

April 12, 2023

To
The Manager
The Department of Corporate Services
BSE Limited
Floor 25, P. J. Towers,
Dalal Street, Mumbai – 400 001

To
The Manager
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

Scrip Code: 539450 Scrip Symbol: SHK

Dear Sir/ Madam,

Sub: Notice of Postal Ballot

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Notice of Postal Ballot ('Notice') along with the Explanatory Statement for seeking approval of the Shareholders of the Company through remote e-voting on the following Special Business as set out in the Notice:

1. Re-appointment of Mr. Shrikant Oka (DIN: 08135918) as an Independent Director on the Board of Directors of the Company to hold office for a period of 5 (five) consecutive years from May 25, 2023 to May 24, 2028.

The Notice is being sent electronically to the Members whose e-mail IDs are registered with the Company / Depositories as on Friday, March 31, 2023.

The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') as the agency to provide remote e-voting facility to the Members of the Company. The remote e-voting facility will commence from 09:00 a.m. (I.S.T.) on Friday, April 14, 2023, and shall end at 05:00 p.m. (I.S.T.) on Saturday, May 13, 2023, after which the e-voting module shall be disabled by CDSL for remote e-voting.

The said Notice is also available on the website of the Company www.keva.co.in.

We request you to kindly take the same on record.

Thanking You,

Yours faithfully,

For S H KELKAR AND COMPANY LIMITED

Rohit Saraogi Company Secretary & Compliance Officer

Encl: As Above





S H KELKAR AND COMPANY LIMITED

Registered Office: Devkaran Mansion, 36, Mangaldas Road, Mumbai - 400002 Corporate Office: Lal Bahadur Shastri Marg, Mulund (West), Mumbai - 400080

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 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (the "MCA") for holding general meetings/conducting postal ballot through e-voting vide General Circular Nos. 14/2020 dated April 08, 2020; 17/2020 dated April 13, 2020; 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020; 39/2020 dated December 31, 2020 and 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (the "MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") that the resolution appended below is proposed to be passed by Members by way of postal ballot through voting by electronic means only ("remote e-voting"):

Special Business:

1. Re-appointment of Mr. Shrikant Oka (DIN: 08135918) as an Independent Director on the Board of Directors of the Company to hold office for a period of 5 (five) consecutive years from May 25, 2023 to May 24, 2028:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 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 and further to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Shrikant Oka (DIN: 08135918), who was appointed as an Independent Director of the Company for a term up to May 24, 2023, being eligible for re-appointment as an Independent Director 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, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of 5 (five) consecutive years from May 25, 2023 to May 24, 2028 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and / or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable 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

> Sd/-Rohit Saraogi Company Secretary Membership No.: A24225

Date: March 27, 2023

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 proposals is annexed herewith. The Postal Ballot Notice ("Notice") shall also be available on the website of the Company, www.keva.co.in.
- 2. This Notice is being sent only by email to all the Members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the depositories as on Friday, March 31, 2023 ("Cut-off Date"). The Notice is being sent to Members who have registered their email IDs for receipt of documents in electronic form to their email IDs registered with their Depository Participants / the Company's Registrar and Transfer Agent (i.e. Link Intime India Private Limited). Members whose email IDs are not registered, are requested to update their email ID with their respective Depository Participants at the earliest.
- 3. Members whose names appear on the Register of Members / Register of Beneficial Owners maintained by the depositories as on Friday, March 31, 2023 will be considered for the purpose of remote e-voting. A person who is not a Member as on Friday, March 31, 2023 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, March 31, 2023.
- 5. The postal ballot period commences on Friday, April 14, 2023 (9.00 a.m.) and ends on Saturday, May 13, 2023 (5.00 p.m.)
- 6. The Board of Directors of the Company has appointed Mr. Vishwanath (Membership No. 14521/CP. No.25099), Designated Partner, M/s. Sharma and Trivedi LLP, Company Secretaries, Mumbai or failing him Mr. Sachin Sharma (Membership No. 46900/CP. No. 20423), Designated Partner or failing him Mr. Dinesh Trivedi (Membership No. 23841/CP. No. 22407), M/s. Sharma and Trivedi LLP, Company Secretaries, Mumbai, as the Scrutinizer ("Scrutinizer") for scrutinising the remote e-voting process in a fair and transparent manner.
- 7. The Scrutinizer will submit his report after conclusion of remote e-voting and the result of the Postal Ballot will be announced in accordance with the provisions of Section 110 and other applicable provisions (if any) of the Act on or before Tuesday, May 16, 2023. The result along with Scrutinizer's report will simultaneously be posted on the Company's website www.keva.co.in and website of CDSL www.evotingindia.com, besides communicating the same to the National Stock Exchange of India Limited and BSE Limited.
- 8. Resolutions passed by the Members through Postal Ballot are deemed to have been passed at a General Meeting of the Members. Resolutions passed by the Members with requisite majority through postal ballot shall be deemed to have been passed on the last date of remote e-voting (i.e. **Saturday, May 13, 2023**).
- 9. 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 in respect of the resolution as set out in this Notice. 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 remote e-voting period commences on Friday, April 14, 2023 (9.00 a.m.) and ends on Saturday, May 13, 2023 (5.00 p.m.). During this period, Member(s) of the Company holding shares as on Cut-off Date i.e. Friday, March 31, 2023 (including those Members who may not receive this Notice due to non-registration of their email ID with the DPs), may cast their votes by e-voting. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

- 10. The instructions for Members for remote e-voting are as under:
 - i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide e-voting facility to its shareholders, in respect of all

shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers ("**ESPs**") providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

ii) Pursuant to aforementioned SEBI Circular, Login method for e-voting for Individual Shareholders/Members holding securities in Demat mode is given below:

Type of	Login Method
shareholders	
Individual Shareholders holding securities in Demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach evoting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
	2. After successful login, the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the e-voting period. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.
	3. If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
	4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also able to directly access the system of all e-voting Service Providers.

Individual Shareholders holding securities in Demat mode with **NSDL**

I. NSDL IDeAS Facility:

If you are already registered for the NSDL IDeAS facility:

- 1. Please visit the e-Services website of NSDL. Open the web browser by typing the following URL: https://eservices.nsdl.com/ either on a personal computer or mobile phone.
- 2. Once the homepage of e-Services is launched, click on the "Beneficial Owner" icon under "Login", available under the "IDeAS" section.
- 3. A new screen will open. You will have to enter your user ID and password. After successful authentication, you will be able to see e-voting services.
- 4. Click on "Access to e-voting" under e-voting services and you will be able to see the e-voting page.
- 5. Click on options available against company name or e-voting service provider NSDL and you will be redirected to the NSDL e-voting website for casting your vote during the e-voting period or voting during the meeting.

If the user is not registered for IDeAS e-Services:

- 1. The option to register is available at https://eservices.nsdl.com.
- 2. Select "Register Online for IDeAS" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
- 3. Upon successful registration, please follow steps given in points 1-5 above.

II. E-voting website of NSDL:

- 1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or mobile phone.
- 2. Once the homepage of e-voting system is launched, click on the "Login" icon, available under the "Shareholder / Member" section.
- 3. A new screen will open. You will have to enter your User ID (i.e. your 16-digit demat account number held with NSDL), Password / OTP and a verification code as shown on the screen.
- 4. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-voting page. Click on options available against company name or e-voting service provider name and you will be redirected to the e-voting service provider website for casting your vote during the e-voting period.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants

- 1. You can also log in using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for the e-voting facility.
- Once logged in, you will be able to see the e-voting option. Once you click
 on the e-voting option, you will be redirected to the NSDL / CDSL
 depository site after successful authentication, wherein you can see the evoting feature.

3.	Click on the options available against company name or e-voting service
	provider name and you will be redirected to the e-voting service provider
	website for casting your vote during the e-voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free number: 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call the number: 022 - 4886 7000 and 022 - 2499 7000

iii) Login method for e-voting for Shareholders other than Individual Shareholders holding in Demat form:

- a) Log on to the e-voting website: www.evotingindia.com.
- b) Click on "Shareholders" module.
- c) Enter your User ID
 - For CDSL: 16 digits beneficiary ID
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
- d) Enter the Image Verification as displayed and Click on Login.
- e) If you had logged on to <u>www.evotingindia.com</u> and voted on an earlier voting of any company, then your existing password is to be used.
- f) 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 sent by Company/RTA or contact
	Company/RTA.
Dividend	Enter the Dividend Bank Details or Date of Birth (in DD/MM/YYYY format) as
Bank Details	recorded in your demat account or in the company records in order to login.
OR Date of	If both the details are not recorded with the depository or company please enter the
Birth (DOB)	member id / folio number in the Dividend Bank details field.

- g) After entering these details appropriately, click on "SUBMIT" tab.
- h) 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.
- i) Click on Electronic Voting Sequence Number (EVSN) for S H Kelkar and Company Limited.
- j) 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.
- k) Click on the "RESOLUTIONS FILE LINK", if you wish to view the entire Resolution details.
- l) 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.
- m) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- n) You can also take print of the voting done by you by clicking on "Click here to print" option on the voting page.
- o) 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.
- p) Note for Non-Individual Members and Custodians:
 - Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
 - 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.
 - 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. The authorization in respect of Representative(s) of the Corporation shall be received by the scrutiniser /Company before close of e-voting.
 - Alternatively, Non Individual Members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Company at the email address viz; investors@keva.co.in, if they have voted from individual tab and not uploaded same in the CDSL E-voting system for the scrutinizer to verify the same.
- 11. Process for those Members whose email IDs are not registered with the depositories for obtaining login credentials for e-voting for the resolution proposed in this Notice:
 - Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, Client Master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Link Intime India Pvt. Ltd., the Company's Registrar & Transfer Agent at rnt.helpdesk@linkintime.co.in. The Company/ Registrar and Transfer Agent shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.
- 12. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL THE MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS IN THE NOTICE

Item No. 1

At the Annual General Meeting held on August 09, 2018, Mr. Shrikant Oka (DIN: 08135918) was appointed as an Independent Director of the Company not liable to retire by rotation for a term of 5 years upto May 24, 2023. Mr. Shrikant Oka's directorship as an Independent Director in the Company is due for retirement from his first term as Independent Director on May 24, 2023 as per the Act. Based on his skills, experience, knowledge and performance evaluation, it is proposed that Mr. Shrikant Oka be reappointed for another term to hold office up to May 24, 2028 with effect from May 25, 2023.

The Board of Directors of the Company at its meeting held on March 27, 2023, based on the outcome of performance evaluation exercise and recommendation of the Nomination & Remuneration Committee, has approved the reappointment of Mr. Shrikant Oka as an Independent Director not liable to retire by rotation in terms of Sections 149, 152, Schedule IV and all other applicable provisions, if any, of the Act, and the Rules framed thereunder and Listing Regulations including any statutory modifications or re-enactment(s) thereof, for the time being in force and the Articles of Association of the Company, to hold office for another term of 5 (five) years respectively from May 25, 2023 subject to the approval of the shareholders.

Mr. Shrikant Oka obtained a degree in Science (B.Sc.) from Mumbai University and thereafter obtained LLB degree in 1983. He is a senior lawyer specialized in civil matters since last 40 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.

The experience and knowledge of Mr. Shrikant Oka would be beneficial to the Company and its shareholders. Relevant details relating to appointment of Mr. Shrikant Oka as required by the Act, Listing Regulations and Secretarial Standards issued by the ICSI are provided in the "Annexure" to the Notice.

Mr. Shrikant Oka is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has consented to act as Director of the Company. His attendance in the board meetings of the Company held in FY 2022-23 till date is 100%.

The Company has received declaration from Mr. Shrikant Oka that he meets the criteria of independence as prescribed under Section 149 of the Act and the Listing Regulations. The Company has received a notice in writing pursuant to Section 160 of the Act from a Member proposing the candidature of Mr. Shrikant Oka for his appointment to the office of Independent Directors.

In the opinion of the Nomination and the Remuneration Committee and the Board, Mr. Shrikant Oka fulfills the conditions for appointment as an Independent Director as specified in the Act and Listing Regulations. The draft letter of appointment of Mr. Shrikant Oka setting out the terms and conditions of appointment would be available for inspection for the Members by writing to the Company Secretary at investors@keva.co.in.

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. 1.

The Board of Directors recommends the Special Resolution as set out in Item No. 1 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

Rohit Saraogi Company Secretary Membership No.: A24225

Date: March 27, 2023

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

e-mail: investors@keva.co.in

ANNEXURE TO THE NOTICE

Details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings

Name of Director	Mr. Shrikant Oka
Category	Independent Director
DIN	08135918
Date of Birth and Age	September 14, 1958 64 years
Qualification	Bachelor's in Science & LLB from University of Mumbai
Nature of Expertise/Experience	Solicitor
Brief Resume	Please refer explanatory statement
First Appointment on the Board	May 25, 2018
Terms & Conditions of Appointment/re-appointment	To be re-appointed as Independent Director for a period of five (5) years from May 25, 2023
Remuneration last drawn for the financial year 2022-23	Rs. 16,00,000^ (sitting fees)
	^including meeting held on March 27, 2023
Remuneration sought to be paid	Sitting fees
No. of shares held in S H Kelkar and Company Limited as at March 27, 2023	Nil
Relationship with Directors /Manager/KMP	Not Related
No. of Board meetings attended as Director	FY 2018-19 – 7 out of 7 meetings held FY 2019-20 – 6 out of 6 meetings held FY 2020-21 – 7 out of 7 meetings held FY 2021-22 – 7 out of 7 meetings held FY 2022-23 – 7 out of 7 meetings held
Directorship Details	S H Kelkar and Company Limited (Listed Company)
Committee Positions	Risk Management Committee – Chairman Corporate Social Responsibility Committee – Member Audit Committee – Member Stakeholders' Relationship Committee – Member