



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 62nd Annual General Meeting of the Members of S H KELKAR AND COMPANY LIMITED (the "Company") will be held on Thursday, August 09, 2018 at Indraprastha Hall, 261, Balrajeshwar Road, Vaishali Nagar, Mulund (West), Mumbai - 400080 at 5.00 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 March 31, 2018 alongwith the Report of Board of Directors and Auditors thereon.
2. To declare dividend for the financial year ended March 31, 2018.
3. To appoint a Director in place of Mrs. Prabha Vaze (DIN: 00509817), Non-Executive/Non-Independent Director, who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS

4. To appoint Mr. Shrikant Oka (DIN: 08135918) as an Independent Director 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 the provisions of Sections 149, 150, and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactment(s) thereof, for the time being in force and the Articles of Association of the Company, Mr. Shrikant Oka (DIN: 08135918) who was appointed as an Additional Director (Non-Executive & Independent) of the Company and who holds office up to the date of this Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years with effect from May 25, 2018.'

5. To appoint Mr. Deepak Raj Bindra (DIN: 06835196) as a Director 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 the provisions of Sections 152 and 161 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, including any statutory modifications or re-enactment(s) thereof, for the time being in force and the Articles of Association of the Company, Mr. Deepak Raj Bindra (DIN: 06835196) who was appointed as an Additional Director (Non-Executive & Non-independent) of the Company with effect from May 25, 2018 and who holds office up to the date of this Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing proposing his candidature for the office of a Director liable to retire by rotation, be and is hereby appointed as a Director of the Company liable to retire by rotation.'

6. To ratify the remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants, appointed as Cost Auditors of the Company for the financial year 2018-19 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 Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Kishore Bhatia & Associates, Cost Accountants, appointed as Cost Auditors by the Board of Directors to audit the cost records of the Company for the financial year 2018-19, be paid a remuneration of Rs. 1,80,000/- plus out-of-pocket expenses and applicable service tax that may be incurred.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to perform all such 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: July 13, 2018
Regd. Office: Devkaran Mansion, 36, Mangaldas Road, Mumbai - 400002
e-mail: investors@keva.co.in

NOTES:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013 with respect to Item Nos. 4, 5 and 6 forms part of this Notice. Additional information, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards on General Meetings in respect of Directors ("Secretarial Standards") seeking appointment/re-appointment at the Annual General Meeting ("AGM") is furnished as annexure to the Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE AGM 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 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.

3. Corporate members intending to send their authorised representatives to attend the AGM 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 AGM.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, August 03, 2018 to Thursday, August 09, 2018 (both days inclusive) for annual closing and determining the entitlement of the members to the dividend for the financial year ended March 31, 2018.

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 Friday, August 10, 2018 to those members whose names appear on the Register of Members as on Thursday, August 02, 2018. 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, August 02, 2018 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.

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. Members who have not encashed their dividend warrants pertaining to earlier declared dividends are requested to lodge their claims to 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.
11. 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.
12. 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.

-
13. Investors may address their queries/communications to investors@keva.co.in and/or rnt.helpdesk@linkintime.co.in
 14. 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 www.keva.co.in.
 15. 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.
 16. A roadmap showing directions to reach the venue of the AGM is given at the end of this Notice.
 17. 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 the Listing Regulations, 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, August 02, 2018. The e-voting period commences on Monday, August 06, 2018 (9.00 a.m.) and ends on Wednesday, August 08, 2018 (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. Ved Prakash (Membership No. 36837/CP. No. 16986), Designated Partner, M/s. S. Anantha & Ved LLP., 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.
- 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:

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.
------------	---

- 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) – 180625001 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 Chandrate
Company Secretary

Date: July 13, 2018
Regd. Office: Devkaran Mansion, 36, Mangaldas Road, Mumbai – 400002
e-mail: investors@keva.co.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to Item Nos. 4, 5 and 6 mentioned in the accompanying Notice.

Item No 4:

The Board of Directors has appointed Mr. Shrikant Oka as an Additional Director (Non-Executive & Independent) of the Company with effect from May 25, 2018, on the recommendation of the Nomination and Remuneration Committee. As per the provisions of Section 161(1) of the Act, he holds office up to the date of this AGM of the Company and is eligible for appointment an Independent of the Company not liable to retire by rotation for a period of 5 years with effect from May 25, 2018.

The details of Mr. Shrikant Oka as required to be given pursuant to the Listing Regulations and the Secretarial Standards, are attached to the Notice. Mr. Oka's appointment will enable the Company to leverage his strong expertise and background to guide the Company on legal matters. In the opinion of the Board, Mr. Shrikant Oka fulfils the conditions for appointment as specified under the Companies Act, 2013. The Company has received a Notice in writing under Section 160 of the Act, proposing his candidature for the office of Independent Director. A copy of the letter of appointment of Mr. Shrikant Oka as an Independent Director setting out the terms and conditions is available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days up to the date of the AGM.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Shrikant Oka, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 4.

The Board of Directors recommends the Ordinary Resolution as set out in Item No. 4 of the Notice for the approval of the Members.

Item No 5:

The Board of Directors has appointed Mr. Deepak Raj Bindra as an Additional Director (Non-Executive & Non-Independent) of the Company with effect from May 25, 2018, on the recommendation of the Nomination and Remuneration Committee. As per the provisions of Section 161(1) of the Act, he holds office up to the date of this AGM of the Company and is eligible to be appointed as a Director of the Company, liable to retire by rotation.

The details of Mr. Deepak Raj Bindra as required to be given pursuant to the Listing Regulations and the Secretarial Standards, are attached to the Notice. Mr. Bindra's professional expertise, significant experience and perspectives will be very helpful in the Company's journey towards becoming leading global player. The Company has received a Notice in writing under Section 160 of the Act, proposing his candidature for the office of Director.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Deepak Raj Bindra, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 5.

The Board of Directors recommends the Ordinary Resolution as set out in Item No. 5 of the Notice for the approval of the Members.

Item No 6:

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records for applicable products of the Company and the remuneration to be paid to the Cost Auditor is Subject to ratification by members of the Company.

On the recommendation of the Audit Committee, at its meeting held on May 25, 2018, the Board considered and approved the appointment of M/s. Kishore Bhatia & Associates, Cost Accountants, as the Cost Auditor for the financial year 2018-19 at a remuneration of Rs. 1,80,000/- plus out-of-pocket expenses and applicable service tax.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No. 6.

The Board of Directors recommends the Ordinary Resolution as set out in Item No. 6 of the Notice for the approval of the Members.

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

Deepti Chandratre
Company Secretary

Date: July 13, 2018
Regd. Office: Devkaran Mansion, 36, Mangaldas Road, Mumbai – 400002
e-mail: investors@keva.co.in

ANNEXURE TO THE NOTICE

Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting
[Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

Name of Director	Prabha Vaze	Deepak Raj Bindra	Shrikant Oka
Category	Non-Executive Director	Non-Executive Director	Independent Director
DIN	00509817	06835196	08135918
Date of Birth and Age	June 19, 1946 71 years	June 04, 1947 70 years	September 14, 1958 59 years
Qualification	Bachelor's in Science from University of Mumbai	Bachelor's in Commerce from University of Mumbai, Chartered Accountant, FCA from UK	Bachelor's in Science & LLB from University of Mumbai
Nature of Expertise/Experience	Industrialist	Business Management	Solicitor
Brief Resume	Appended at the end of this table	Appended at the end of this table	Appended at the end of this table
First Appointment on the Board	October 29, 1980	May 25, 2018	May 25, 2018
Terms & Conditions of Appointment/re-appointment	Appointment as a Non – Executive Director liable to retire by rotation	Appointment as a Non – Executive Director liable to retire by rotation	Appointment as an Independent Director for 5 years with effect from May 25, 2018
Last Drawn remuneration details along with remuneration sought to be paid	As a Non-Executive Director, she is entitled to sitting fees for attending meetings of the Board/Committee within the limits set out in the Companies Act, 2013	As a Non-Executive Director, he is entitled to sitting fees for attending meetings of the Board/ Committee within the limits set out in the Companies Act, 2013	As a Non-Executive Director, he is entitled to sitting fees for attending meetings of the Board/ Committee within the limits set out in the Companies Act, 2013
No. of shares held in S H Kelkar and Company Limited as at March 31, 2018	50,14,514	Nil	Nil
Relationship with Directors/ Manager/KMP	Spouse of Mr. Ramesh Vinayak Vaze & Mother of Mr. Kedar Ramesh Vaze	Not Related	Not Related
No. of Board meetings attended out of 7 meetings held during the year	5	NA	NA

Name of Director	Prabha Vaze	Deepak Raj Bindra	Shrikant Oka
Directorship Details	<p>Listed Company: S H Kelkar and Company Limited</p> <p>Private Companies: Keva Flavours Pvt Ltd Keva Biotech Pvt Ltd Keva Fragrances Pvt Ltd (Formerly known as KV Arochem Pvt Ltd) Keva Aromatics Pvt Ltd Saiba Industries Pvt Ltd Keva Properties Pvt Ltd Keva Constructions Pvt Ltd ASN Investment Advisors Pvt Ltd SKK Industries Pvt Ltd Rasiklal Hemani Agencies Pvt Ltd VN Creative Chemicals Pvt Ltd</p>	<p>Listed Company: S H Kelkar and Company Limited</p>	<p>Listed Company: S H Kelkar and Company Limited</p>
Committee Positions	<p>Member: <u>Corporate Social Responsibility Committee:</u> S H Kelkar and Company Limited</p>	<p>Member: <u>Stakeholders' Relationship Committee & Nomination and Remuneration Committee:</u> S H Kelkar and Company Limited</p>	<p>Member: <u>Audit Committee:</u> S H Kelkar and Company Limited</p>

Brief Profile of Mrs. Prabha Vaze:

Mrs. Prabha Vaze is a Non-Executive Director of our Company. She holds a degree of Bachelor of Science from University of Bombay. She has more than 35 years of experience in the Company. She is actively involved in various CSR activities of Keva group.

Brief Profile of Mr. Shrikant Oka:

Mr. Shrikant Oka obtained a degree in Science (B.Sc.) from Mumbai University and thereafter obtained L.Lb degree in 1983. He is a senior lawyer specialized in civil matters since last 35 years. He has advised several companies including government and multinational companies on civil matters covering commercial transactions, property matters and litigations. He is a keen observer of the evolution of the property law and is a trekking enthusiast. Mr. Oka has been appearing as a Senior Counsel in litigations of various municipal corporations.

Brief Profile of Mr. Deepak Raj Bindra:

Mr. Deepak Raj Bindra obtained a degree in commerce (B.Com) from Punjab University and qualified as a Chartered Accountant in 1972. He was later admitted as FCA in Institute of Chartered Accountants in England & Wales. After initial few years with KPMG in London, he joined Unilever Group where he worked for about 23 years in a variety of different segments and senior management roles. His vast experience includes setting up of large greenfield projects, turn around of businesses, heading profit centres dealing in both fast moving consumer goods as well as consumer durables. He has worked in Quest International, an International Flavour & Fragrance company (a part of Unilever Group that was later sold to ICI plc) for about 13 years as a CEO India, Divisional Director NAMECA (North Africa, Middle East, Central Asia) in Egypt and Global Key Account Director in Holland. Post retirement from Quest, he worked as a Business consultant helping SMEs to bring about change management and turn-around of their businesses.

ROUTE MAP TO THE AGM VENUE

