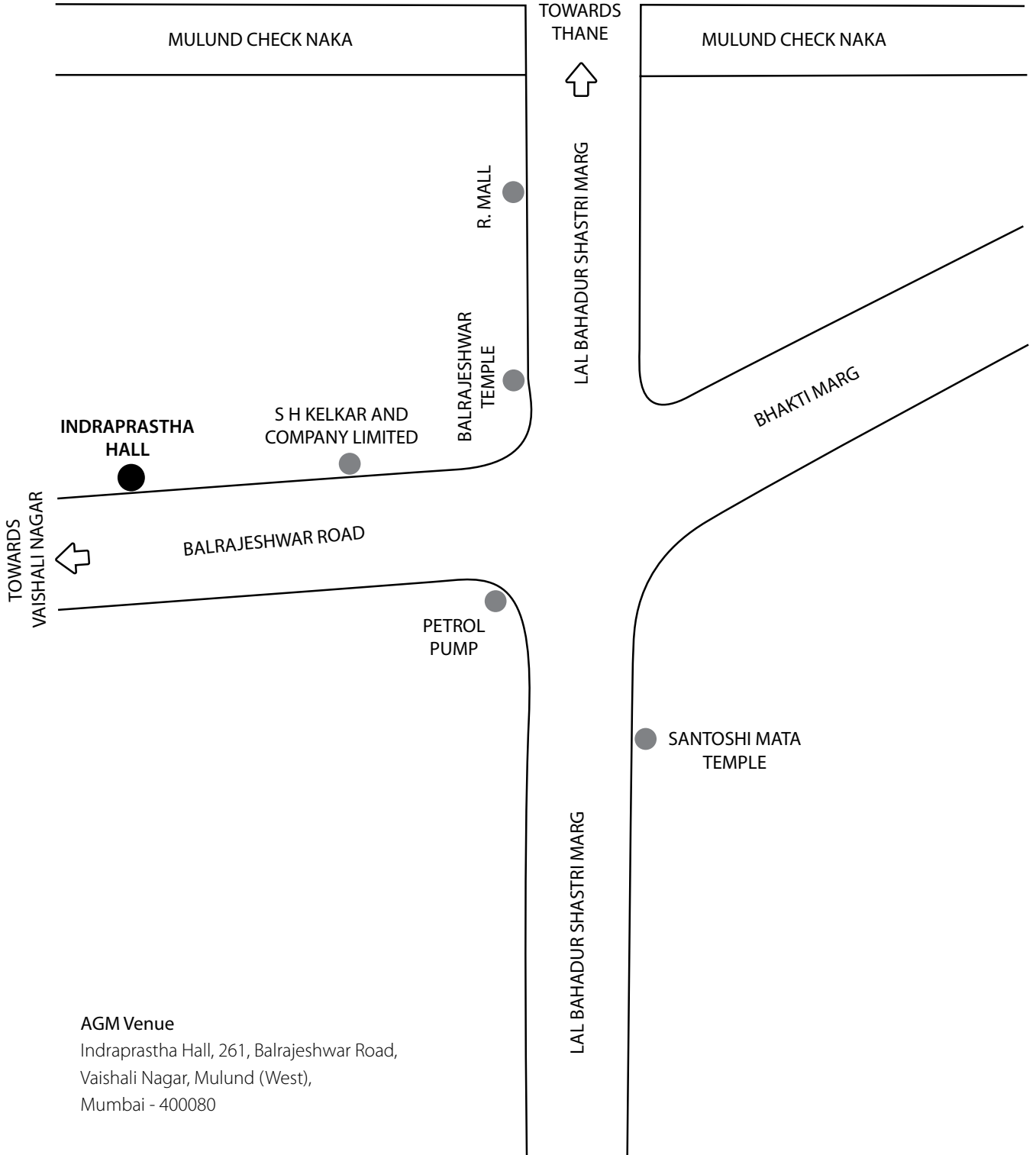
### Information on Director seeking Re-appointment

(Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

#### Brief Resume of Mr. Amit Dalmia:

Amit Dalmia, aged 40 years, holds a degree of Bachelor of Commerce (Hons.) from St. Xaviers' College, University of Kolkata. He is a qualified Chartered Accountant from the Institute of Chartered Accountants of India where he obtained first rank in the said examination. He is also a qualified Cost Accountant from the Institute of Cost and Works Accountants of India and a Company Secretary registered with the Institute of Company Secretaries of India. He has been a Director on the Company's Board since August 08, 2012. He is an expert in the field of Finance, Operations, Strategy and Development. He does not hold any shares in the Company and is not related to any other Director of the Company. He is a Director on the Board of CMS IT Services Pvt. Ltd. and does not hold position of Member/Chairman of Committees of the Board of the said company.

ROUTE MAP TO THE AGM VENUE



**AGM Venue**  
Indraprastha Hall, 261, Balrajeshwar Road,  
Vaishali Nagar, Mulund (West),  
Mumbai - 400080