

**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

**POSTAL BALLOT FORM**

(To be returned to Scrutinizer appointed by the Company)

Postal Ballot No.:

1. Name and Registered Address of the sole/first named Member :
2. Name(s) of Joint-Holder(s), if any :
3. DP ID No. / Client ID No. :
4. Number of equity shares held :

I/We hereby exercise my/our vote in respect of the under-mentioned resolutions set out in the Notice dated September 22, 2017 to be passed by means of Postal Ballot by sending my/our assent or dissent to the said resolutions by placing the tick (v) mark in the appropriate box below:

Item No.	Brief Particulars of the Resolution	No. of Equity Share(s)	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Special Resolution to approve the S H Kelkar Stock Appreciation Rights Scheme 2017 for the benefit of the employees of the Company.			
2.	Special Resolution to approve the S H Kelkar Stock Appreciation Rights Scheme 2017 for the benefit of the employees of the Subsidiary Company(ies) of the Company.			
3.	Special Resolution to authorize the S H Kelkar Employee Benefit Trust for secondary acquisition for implementation of the S H Kelkar Stock Appreciation Rights Scheme 2017.			
4.	Special Resolution to approve giving loan/provision of money by the Company to the S H Kelkar Employee Benefit Trust for purchase of the shares of the Company for the implementation of S H Kelkar Stock Appreciation Rights Scheme 2017.			

Place:

Date:

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 Signature of the Member

**Electronic Voting Particulars**

<b>EVSN (Electronic Voting Sequence Number)</b>	<b>*Default PAN</b>
<b>170925011</b>	

Note:

- (i) Please read the instructions printed overleaf before exercising your vote through this form or e-voting.
- (ii) Last date for receipt of Postal Ballot Forms by the Scrutinizer is Wednesday, November 01, 2017.

## SH KELKAR AND COMPANY LIMITED

### INSTRUCTIONS

1. A Member desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached postage prepaid self - addressed Business Reply Envelope which shall be properly sealed with adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage prepaid self - addressed Business Reply Envelope, will also be accepted.
2. The self-addressed Business Reply Envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with Company/ Depository Participant. In case shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Member may vote on the Postal Ballot mentioning the registration no. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
4. Consent must be accorded by placing a tick mark (✓) in the column 'I/We assent to the Resolution' or dissent must be recorded by placing a tick mark (✓) in the column, 'I/We dissent to the Resolution'.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5.00 p.m.) on Wednesday, November 01, 2017. The Members are requested to send the duly completed Postal Ballot Form well before Wednesday, November 01, 2017 providing sufficient time for postal transit.
6. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on Friday, September 22, 2017.
7. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by certified copy of Board Resolution/ Authority and preferably with the attested specimen signature(s) of the duly authorised signatory(s) giving requisite authority to the person on the Postal Ballot Form.
8. Members are requested not to send any paper (other than the resolution /authority as mentioned under Sr. No. 3 and Sr. No. 7 above) along with the Postal Ballot Form in the enclosed postage prepaid self - addressed Business Reply Envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
9. A Member cannot exercise his vote by proxy on postal ballot.
10. There will be only one Postal Ballot Form for every folio irrespective of the number of joint shareholder(s).
11. Incomplete, unsigned or incorrect, defaced or mutilated postal ballot forms will be rejected.
12. Members from whom no postal ballot is received / is received after the aforesaid stipulated period, shall not be counted for the purpose of passing of the resolution(s).
13. The Scrutinizer's decision on the validity of a postal ballot will be final and binding.
14. The result of the voting on the resolutions will be declared at the Corporate Office of the company on or before Friday, November 03, 2017. The results will be informed to the stock exchanges on which the shares of the Company are listed and hosted on the Company's website [www.keva.co.in](http://www.keva.co.in) accordingly.
15. The Company is pleased to offer e-voting facility as an alternative for all the Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure of e-voting has been provided in the Postal Ballot Notice.
16. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case a Member is opting for voting by Postal ballot, then please do not cast your vote by e-voting and vice-versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and votes cast through Postal Ballot Form shall be considered invalid.
17. A Member seeking duplicate Postal Ballot Form or having any query pertaining to the resolutions proposed to be passed by Postal Ballot or the Postal Ballot process can write to the Company Secretary, S H Kelkar and Company Limited, Lal Bahadur Shastri Marg, Mulund (West), Mumbai – 400080, Maharashtra, India or to the E-mail ID : [www.keva.co.in](mailto:www.keva.co.in). Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than the closing of working hours (5.00 p.m.) on Wednesday, November 01, 2017.