



## 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 63<sup>rd</sup> Annual General Meeting of the Members of S H KELKAR AND COMPANY LIMITED (the "Company") will be held on Friday, August 09, 2019 at Indraprastha Hall, 261, Balrajeshwar Road, Vaishali Nagar, Mulund (West), Mumbai - 400080 at 4.30 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 March 31, 2019 alongwith the Report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Amit Dalmia (DIN: 05313886), a non-executive/non-independent Director, who retires by rotation and being eligible offers himself for re-appointment.
3. To re-appoint B S R & Co. LLP, holding Registration No. 101248W with the Institute of Chartered Accountants of India (ICAI), as Statutory Auditors 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 139, 142 and other applicable provisions of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), B S R & Co. LLP, holding Registration No. 101248W with the Institute of Chartered Accountants of India (ICAI), be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of 63<sup>rd</sup> Annual General Meeting (i.e. this Annual General Meeting) until the conclusion of the 65<sup>th</sup> Annual General Meeting to be held in 2021 **AND THAT** the Board of Directors of the Company be and is hereby authorised to fix their remuneration."

#### SPECIAL BUSINESS

4. To ratify the remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants, appointed as Cost Auditors of the Company for the financial year 2019-20 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 2019-20, be paid a remuneration of ₹ 1,80,000/- per annum plus applicable taxes and out-of-pocket expenses 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  
Membership No: A20759

Date: July 05, 2019  
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. 3 and 4 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 Standard 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 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 AGM.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 03 2019 to Friday, August 09 2019 (both days inclusive) for annual closing.
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.
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](http://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 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. The Annual Report can also be viewed on the website of the Company [www.keva.co.in](http://www.keva.co.in).
14. 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.
15. A roadmap showing directions to reach the venue of the AGM is given at the end of this Notice.

16. 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) 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 Friday, August 02 2019. The e-voting period commences on Tuesday, August 06 2019 (9.00 a.m.) and ends on Thursday, August 08 2019 (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 or failing him Mr. Sachin Sharma (Membership No. 46900 / CP. No. 20423), 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 shareholders voting electronically are as under:

- i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii) Click on Shareholders / Members
- iii) Now 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) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and 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:

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 the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form 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 is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that 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) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.



- xi) 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.
- xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii) After selecting the resolution you have decided to vote on, 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.
- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii) 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](http://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](mailto: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 linked in the login 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.
- xix) 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  
Membership No: A20759

Date: July 05, 2019  
Regd. Office: Devkaran Mansion, 36, Mangaldas Road, Mumbai – 400002  
e-mail: [investors@keva.co.in](mailto: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. 3 and 4 mentioned in the accompanying Notice.

### Item No. 3:

M/s. B S R & Co. LLP (Registration No. 101248W) were appointed as Statutory Auditors of the Company for a period of 5 years from the conclusion of the 58th Annual General Meeting until the conclusion of 63rd Annual General Meeting (i.e. from FY 2014-15 to FY 2018-19). Prior to M/s. B S R & Co. LLP, its affiliates M/s. B S R & Co were serving as Statutory Auditors of the Company in respect of financial years 2011-12 to 2013-14.

As per the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, an audit firm can be appointed as statutory auditor for not more than two terms of five consecutive years. M/s. B S R & Co. LLP having served as statutory auditors (by itself/through its affiliated firms) for a period of eight financial years, can be re-appointed as statutory auditors for a term of two years only.

Accordingly, on the recommendation of the Audit Committee, at its meeting held on May 22 2019, the Board of Directors of the Company ('Board') considered and approved the appointment of M/s. B S R & Co. LLP for a period of two years from the conclusion of 63rd Annual General Meeting until the conclusion of 65th Annual General Meeting to be held in 2021, at a remuneration as may be fixed by the Board.

B S R & Co. was constituted on March 27, 1990. It was converted into a limited liability partnership i.e. B S R & Co. LLP on October 14, 2013. The registered office of the firm is at 5th Floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai, Maharashtra - 400 011. B S R & Co. LLP is a member entity of B S R & Associates, a network registered with the Institute of Chartered Accountants of India. The other entities which are part of the B S R & Associates network include B S R & Associates LLP, B S R & Company, B S R and Co, B S R and Associates, B S R and Company, B S R R & Co, B S S R & Co and B B S R & Co. B S R & Co. LLP has access to the international knowledge and methodology of KPMG International. B S R & Co. LLP is registered in Mumbai, Gurgaon, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida and Kochi.

None of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution. The Board recommends the Ordinary Resolution as set out in Item No. 3 of the Notice for the approval of the Members.

### Item No. 4:

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.

On the recommendation of the Audit Committee, at its meeting held on May 22, 2019, the Board considered and approved the appointment of M/s. Kishore Bhatia & Associates, Cost Accountants, as the Cost Auditor for the financial year 2019-20 at a remuneration of ₹ 1,80,000/- per annum plus applicable taxes and reimbursement of out-of-pocket expenses.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, 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.

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

**Deepti Chandratre**  
Company Secretary  
Membership No: A20759

Date: July 05, 2019  
Regd. Office: Devkaran Mansion, 36, Mangaldas Road, Mumbai – 400002  
e-mail: investors@keva.co.in

## ANNEXURE TO THE NOTICE

### Details of the Director seeking 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]

<b>Name of Director</b>	<b>Amit Dalmia</b>
Category	Non-Executive Director
DIN	05313886
Date of Birth and Age	October 30, 1975, 43
Qualification	Bachelor of Commerce, Chartered Accountant, Cost Accountant and Company Secretary
Nature of Expertise/Experience	Finance, Operations, Strategy and Business Development
Brief Resume	Appended at the end of this table
First Appointment on the Board	August 08, 2012
Terms & Conditions of Appointment/re-appointment	Appointment as a Non – Executive Director liable to retire by rotation
Last Drawn remuneration details along with remuneration sought to be paid	Nil
No. of shares held in S H Kelkar and Company Limited as at March 31, 2019	Nil
Relationship with Directors /Manager/KMP	Not related
No. of Board meetings attended out of 7 meetings held during the year	7
Directorship Details	<p><b>Listed Company:</b> S H Kelkar and Company Limited Mphasis Limited</p> <p><b>Private Companies:</b> SBD Green Energy &amp; Infra India Pvt. Ltd.</p>
Committee Positions	<p><b>Member:</b></p> <p><u>Audit Committee:</u> S H Kelkar and Company Limited</p> <p><u>Stakeholders' Relationship Committee:</u> Mphasis Limited</p>

#### **Brief Profile of Mr. Amit Dalmia:**

Mr. Amit Dalmia holds a degree of Bachelor of Commerce (Hons.) from St. Xaviers' College, University of Kolkata and has undergone a management training program with the Indian Institute of Management, Ahmedabad. He is also a Chartered Accountant (CA), Company Secretary (CS) and Cost Accountant (ICWA) with three Gold Medals for securing first-ranks in the country. He is an expert in the field of Finance, Operations, Strategy and Business Development.

Mr. Amit Dalmia is an Operating Partner in the Corporate Private Equity group. Since joining Blackstone in 2010, Mr. Dalmia has led significant improvement in the performance and development of Blackstone portfolio companies in India. Before joining Blackstone, Mr. Dalmia had diverse operational experience of over 13 years with Hindustan Unilever India in various management and business leadership roles ranging from finance and accounts to commercial and supply chain. He has worked extensively on in-company training at Unilever.

## ROUTE MAP TO THE AGM VENUE

