



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 NOTICE

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions if any, of the Companies Act, 2013 ("Act"), read with the Companies (Management and Administration) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") that the resolutions appended below are proposed to be passed by Members as Ordinary / Special Resolutions by way of postal ballot/ voting by electronic means ("e-voting") by giving their assent/dissent.

The Explanatory Statement required to be annexed to notice under Section 102 (1) of the Act setting out the material facts and reasons for the resolutions is also appended herewith and is being sent to you along with a Postal Ballot Form for your consideration.

The Board of Directors of 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 ("Scrutinizer") for conducting the postal ballot and e-voting process in a fair and transparent manner.

The Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage of such envelope will be borne and paid by the Company. Postal Ballot Forms, if sent at the expense of the Member(s), will also be accepted. The Postal Ballot Forms may also be deposited personally at the address given on the Business Reply Envelope. The duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Friday, July 12, 2019 (5.00 p.m.) - the last date for receipt of the completed Postal Ballot Forms - to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

The Company is pleased to offer e-voting facility as an alternative to its Members to enable them to cast their votes electronically instead of physical Postal Ballot Form. Members desirous to opt for e-voting as per the facilities arranged by the Company in accordance with Regulation 44 of the Listing Regulations are requested to read the instructions in the Notes under the section "Voting through Electronic Means." References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed Postal Ballot Forms or e-voting and shall be deemed to have been passed at a General Meeting of Members convened in this behalf.

The Scrutinizer will submit his report to the Chairman or any other Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of the postal ballot will be declared by the Chairman / any other Director of the Company on Saturday, July 13, 2019. The result of the postal ballot along with Scrutinizer's report will simultaneously be posted on the Company's website - www.keva.co.in and website of CDSL - evotingindia.com, besides communicating the same to the National Stock Exchange of India Limited and BSE Limited.

Please read and follow the instructions on e-voting enumerated in the Notes to this Notice. Only Members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only. Detailed instructions to use the facility are given separately.

Special Business:

- To increase the limits available for making investments / extending loans and giving guarantees or providing securities in connection with loan(s) to Person(s) / Bodies Corporate(s) under Section 186 of the Companies Act, 2013 and in this regard, to consider and if thought fit, to give assent or dissent to the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in terms of Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose or any person(s) authorized by the Board) to (i) give any loan to any person or other body corporate; (ii) give any

guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as the Board may in its absolute discretion deem beneficial and in the interest of the Company, subject however to the condition that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future and remaining outstanding, at any point of time, shall not exceed a sum of Rs. 450 Crores over and above the limit prescribed under Section 186(2) of the Companies Act, 2013 (presently being 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more).

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to finalize and execute all agreements, documents and writings and to do all such acts, deeds and things in this connection and incidental thereto as it may in its absolute discretion deem fit to give effect to this resolution.”

- 2. To approve the material related party transactions involving payment of royalty under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in this regard, to consider and if thought fit, to give assent or dissent to the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any amendment(s) or modification(s) or re-enactment thereof), the consent of the Members of the Company be and is hereby accorded to the transactions involving payment of royalty/license fee by the Company to any of its subsidiaries being related parties, for use of the intellectual property rights (being trademarks, patents, technical know-how etc.) belonging to its subsidiaries at the rate of 3% p.a. on value of third party sales made by the Company (exclusive of all taxes as may be applicable) every financial year using the said intellectual property rights for a period of 3 years commencing from April 01, 2019 till March 31, 2022 notwithstanding that the transaction(s) involving payments to the subsidiaries with respect to royalty/license fee, during any financial year including any part thereof, is/are in excess of the limits specified under Regulation 23 (1A) of the Listing Regulations at any time.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee or any person authorized by the Board of Directors be and is hereby authorized to do all such acts, deeds, things and matters as may be necessary in order to give effect to this resolution.”

- 3. To pay remuneration to Executive Directors being promoters or members of the promoter group in excess of limits prescribed under Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in this regard, to consider and if thought fit, to give assent or dissent to the following resolution as a Special Resolution:**

“**RESOLVED THAT** in addition to the earlier resolutions passed by the Members from time to time and pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 (the “Act”) and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any amendment(s) or modification(s) or re-enactment thereof) and upon recommendation and/or approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to payment of annual remuneration (including any fees or compensation payable) effective April 01, 2019 to the Executive Directors of the Company being promoters or members of the promoter group in accordance with the limits approved by the Members earlier while approving the appointment/re-appointment of such Executive Directors notwithstanding that the said limits of annual remuneration are in excess of the limits prescribed under Regulation 17(6)(e) of the Listing Regulations provided that the overall managerial remuneration is within the limits prescribed under Section 197 read with Schedule V of the Act at any point in time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company or any Committee thereof be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

- 4. To re-designate Mr. Ramesh Vaze (DIN:00509751) as Non-Executive Director and Chairman of the Board and to pay him commission and in this regard, to consider and if thought fit, to give assent or dissent to the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and Rules framed thereunder read with Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any amendment(s) or modification(s) or re-enactment thereof) and upon recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for change in designation of Mr. Ramesh Vaze (DIN:00509751), aged 78 years, from Managing Director to Non-Executive Director and Chairman of the Board liable to retire by rotation with effect from September 01, 2019.

RESOLVED FURTHER THAT pursuant to the provisions of Section 188, 197 and all other applicable provisions, if any, of the Act and Rules framed read with Regulation 17(6)(ca) of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon recommendation of the Nomination and Remuneration Committee and the Board, the consent of the Members of the Company be and is hereby accorded for payment of commission to Mr. Ramesh Vaze, holding office of profit as Non-Executive Chairman of the Board, for guiding the Company and mentoring the leadership team, for the period commencing from September 01, 2019 to August 31, 2020 at the rate of 2% of the consolidated net profits of the Company or Rs. 2 Crore per annum, whichever is higher, as may be approved by the Nomination and Remuneration Committee of the Company, from time to time keeping in view the performance of the Company and all other prevailing scenarios and the said commission shall be paid in addition to the sitting fees for attending the meetings of the Board and its Committees subject to the total managerial remuneration not exceeding the limits prescribed under Section 197(1) of the Act at any point in time.

RESOLVED FURTHER THAT the commission at the rate of Rs 2 Crore per annum as mentioned above be paid to Mr. Ramesh Vaze in equal monthly instalments and in the event the amount of commission calculated at the rate of 2% of the consolidated net profits of the Company being higher than Rs. 2 Crore per annum during the period, the balance of commission be paid upon conclusion of audit of the financial statements of the applicable financial year.

RESOLVED FURTHER THAT any one of the Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary for the purpose of giving 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: June 07, 2019

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

e-mail: investors@keva.co.in

NOTES:

1. The explanatory statement pursuant to Section 102 of the Act setting forth the material facts and reasons for the proposal is annexed herewith. Postal Ballot Notice (“**Notice**”) shall also be available on the website of the Company, www.keva.co.in.
2. The Notice is being sent to all the Members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the depositories as on Friday, June 07, 2019. The Notice is being sent to Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants / the Company's Registrar and Transfer Agent (i.e. Link Intime India Private Limited). For Members whose email IDs are not registered, physical copies of the Notice along with Postal Ballot Form are being sent by permitted mode.
3. Members whose names appear on the Register of Members / Register of Beneficial Owners maintained by the depositories as on Friday, June 07, 2019 will be considered for the purpose of voting through postal ballot / e-voting. A person who is not a Member as on Friday, June 07, 2019 shall treat this Notice for information purpose only.
4. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on Friday, June 07, 2019.
5. The postal ballot period commences on Wednesday, June 12, 2019 (9.00 a.m.) and ends on Friday, July 12, 2019 (5.00 p.m.).
6. Members who have received the Notice by e-mail and who wish to vote through physical ballot form may send an email to investors@keva.co.in. The Registrar and Transfer agent/Company shall forward the Postal Ballot Form along with postage prepaid self - addressed Business Reply Envelope to the Member.
7. There will be only one Postal Ballot Form for every folio irrespective of the number of joint shareholder(s).
8. Resolutions passed by the Members with requisite majority through postal ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.

9. A Member cannot exercise his vote by proxy on postal ballot.
10. The Scrutinizer will submit his report after completion of the scrutiny of ballot forms and the result of the voting by Postal Ballot/e-voting will be announced in accordance with the provisions of Section 110 and other applicable provisions (if any) of the Act on Saturday, July 13, 2019.
11. Resolutions passed by the Members with requisite majority through postal ballot shall be deemed to have been passed on the last date of receipt of Postal Ballot Forms /e-voting (i.e. Friday, July 12, 2019). All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company at Devkaran Mansion 36, Mangaldas Road, Mumbai - 400002 during the office hours on all working days until the last date for receipt of votes by postal ballot/e-voting.
12. Incomplete, unsigned or incorrect, defaced or mutilated Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a postal ballot will be final and binding.
13. Voting through electronic means:

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical postal ballot form by post. The Company has engaged the services of Central Depository Services Limited (CDSL) for the purpose of providing e-voting facility to all its Members.

The e-voting period commences on Wednesday, June 12, 2019 (9.00 a.m.) and ends on Friday, July 12, 2019 (5.00 p.m.). During this period, Member(s) of the Company, holding shares either in physical form or in dematerialized form, as on the relevant date i.e. Friday, June 07, 2019, may cast their vote by e-voting. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The Members can opt for only one mode of voting i.e either through postal ballot or e-voting. In case Members cast their votes through both the modes, voting done through e-voting shall prevail and votes casted through Postal Ballot Forms shall be treated as invalid.

The instructions for e-voting are as follows:

- i) The shareholders should log on to the e-voting website **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** 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 OR 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 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 linked in the login 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.
- 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

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

Item No 1:

As per Section 186 of the Companies Act, 2013 ("the Act"), a company may directly or indirectly give any loan to any person or other body corporate, give guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription purchase or otherwise, the securities of any other body corporate upto 60% of its paid-up capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, unless authorisation of Members is obtained by way of a special resolution passed by Members for setting higher limits in this regard.

It may be noted that as per first proviso to Section 186(3) of the Act, approval of Members would not be required where a loan or guarantee is given or where a security is provided by a company to its wholly owned subsidiary company or a joint venture company or acquisition is made by a holding company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company.

Considering the investments to be made in various projects approved by the Board and those being pursued as also to support its business activities, the Company may be required to acquire by way of subscription, purchase or otherwise, the securities of other body corporates, give loan or guarantee or provide security in connection with a loan to any other body corporate or person, in excess of the limits provided under Section 186 of the Act.

As a good governance practice, it is therefore proposed to obtain an enabling approval of the Members by means of a Special Resolution authorising the Board to exercise the aforesaid powers upto a sum not exceeding Rs. 450 Crores over and above the limit prescribed under Section 186 (2) of the Act.

None of the Directors / Key Managerial Personnel of the Company / and their relatives is in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Special Resolution as set out in Item No. 1 of the Notice for the approval of the Members through Postal Ballot.

Item No 2:

Pursuant to the approval of the Audit Committee and Board of Directors of the Company at their respective meetings held on February 06, 2019, group companies have entered into an omnibus license agreement for licensing of intellectual property rights (being trademarks, patents, technical know-how etc) by one group company to other and payment of license fee/royalty at the rate of 3% p.a. on value of third party sales made by such other group company. The said transaction is in due compliance with the provisions of Section 188 of the Companies Act, 2013 and the rules framed thereunder.

As per Regulation 23(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), with effect from July 01, 2019, transactions involving payments made to a related party with respect to brand usage or royalty would be considered material if the transaction(s) to be entered into individually or taken together with previous transactions, during a financial year, exceed(s) 2% of the annual consolidated turnover of the listed entity as per last audited financial statements of the listed entity and would thus, require approval of Members of the Company.

In the event the amount of royalty to be paid by the Company to its subsidiaries for use of the intellectual property rights is likely to exceed 2% threshold as prescribed in Regulation 23(1A) of the Listing Regulations in coming years, the Board of Directors of the Company has recommended endorsement of the said related party transactions (already approved by the Audit Committee and the Board of Directors of the Company earlier) to the Members of the Company for their approval. This resolution is being sought to ensure compliance with Regulation 23(1A) of the Listing Regulations.

Except Mr. Ramesh Vaze, Mrs. Prabha Vaze and Mr. Kedar Vaze, who are common directors on the Board of the Company and its group companies, and their relatives, none of the Directors, Key Managerial Personnel or their relatives is deemed to be concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the Ordinary Resolution as set out in Item No. 2 of the Notice for the approval of the Members through Postal Ballot.

A copy of the all the relevant documents would be available for inspection at the Corporate Office of the Company during 11:00 a.m. to 01:00 p.m. on all working days except Saturday, Sunday and Public Holidays up to the date of declaration of the Postal Ballot Results.

Item No 3:

The remuneration being paid to the executive directors of the Company - Mr. Ramesh Vaze and Mr. Kedar Vaze—during their term is within the limits approved by the Members of the Company earlier at the time of approving appointment of respective directors. The said remuneration is also within the limits prescribed under the provisions of the Companies Act, 2013.

As per Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") which has come into force from April 01, 2019, fees or compensation payable to executive directors who are promoters or members of the promoter group, would require the approval of the Members of the Company by way of a special resolution if the annual remuneration payable to such executive director exceeds Rs. 5 crore or 2.5% of the net profits of the Company, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 % of the net profits of the Company.

Since the remuneration of executive directors, approved by the Members earlier and being paid basis recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company year on year (during the term of appointment), is in excess of the newly prescribed limits under Regulation 17 (6) (e) of the Listing Regulations, though within the limits prescribed under the Companies Act, 2013, the Members are requested to endorse the remuneration limits approved by them earlier for payment to the executive directors in the category of Promoters or Members of the promoter group namely Mr. Ramesh Vaze (upto August 31, 2019) and Mr Kedar Vaze by way of a special resolution.

This resolution is being sought only to ensure compliance with Regulation 17(6)(e) of the Listing Regulations and there is no change in the existing limits of the remuneration payable to the executive directors as approved by the Members earlier.

Except Mr. Ramesh Vaze, Mrs. Prabha Vaze and Mr. Kedar Vaze and their relatives, none of the Directors, Key Managerial Personnel or their relatives is deemed to be concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the Special Resolution as set out in Item No. 3 of the Notice for the approval of the Members.

Item No 4:

At the 59th Annual General Meeting of the Company held on September 22, 2015, Mr. Ramesh Vaze was appointed as the Managing Director of the Company for a period of 5 (five) years with effect from September 01, 2015. Mr. Ramesh Vaze, aged 78 years, has presently expressed his desire to relinquish his role of Managing Director and to continue guiding the Company and mentoring the leadership team by acting as Non-Executive Director and Chairman of the Board of Directors of the Company.

Mr. Ramesh Vaze as Board Member not only offers the Company benefits arising out of his deep insight into the business for developing new strategies for growth path but also plays an important role in mentoring the leadership team of the Company. His strategic guidance over the years has added immense value to the Company.

Accordingly, the Board of Directors of the Company, in its meeting held on May 22, 2019, considered Mr. Ramesh Vaze's request and approved the change in his role and designation from Managing Director to Non-Executive Chairman of the Board of Directors of the Company with effect from 01 September, 2019 as per recommendation of the Nomination and Remuneration Committee, subject to the approval of Members. The Board, as per recommendation of the Nomination and Remuneration Committee and subject to the approval of Members, has also approved payment of commission to Mr. Ramesh Vaze at the rate of 2% of the consolidated net profits of the Company during a year or Rs. 2 Crore per annum, whichever is higher, from September 01, 2019 to August 31, 2020 for guiding the Company and mentoring the leadership team. The commission at the rate of Rs 2 Crore per annum as aforementioned would be paid to Mr. Ramesh Vaze in equal monthly instalments and in the event amount of commission calculated at the rate of 2% of the consolidated net profits of the Company being higher than Rs. 2 Crore per annum during the period, the balance of commission would be paid upon conclusion of audit of the financial statements of the applicable financial year.

Mr. Ramesh Vaze having crossed 75 years of age, his re-designation as Non-Executive Director will have to be confirmed by the Members by way of Special Resolution in terms of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Payment of remuneration to non-executive directors in excess of 1% of the net profits of the Company being limit prescribed under provisions of Section 197 (1) of the Companies Act, 2013 ('the Act'), requires approval of the Members of the Company by way of Special Resolution.

Further, in terms of Regulation 17 (6) (ca) of the Listing Regulations, the consent of the Members by way of Special Resolution is required every year if the remuneration payable to a single Non-Executive Director in that year exceeds 50% of the aggregate remuneration payable to all the Non-Executive Directors taken together. Remuneration payable to Mr. Ramesh upon his re-designation as Non-Executive Director and Chairman of the Board would exceed 50% of the aggregate remuneration payable to all the Non-Executive Directors.

Hence, taking into consideration the above requirements of the Act / Listing Regulations, the approval of the Members of the Company by way of special resolution is sought for re-designation of Mr. Ramesh Vaze, as the Non-Executive Director and Chairman of the Board and payment of remuneration by way of Commission for the period 01 September, 2019 to 31 August, 2020. Considering the proposal for monthly payout of the Commission, the approval of the Members is also sought under Section 188 of the Act, in connection with Mr. Ramesh Vaze holding an office or place of profit as Non-Executive Chairman of the Board.

Details pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings including brief profile of Mr. Ramesh Vaze are annexed to this Notice.

Mr. Ramesh Vaze is one of the promoters of the Company. Mrs. Prabha Vaze – Non-Executive Director is his spouse and Mr. Kedar Vaze – Wholetime Director & Group CEO is his son.

Except Mr. Ramesh Vaze, Mrs. Prabha Vaze and Mr. Kedar Vaze and their relatives, none of the Directors, Key Managerial Personnel or their relatives is deemed to be concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the Special Resolution as set out in Item No. 4 of the Notice for the approval of the Members through Postal Ballot.

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

Deepti Chandratre
Company Secretary

Date: June 07, 2019

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

e-mail: investors@keva.co.in

ANNEXURE TO THE NOTICE

Details 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	Ramesh Vaze			
Category	Executive Director			
DIN	00509751			
Date of Birth and Age	30 April 1941, 78 Years			
Qualification	Bachelor of Science			
Nature of Expertise/Experience	Perfumery / F&F Business			
Brief Resume	Appended at the end of this table			
First Appointment on the Board	February 1, 1981			
Terms & Conditions of Appointment/re-appointment	Proposed to be re - designated as Non - Executive Director and Chairman of the Board effective September 01, 2019			
Last Drawn remuneration details along with remuneration sought to be paid	Rs. in Cr			
	Salary & Perquisites	Contribution to Funds	Performance Linked Variable Incentive	Total
	1.97	0.16	0.44	2.57
	Please refer Notice for remuneration sought to be paid.			
No. of shares held in S H Kelkar and Company Limited as at March 31, 2019	2,59,65,600			
Relationship with Directors /Manager/KMP	Spouse of Mrs. PrabhaVaze & Father of Mr. Kedar Vaze			
No. of Board meetings attended out of 7 meetings held during the year	6			
Directorship Details	<u>Listed Company:</u> S H Kelkar and Company Limited <u>Private Companies:</u> Keva Fragrances Pvt Ltd Keva Flavours Pvt Ltd Saiba Industries Pvt Ltd Keva Chemicals Pvt Ltd VN Creative Chemicals Pvt Ltd Rasiklal Hemani Agencies Private Limited Keva Fragrance Industries Pte Ltd PT SHKKeva Indonesia KNP Industries Pte Ltd Keva Constructions Pvt Ltd Keva Aromatics Pvt Ltd Keva Industries Pvt Ltd Keva Properties Pvt Ltd Keva Biotech Pvt Ltd Keva Properties Pvt Ltd Keva Biotech Pvt Ltd			
Committee Positions	Chairman of: <u>Corporate Social Responsibility Committee:</u> S H Kelkar and Company Limited Member of: <u>Audit Committee and Nomination & Remuneration Committee:</u> Keva Fragrances Pvt Ltd			

Known for his proficiency in perfumery and in-depth knowledge of customers and geographies, Mr. Ramesh Vaze has a rich industrial experience of 57 years. Mr. Ramesh Vaze joined S H Kelkar's (Keva) family business in 1961 and is one of the promoters of the Company. He was instrumental in popularising Keva in international market as a reliable quality supplier of fragrances. Realising that automation would lead to faster output with almost 100% accuracy, Mr. Ramesh Vaze, an avantgarde visionary in the F&F industry, brought automation in compounding of fragrances to India. Under his able leadership, Keva commissioned India's first automated plant for compounding of fragrances in 1994. He also introduced the concept of plantation of aromatic plants such as vetivert, lavender, patchouli etc. to the famer community in India. Mr. Ramesh Vaze has been a Director on the Board of the Company since 1981. He is acting as Managing Director of the Company since 2010.