

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 61st Annual General Meeting of the Members of S H KELKAR AND COMPANY LIMITED (the "Company") will be held on 10 August 2017 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 2017 alongwith the Report of Board of Directors and Auditors thereon.
2. To declare dividend for the financial year ended 31 March 2017.
3. To appoint a Director in place of Mr. Amit Dixit (DIN: 01798942), a 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 62nd 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 section 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 2017

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 AT THE ANNUAL GENERAL MEETING ON A POLL AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

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. A Proxy form is enclosed herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. 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). During the period beginning 24 hours before the time fixed for the AGM and ending with the conclusion of the AGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days of notice in writing is given to the Company.

2. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing the representative to attend and vote on their behalf at the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 04 August 2017 to Thursday, 10 August 2017 (both days inclusive) for annual closing and determining the entitlement of the members to the dividend for the financial year ended 31 March 2017.

Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the AGM, will be paid on or after Thursday, 10 August 2017 to those members whose names appear on the Register of Members as on Thursday, 03 August 2017. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as at the close of business hours on Thursday, 03 August 2017 as per the details furnished by the Depositories, viz. National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) for the purpose as on that date.

4. In terms of the provisions of the Companies Act, 2013 and rules made thereunder and Articles of Association of the Company, Mr. Amit Dixit retires by rotation and being eligible, offers himself for re-appointment. A brief resume of Mr. Amit Dixit along with nature of his expertise is given herewith and forms part of the notice convening the AGM.
5. 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.
6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
7. 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.
8. 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.
9. In order to communicate the important and relevant information and events to the members in a cost-efficient manner, members are encouraged to register their e-mail addresses with their respective Depository Participants.
10. 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.
11. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has placed on its website www.keva.co.in, the information on dividends which remain with the Company unclaimed as on 09 August 2017 i.e. the date of the last AGM. Members who have not encashed their dividend warrants pertaining to earlier declared dividends are requested to lodge their claims Link Intime India Pvt. Ltd., the Company's Registrar & Transfer Agent, at the earliest for obtaining payments thereof. Members are advised that no claim shall lie with respect to unclaimed dividend after it is transferred to the IEPF.

12. Members holding shares in dematerialised form may please note that, while opening a depository account with Depository Participants, they would have given their bank account details, which will be printed on their dividend warrants. However, if members want to change/correct the bank account details, they should send the same immediately to the Depository Participant concerned. Members are also requested to give the MICR code of their bank to their Depository Participant. The Company will not entertain any direct request from Members for cancellation/change in the bank account details furnished by Depository Participants to the Company.
13. 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.
14. Investors may address their queries/communications to investors@keva.co.in and/or rnt.helpdesk@linkintime.co.in
15. 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. The Annual Report can also be viewed on the website of the Company at www.keva.co.in.
16. Relevant documents referred to in the accompanying Notice 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.
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 at the close of business hours on Thursday, 03 August 2017. The e-voting period commences on Monday, 07 August 2017 (9.00 a.m.) and ends on Wednesday, 09 August 2017 (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 shareholders voting electronically are as under:

- i) Log on to the e-voting website: 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 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:

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| 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 digit sequence number printed in BOLD at TOP RIGHT SIDE of the address sticker affixed on this Annual Report. |
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- 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) – 170707008 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:
 - a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c) 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.
 - d) The list of accounts should be mailed to 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 under help section or write an email to 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 2017

Regd. Office: Devkaran Mansion, 36, Mangaldas Road, Mumbai - 400002

e-mail: investors@keva.co.in

ANNEXURE TO ITEM NO. 3 OF THE NOTICE

Information on Director seeking Re-Appointment

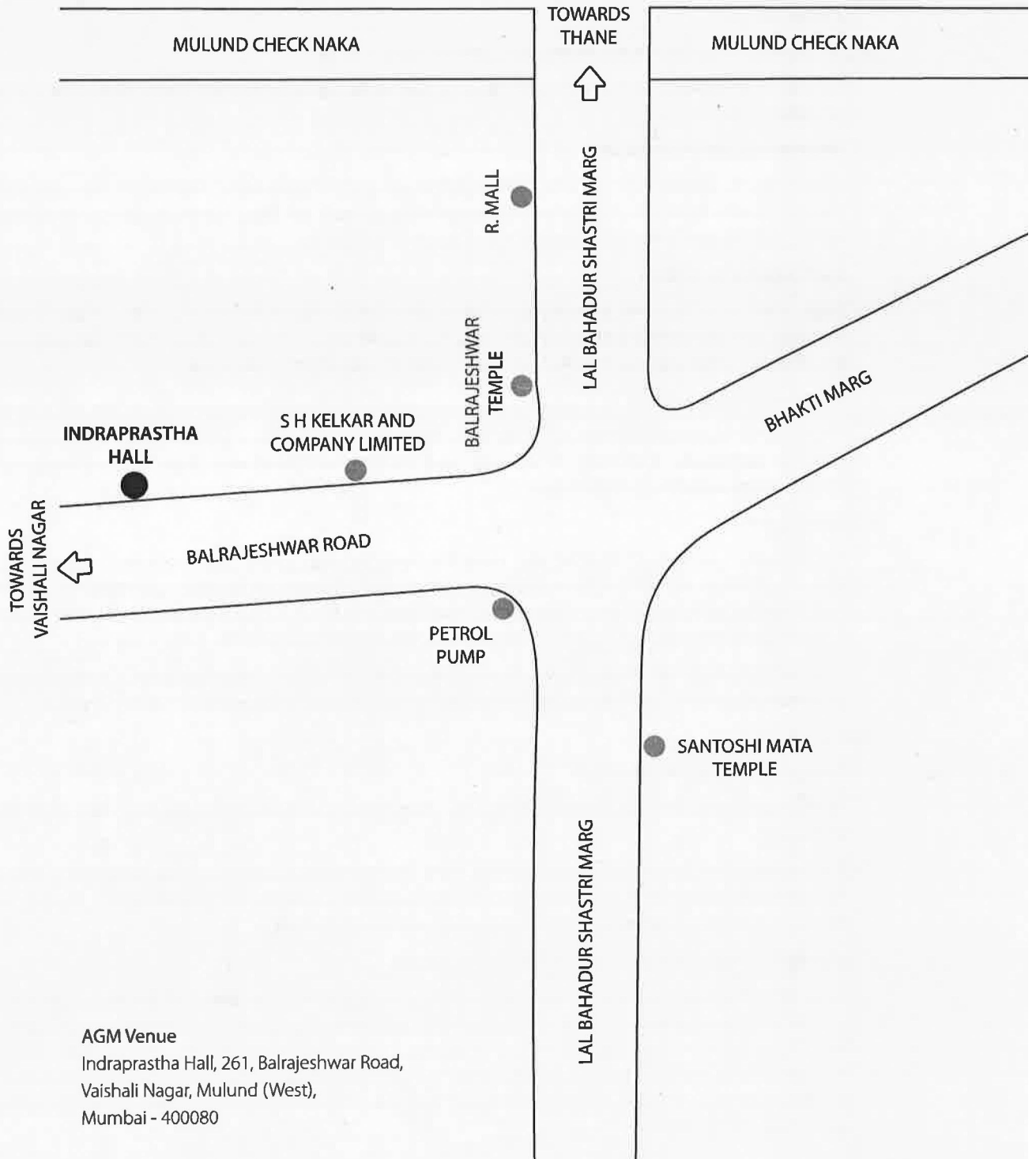
(Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Brief Resume of Mr. Amit Dixit:

Mr. Amit Dixit, aged 42 years, holds a degree of Master of Business Administration from Harvard University (Harvard Business School), Master of Science from the Leland Stanford Junior University (Stanford University) and Bachelor of Technology from the Indian Institute of Technology, Mumbai (IIT). He was awarded the 'Director's Silver Medal' for graduating at the top of his program at IIT in the year 1995. He has total experience of 15 years. 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 Jagran Prakashan Ltd., Mphasis Ltd., NCC Ltd, Midday Infomedia Ltd, Hindustan Powerprojects Pvt Ltd, Jagran Media Network Investment Pvt Ltd, Blackstone Advisors India Pvt Ltd, Intelnet Global Services Pvt Ltd , IBS Software Pte Ltd, Salt Bidco, Hummingbird Island Airlines Ltd, Seaplane Holding Cayman Ltd, Salt Topco, Maldivian Air Taxi Pvt Ltd, Trans Maldivian Airways Pvt Ltd and holds position of Member of Committees of the Board of Jagran Prakashan Ltd (Audit Committee), Hindustan Powerprojects Pvt Ltd (Audit Committee), Blackstone Advisors India Pvt Ltd (CSR Committee), NCC Ltd. (Audit Committee and Nomination and Remuneration Committee), Intelnet Global Services Pvt Ltd (Audit Committee, CSR Committee and Remuneration Committee) and Mphasis Ltd. (Audit Committee, CSR Committee and Nomination and Remuneration Committee).

ROUTE MAP TO THE AGM VENUE



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