



May 04, 2021

To
The Manager
The Department of Corporate Services
BSE Limited
Floor 25, P. J. Towers,
Dalal Street, Mumbai – 400 001
Scrip Code: 539450

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

Dear Sir/ Madam,

Sub: Intimation of Postal Ballot (only through e-voting process)

We, S H Kelkar and Company Limited, wish to inform you that 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 in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (the "MCA") for holding general the 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 and 39/2020 dated December 31, 2020 (the "MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is seeking approval of its Members in respect of the following special resolution by way of Postal Ballot (only through the e-voting process):

- Continuation of Directorship of Mrs. Prabha Vaze (DIN: 00509817) as a Non-Executive, Non- Independent Director in terms of Regulation 17(1A) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015

Due to outbreak of COVID-19 pandemic and in accordance with MCA Circulars, the Postal Ballot Notice along with explanatory statement is being sent in electronic form today i.e. Tuesday, May 04, 2021 to all Members of the Company, whose names appeared in the Register of Members / Register of Beneficial Owners maintained by the Depositories as on Friday, April 30, 2021 and whose email IDs are registered with the Depository Participants. Hard copy of the Postal Ballot Notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for the postal ballot, in accordance with the requirements specified under the MCA Circulars.

The Company has engaged the services of Central Depository Services Limited (CDSL) for the purpose of providing E-voting facility to all its Members. It may be noted that the assent or dissent of the Members would take place through the process of e-voting only. Members whose names appear on the Register of Members / Register of Beneficial Owners maintained by the depositories as on Friday, April 30, 2021 will be considered for the purpose of e-voting.

The e-voting period commences on Saturday, May 08, 2021 at 9.00 a.m. and ends on Monday, June 07, 2021 at 5.00 p.m. The E-voting module shall be disabled by CDSL for voting thereafter. The results of postal ballot will be declared on or before Wednesday, June 09, 2021.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

For S H Kelkar and Company Limited

Deepti Chandratre

Company Secretary & Compliance officer

Encl: As above



S H Kelkar And Company Limited

Lal Bahadur Shashtri 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



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 9161
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 in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (the “**MCA**”) for holding general the 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 and 39/2020 dated December 31, 2020 (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 as Special Resolution by way of postal ballot through voting by electronic means only (“**e-voting**”):

Special Business:

Continuation of Directorship of Mrs. Prabha Vaze (DIN: 00509817) as a Non-Executive, Non- Independent Director in terms of Regulation 17(1A) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015:

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s)/amendment(s)/re-enactment(s) thereto) and further to the 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 to the continuation of directorship of Mrs. Prabha Vaze (DIN:00509817), who would be attaining the age of seventy-five years on June 19, 2021, as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.

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

Sd/-

Deepti Chandratre

Company Secretary

Membership No.: A20759

Date: April 30, 2021

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. The Postal Ballot Notice ("**Notice**") shall also be available on the website of the Company, www.keva.co.in.
2. Due to outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs, vide MCA Circulars, has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of e-voting only.
3. 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, April 30, 2021. 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). Members whose email IDs are not registered, are requested to update their email id with their respective Depository Participants at the earliest.
4. Members whose names appear on the Register of Members / Register of Beneficial Owners maintained by the depositories as on Friday, April 30, 2021 will be considered for the purpose of e-voting. A person who is not a Member as on Friday, April 30, 2021 shall treat this Notice for information purpose only.
5. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on Friday, April 30, 2021.
6. The postal ballot period commences on Saturday, May 08, 2021 (9.00 a.m.) and ends on Monday, June 07, 2021 (5.00 p.m.).
7. The Board of Directors of the Company has appointed Mr. Sachin Sharma (Membership No. 46900/CP. No. 20423), Designated Partner, M/s. S. Anantha & Ved LLP, Company Secretaries, Mumbai or failing him Mr. Dinesh Trivedi (Membership No. 23841/CP. No. 22407), Designated Partner, M/s. S. Anantha & Ved LLP, Company Secretaries, Mumbai as the Scrutinizer ("**Scrutinizer**") for scrutinising the e-voting process in a fair and transparent manner.
8. The Scrutinizer will submit his report after conclusion of 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 Wednesday, June 09, 2021. The result 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.
9. Resolution 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 e-voting (i.e. Monday, June 07, 2021).
10. 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 e-voting period commences on Saturday, May 08, 2021 (9.00 a.m.) and ends on Monday, June 07, 2021 (5.00 p.m.). During this period, Member(s) of the Company holding shares as on the relevant date i.e. Friday, April 30, 2021 (including those Members who may not receive this Notice due to non-registration of their email address 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.

11. The instructions for Members for e-voting are as under:

- i) Log on to the e-voting website: www.evotingindia.com.
- ii) Click on "Shareholders" module.
- iii) Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
- iv) Enter the Image Verification as displayed and Click on Login.
- v) If you had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi) If you are a first time user, follow the steps given below:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 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 (v).

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password can also be used for voting on resolutions of any other company on which they are eligible to vote provided that such company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) Click on Electronic Voting Sequence Number (EVSN) for S H Kelkar and Company Limited on which you choose to vote.
- x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, the option "YES / NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the Resolution.
- xi) Click on the "RESOLUTIONS FILE LINK", if you wish to view the entire Resolution details.
- xii) After selecting the resolution you have decided to vote, now click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.

- xv) If you have forgotten the changed password then enter the User ID, Image Verification Code and click on Forgot Password & enter the details as prompted by the system.
- xvi) Members can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while E-voting on your mobile.
- xvii) Note for Non-Individual Members and Custodians:
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian 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.

12. Process for those Members whose email addresses 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 Share Transfer Agent shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

13. If you have any queries or issues regarding E-voting from the E-voting System, 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 or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542). All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 022-23058542/43.

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

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), with effect from April 01, 2019, a listed company can appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 (Seventy Five) years only upon passing of a Special Resolution to that effect by the Members of the Company.

Mrs. Prabha Vaze, a Bachelor of Science from University of Mumbai, is a Non-Executive, Non-Independent Director of the Company liable to retire by rotation. Mrs. Prabha Vaze has been a Director of the Company since October 29, 1980 and has over 40 years of experience in the Company. She is one of the promoters of the Company and is also acting as a Non-Executive, Non-Independent Director on the Board of the Company's subsidiaries in India.

Mrs. PrabhaVaze has also served as an executive director of export arm of Keva Group - Keva Fragrances Pvt. Ltd. - wholly owned subsidiary of the Company, for over two decades in the past and has gained on-ground insights, knowledge and built key relationships with business constituencies that continue to benefit the Company's and Group's business. Her role in the EOU (Export Oriented Unit) operations brings vital insights to Keva Group having global business investments.

She is actively involved in the CSR (Corporate Social Responsibility) activities of the Company. She has been leading Keva on CSR front and has been instrumental in providing impetus to various philanthropic initiatives of Keva. She has helped Keva establish strategic partnerships with NGOs that have the technical expertise and experience to undertake various programmes in the identified focus areas as per the Company's CSR policy.

Mrs. Prabha Vaze is also one of the two women directors currently on the Board of the Company who bring in gender diversity to the Board. Her passion for work gets demonstrated in the fact that her attendance in the board and committee meetings of the Company held in FY 2020-21 was 100% and attendance in last three financial years was 87%.

Details of nature of expertise of Mrs. Prabha Vaze, names of companies in which she holds directorships and memberships/chairmanships of Board Committees and shareholding etc. as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the Annexure to this notice. It may be noted that there are no pending litigations against Mrs. Prabha Vaze under any court of law and her name does not feature in the list of wilful defaulters of RBI / Credit Information Bureau of India (CIBIL).

Mrs. Prabha Vaze shall be attaining the age of 75 years on June 19, 2021. Taking into account her rich experience and contribution as promoter to the growth of the Company and also considering that her services continue to be beneficial to the Company with her valuable business insights, the Board, as per recommendation of the Nomination and Remuneration Committee, has approved the continuation of directorship of Mrs. Prabha Vaze (DIN: 00509817) as a Non- Executive, Non-Independent Director of the Company, liable to retire by rotation, subject to the approval of Members.

Mrs. Prabha Vaze is interested in the resolution set out in the Notice, which pertains to her continuation as a Non-Executive, Non-Independent Director of the Company. Mr. Ramesh Vaze – Non-Executive Chairman of the Board and Mr. Kedar Vaze – Whole Time Director and Group Chief Executive Officer, are related to Mrs. Prabha Vaze and thus, may be deemed to be interested in the resolution set out in the Notice, to the extent of their directorship and their shareholding interest in the Company. Other relatives of Mrs. Prabha Vaze may also be deemed to be interested in the resolution set out in the Notice, to the extent of their shareholding interest in the Company, if any.

Save and except the above, 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 of Directors recommends the Special Resolution as set out in the Notice for the approval of the Members.

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

CIN: L74999MH1955PLC009593

Sd/-

Deepti Chandratre

Company Secretary

Membership No.: A20759

Date: April 30, 2021

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

e-mail: investors@keva.co.in

ANNEXURE TO THE NOTICE

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

Name of Director	Prabha Vaze
Category	Non-Executive Director
DIN	00509817
Date of Birth and Age	19 June 1946, 74 years
Qualification	Bachelor of Science from University of Mumbai
Nature of Expertise/Experience	Industrialist
Brief Resume	Refer explanatory statement
First Appointment on the Board	29 October 1980
Terms & Conditions of Appointment/re-appointment	Continuation of appointment as a Non – Executive, Non-Independent Director liable to retire by rotation
Last Drawn remuneration details along with remuneration sought to be paid	Mrs. Vaze receives sitting fees for attending the meetings of the Board and the Committee of the Board of Directors of the Company of which she is a Member. Apart from sitting fees, she does not receive any other remuneration from the Company. The amount of sitting fees paid to her for attending Board / Committee meetings from April 01, 2020 till date is Rs. 8 lakhs.
No. of shares held in S H Kelkar and Company Limited as at on date	49,14,514
Relationship with Directors/ Manager/KMP	Spouse of Mr. Ramesh Vaze and Mother of Mr. Kedar Vaze
No. of Board meetings attended from 01.04.2020 to till date	7
Directorship Details	<u>Listed Company:</u> - S H Kelkar and Company Limited <u>Private Companies:</u> - Keva Flavours Pvt Ltd - Keva Fragrances Pvt Ltd - VN Creative Chemicals Pvt Ltd - Keva Biotech Pvt Ltd - Keva Aromatics Pvt Ltd - Keva Properties Pvt Ltd - Keva Constructions Pvt Ltd - ASN Investment Advisors Pvt Ltd - SKK Industries Pvt Ltd
Committee Positions	<u>Member of Corporate Social Responsibility Committee:</u> - S H Kelkar and Company Limited