

May 25, 2022



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: Board Meeting of S H Kelkar and Company Limited – Intimation of material outcome**

A meeting of the Board of Directors (“the Board”) of S H Kelkar and Company Limited (“the Company”) was held today at its corporate office. Following is the material outcome of the Board Meeting:

**1. Financial Results:**

Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board approved the Audited Financial Results (Standalone and Consolidated) for the quarter and year ended March 31, 2022 under Ind AS and took on record Report issued by Statutory Auditors in this regard.

**2. Recommendation of Final Dividend:**

The Board recommended a final dividend of 0.75 Paise (i.e. 7.5%) per equity share on 13,84,20,801 fully paid-up equity shares of face value of Rs.10/- each for the financial year 2021-22 which shall be subject to approval by the shareholders of the Company at the ensuing Annual General Meeting of the Company. The book closure/record date for final dividend shall be intimated by the Company in due course.

**3. Appointment of Company Secretary and Compliance Officer:**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of Nomination and Remuneration Committee, the Board considered and approved the appointment of Mr. Rohit Saraogi (Membership No. – A24225) as the Company Secretary and Compliance Officer of the Company with effect from May 25, 2022. With his appointment as CS, Mr. Rohit Saraogi will be handling a dual role as Group CFO and Company Secretary of the Company.

The relevant details as per the requirement of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIRJCFD/CMD/4/2015 dated 9th September, 2015 are given in the enclosed Annexure A.

**4. Appointment of Ms. Neela Bhattacharjee as Non – Executive Independent Director:**

Based on the recommendation of the Nomination and Remuneration Committee, the Board considered the appointment of Ms. Neela Bhattacharjee as Non – Executive Independent Director subject to shareholders’ approval.

Ms. Neela Bhattacharjee has no relationship with any member of the Board of Directors and is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. Their brief profile is enclosed as Annexure B.

Board Meeting commenced at 4:30 pm and concluded at 6:40 pm.  
You are requested to take the above on record.

Thanking you,

Yours faithfully,

For S H Kelkar and Company Limited

  
Rohit Saraogi  
EVP & Group CFO



**S H Kelkar And Company Limited**  
Lal Bahadur Shastri Marg, Mulund (West), Mumbai - 400 080. Tel : +91 22 2167 7777  
Regd. Office : Devkaran Mansion, 36, Mangaldas Road, Mumbai - 400 002. (INDIA)  
Phone : (022) 2206 96 09 & 2201 91 30 / Fax : (022) 2208 12 04  
www.keva.co.in  
CIN No. L74999MH1955PLC009593

## Annexure A

Details as per the requirement of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD/4/2015 dated 9th September, 2015

### Mr. Rohit Sarogi

Sr. No.	Particulars	Details of Change
1.	Reason for change (viz. appointment / resignation / removal / death or otherwise)	Appointment in place of Ms. Deepti Chandratre, who resigned from the Company w.e.f. April 30, 2022
2.	Date of Appointment / Cessation (as applicable)	May 25, 2022
3.	Term of Appointment	Mr. Rohit Sarogi is appointed as the Company Secretary and Key Managerial Personnel (KMP) of the Company pursuant to the provisions of the Companies Act, 2013. He is also designated as the Compliance Officer of the Company
4.	Brief Profile in case of appointment	Mr. Rohit Sarogi is a Chartered Accountant and Company Secretary by profession. He has an experience of two decades in the leadership positions across reputed organisations. He has worked extensively in the area of finance and commercial business partnering.
5.	Disclosure of relationships between Directors (in case of appointment of a Director)	Not Applicable

## Annexure B

Ms. Neela holds a degree of Bachelor of Science in Mathematics and a post graduate degree of Bachelor of Science in Computer Science. Ms. Neela Bhattacharjee has more than 32 years of post – qualification experience. she co-founded an IT company called Softcell which she ran successfully for 13 years (from 1986- 1999) which specialized in building IT application products, which at that time, was a unique concept in India. She as a consultant provided service to companies including the Taj Group of Hotels, Reliance Industries Ltd, and agencies for global shipping lines such as CMA CGM and Evergreen Marine Corp She successfully sold this business in 1999 when she joined Kale Consultants Ltd (a part of the Accelya group). She has spent 21 years (from 2000- 2021) with the Accelya group - a leading provider of IT solutions to the travel and transportation industry.

Ms. Neela was the Managing Director of Accelya Solutions India Ltd (ASIL- erstwhile Kale Consultants Ltd and a part of the global Accelya group) for two consecutive terms until June 2021. She is an active member of the Indian Angel Network (IAN) that works with startups. Along with TalentNomics, she mentors women in the corporate world.



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