November 06, 2026

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: Postal Ballot Notice

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith a copy of the Postal Ballot Notice ('Notice') along with the explanatory statement for seeking approval of the shareholders of the Company on the following Resolutions:

Sr. No.	Description of Resolution	Type of Resolution
1.	Re-appointment of Mr. Deepak Raj Bindra (DIN: 06835196) as an Independent Director to hold office for the second term of 5 (Five) consecutive years from December 15, 2026 to December 14, 2031	Special Resolution
2.	Re-appointment of Mr. Vasant Gujarathi (DIN: 06863505) as an Independent Director to hold office for the second term of 5 (Five) consecutive years from February 20, 2027 to February 19, 2032	Special Resolution
3.	Re-appointment of Ms. Neela Bhattacherjee (DIN: 01912483) as an Independent Director to hold office for the second term of 5 (Five) consecutive years from May 25, 2027 to May 24, 2032	Special Resolution
4.	Appointment of Ms. Sumedha Karmarkar (DIN: 06899598) as a Non-Executive Non-Independent Director	Ordinary Resolution

In accordance with Section 108, 110 and other applicable provisions if any, of the Companies Act, 2013 ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules 2014 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (including any statutory modification(s) or re-enactment thereof for the time being in force) and in compliance with General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 03/2025 dated September 22, 2025 and other relevant circulars issued in this regard by the Ministry of Corporate Affairs ("MCA") (collectively referred to as the ("MCA Circulars") and Regulation 44 of the Listing Regulations, the Notice is being sent electronically to those Members whose names appear in the List of Beneficial Owners as on **Tuesday, November 03, 2026**, ("Cut-off Date") and whose e-mail addresses are registered with the Company/Depositories.

As per the provisions of the MCA Circulars, the shareholders can vote only through remote e-voting process. 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 period commences on **Monday, November 09, 2026 (9.00 a.m.)** and ends on **Tuesday, December 08, 2026 (5.00 p.m)**. The result of the Postal Ballot will be declared in accordance with the provisions of Section 110 and other applicable provisions (if any) of the Act on or before **Thursday, December 10, 2026**.

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

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For S H Kelkar and Company Limited

DEEPTI S CHANDRATRE
Digitally signed by DEEPTI S CHANDRATRE
Date: 2026.11.06 16:01:20 +05'30'

Deepti Chandratre
Global Legal Counsel and Company Secretary

Encl: As above

S H KELKAR AND COMPANY LIMITED
Registered Office: Devkaran Mansion, 36, Mangaldas Road, Mumbai-400 002
Corporate Office: Lal Bahadur Shastri Marg, Mulund (West), Mumbai-400 080
CIN No: L74999MH1955PLC009593
Tel No: +91 22 6606 7777; **Fax No:** +91 22 6606 7726
Website: www.keva.co.in; **Email ID:** investors@keva.co.in

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 108, 110 and other applicable provisions if any, of the Companies Act, 2013 ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules 2014 ("the Rules") and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (including any statutory modification(s) or re-enactment thereof for the time being in force) and in compliance with General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 03/2025 dated September 22, 2025 and other relevant circulars issued in this regard by the Ministry of Corporate Affairs ("MCA") (collectively referred to as the "MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Resolutions as set out below in this Notice are proposed for approval by the shareholders of the Company through Postal Ballot by remote e-voting process ("e-voting" / "remote e-voting").

Special Business:

1. **Re-appointment of Mr. Deepak Raj Bindra (DIN: 06835196) as an Independent Director to hold office for the second term of 5 (Five) consecutive years from December 15, 2026 to December 14, 2031:**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and further to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company ("the Board"), Mr. Deepak Raj Bindra (DIN: 06835196), 79 years, who was appointed as an Independent Director of the Company by the Members by Postal Ballot on December 04, 2021, to hold office for a period of 5 (five) consecutive years from December 15, 2021 to December 14, 2026 and who is eligible to be re-appointed as an Independent Director and in respect of whom a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director has been received, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second term of 5 (five) consecutive years from December 15, 2026 to December 14, 2031.

   RESOLVED FURTHER THAT the Board (including any Committee thereof) and / or the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

2. **Re-appointment of Mr. Vasant Gujarathi (DIN: 06863505) as an Independent Director to hold office for the second term of 5 (Five) consecutive years from February 20, 2027 to February 19, 2032:**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17(1A) and other applicable provisions of the Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and further to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company ("the Board"), Mr. Vasant Gujarathi (DIN: 06863505), 75 years, who was appointed as an Independent Director of the Company by the Members by Postal Ballot on December 04, 2021, to hold office for a period of 5 (five) consecutive years from February 20, 2022 to February 19, 2027 and who holds office of Independent Director upto February 19, 2027 and who is eligible to be re-appointed as an Independent Director and in respect of whom a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director has been received, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second term of 5 (five) consecutive years February 20, 2027 to February 19, 2032.

RESOLVED FURTHER THAT the Board (including any Committee thereof) and / or the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

3. **Re-appointment of Ms. Neela Bhattacherjee (DIN: 01912483) as an Independent Director to hold office for the second term of 5 (Five) consecutive years from May 25, 2027 to May 24, 2032:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and further to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company ("the Board"), Ms. Neela Bhattacherjee (DIN: 01912483), who was appointed by the Members by Postal Ballot on August 10, 2022 to hold office for a period of 5 (five) consecutive years from May 25, 2022 to May 24, 2027 and who is eligible to be re-appointed as an Independent Director and in respect of whom a Notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director has been received, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second term of 5 (five) consecutive years from May 25, 2027 to May 24, 2032.

RESOLVED FURTHER THAT the Board (including any Committee thereof) and / or the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

4. **Appointment of Ms. Sumedha Karmarkar (DIN: 06899598) as a Non-Executive Non-Independent Director:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Ms. Sumedha Karmarkar (DIN: 06899598) who has been appointed by the Board of Directors of the Company ("the Board") on the recommendation of Nomination and Remuneration Committee as an Additional Director (Non-Executive Non-Independent) of the Company with effect from November 03, 2026 under Section 161 of the Act and the Articles of Association of the Company and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

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

Deepti Chandratre
Global Legal Counsel & Company Secretary
Membership No: ACS-20759

Date: November 02, 2026
Place: Mumbai
Registered Office: Devkaran Mansion, 36, Mangaldas Road, Mumbai – 400002
CIN: L74999MH1955PLC009593
e-mail: investors@keva.co.in
Website: www.keva.co.in
Tel: 022 – 6606 7777

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. This Notice is to be read together with the said Explanatory Statement.

2. The Notice is being sent by only by electronic mode to those Members whose names appear in the List of Beneficial Owners received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on **Tuesday, November 03, 2026**, ("Cut-off Date") and whose email addresses are registered with the Company / Depositories. Those shareholders who have not yet registered their e-mail addresses are requested to register the same with their respective DPs at the earliest. **A physical copy of this Notice along with Postal Ballot forms and prepaid business reply envelope are not being sent to the shareholders of the Company.**

3. The Notice is also available on the website of the Company www.keva.co.in, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and website of CDSL at www.evotingindia.com.

4. Only those Members whose names are appearing in the List of Beneficial Owners as on the Cut-off Date shall be eligible for casting their votes through remote e-voting in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off Date. A person who is not a shareholder on the Cut-off Date should treat this Notice for information purposes only.

   It is, however, clarified that all Members of the Company as on the Cut-off Date (including those Shareholders who may not have received this Notice due to non-registration of their e-mail IDs with the Company's RTA / DPs) shall be entitled to vote on the Resolutions specified in this Notice in accordance with the process specified hereinafter in this Notice.

5. Shareholders cannot exercise their votes by proxy on Postal Ballot.

6. 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 has provided remote e-voting facility to all its shareholders to enable them to cast their votes electronically in respect of the resolutions set out in this Notice. The Company has engaged the services of CDSL for the purpose of providing remote e-voting facility to all its shareholders.

   The remote e-voting period commences on **Monday, November 09, 2026 (9.00 a.m.)** and ends on **Tuesday, December 08, 2026 (5.00 p.m.)**. During this period, the shareholders of the Company holding shares as on the

Cut-off Date i.e. **Tuesday, November 03, 2026** (including those shareholders 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 shareholder, the shareholder shall not be allowed to change it subsequently.

7. The instructions for the shareholders for remote e-voting are as under:

i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 December, 2020 on e-voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote by way of a single login credential through their demat account maintained with Depositories and DPs.

ii) Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

iii) **Login method for e-voting for individual shareholders:**

Type of shareholders	Login Method
Individual shareholders holding securities in Demat mode with **CDSL Depository**	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 e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and My Easi New (Token) Tab. 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 vote during the e-voting period. Additionally, there is also link provided to access the system of all e-voting Service Providers so that the user can visit the e-voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and My Easi New (Token) Tab and then click on registration option. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and 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 also able to directly access the system of all e-voting Service Providers.
Individual shareholders holding securities in demat mode with **NSDL Depository**	If the users are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. The user will have to enter his/her User ID and Password. After successful authentication, the user will be able to see e-voting services. The user has to click on "Access to e-Voting" under e-voting services and the user will be able to see e-voting page. The user has to click on the company name or e-voting service provider name and will be re-directed to e-voting service provider website for casting vote during the remote e-voting period.

	If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. The user will have to enter your User ID (i.e. sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, the user will be redirected to NSDL Depository site wherein he/she can see e-voting page. The User will have to click on the company name or e-voting service provider name and will be redirected to e-voting service provider website for casting vote during the remote e-voting period. For OTP based login the user can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. The user will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, the user will be redirected to NSDL Depository site wherein you can see e-voting page. The user will have to click on **company name or e-Voting service provider name** and will be re-directed to **e-Voting service provider website** for casting vote during the remote e-voting period.
Individual shareholders logging through their **Depository Participants (DPs)**	The user can also login using the login credentials of the demat account through their DP registered with NSDL/CDSL for e-voting facility. After Successful login, the user will be able to see e-voting option. Once the user clicks on e-voting option, he/she will be redirected to NSDL/CDSL Depository site after successful authentication, wherein he/she can see e-voting feature. The user will have to click on company name or e-voting service provider name and will be redirected to e-voting service provider website for casting vote during the remote e-voting period.

Important note: Shareholders 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 for any technical issues related to login through CDSL / NSDL

Login type	Helpdesk details
Individual shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at: 022 - 4886 7000 and 022 - 2499 7000

iv) **Login method for remote e-voting for shareholders other than individual shareholders:**

a) Log on to the e-voting website www.evotingindia.com.

b) Click on "Shareholders" module.
c) Now enter User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
d) Next enter the Image Verification as displayed and Click on Login.
e) If logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then use the existing password.
f) In case of a first-time user, follow the steps given below:

PAN	Enter 10-digit alpha-numeric PAN issued by Income Tax Department. **Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by the Company / RTA or contact the Company / RTA.**
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 demat account or in the company records in order to login. **If both the details are not recorded with the Depository or the Company, please enter the member id / folio number in the Dividend Bank details field.**

g) After entering these details appropriately, click on "SUBMIT" tab.
h) Shareholders 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 the password with any other person and take utmost care to keep the password confidential.
i) Click on the 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 one wishes to view the entire Resolution details.
l) 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.
m) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
n) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
o) If you have forgotten the login password, enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
p) There is also an optional provision to upload Board Resolution/Power of Attorney if any uploaded, which will be made available to the Scrutinizer for verification.

v) **Additional Facility for non–individual shareholders and custodians:**

a) Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
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 will be mapped automatically and can be delinked in case of any wrong mapping.
e) It is mandatory that a scanned copy of the Board Resolution / 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.

f) Alternatively, non-individual shareholders are mandatorily 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 Scrutinizer and 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.

8. **Process for those shareholders whose email IDs / Mobile Number are not registered with the Depositories:**

Please update your Email ID and Mobile Number with your respective DPs which is mandatory while e-voting through Depository.

9. 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 toll free no. 1800 21 09911. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, 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 at toll free no. 1800 21 09911.

10. **Details of Scrutinizer and result of e-voting:**

The Board of Directors of the Company has appointed Mr. Sachin Sharma (C.P. No. 20423) or failing him Mr. Vishwanath (C.P. No. 25099), Designated Partners of M/s. Sharma and Trivedi LLP, Practising Company Secretaries (LLPIN: AAW-6850), Mumbai as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report after conclusion of e-voting and the result of the Postal Ballot will be declared in accordance with the provisions of Section 110 and other applicable provisions (if any) of the Act on or before **Thursday, December 10, 2026**. The results declared along with the report of Scrutiniser shall be placed on the website of the Company www.keva.co.in and on website of CDSL immediately after declaration of the same by the Whole-time Director and Group Chief Executive Officer of the Company or person authorised by him in this behalf. The Company shall simultaneously submit the results to National Stock Exchange of India Limited and BSE Limited where the shares of the Company are listed.

11. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified for e-voting, i.e. **Tuesday, December 08, 2026** as if it has been passed at a general meeting of the shareholders.

12. Relevant documents referred to in the Notice shall be made available for electronic inspection without any fee in accordance with the applicable statutory requirements upon request received in writing to the Company at investors@keva.co.in until the last date for receipt of votes through e-voting.

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

Deepti Chandratre
Global Legal Counsel & Company Secretary
Membership No: ACS-20759

Date: November 02, 2026
Place: Mumbai
Registered Office: Devkaran Mansion, 36, Mangaldas Road, Mumbai – 400002
CIN: L74999MH1955PLC009593
e-mail: investors@keva.co.in
Website: www.keva.co.in
Tel: 022 – 6606 7777

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

By Postal Ballot of the Company conducted in October 2021, the results of which were declared on December 04, 2021, Mr. Deepak Raj Bindra (DIN: 06835196), 79 years, was appointed as an Independent Director of the Company for a term of 5 (Five) consecutive years from December 15, 2021 to December 14, 2026 pursuant to Sections 149, 150, 152, Schedule IV and all other applicable provisions, if any, of the Act and the Rules framed thereunder and Regulation 17(1A) and other applicable provisions of the Listing Regulations.

The Board of Directors of the Company at its meeting held on November 02, 2026, pursuant to the recommendation of the Nomination and Remuneration Committee and on the basis of Mr. Bindra's performance evaluation and taking into account the external business environment, the business knowledge, acumen, experience and the substantial contribution made by him during his tenure, has recommended the re-appointment of Mr. Deepak Raj Bindra for the second term of 5 (Five) consecutive years from December 15, 2026 to December 14, 2031 to the Members of the Company.

The performance evaluation of Mr. Deepak Raj Bindra was based on various criteria, inter-alia, including attendance at Board and Committee Meetings, skill, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry and global trends etc.

As per Regulation 17(1A) of the Listing Regulations, 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.

Taking into account his professional expertise and significant experience, approval of the Members is also being sought for his re-appointment as an Independent Director for a second term as aforementioned.

The Company has received notice in writing from a Member under Section 160 of the Act proposing Mr. Bindra's candidature for the office of Director of the Company.

Brief resume of Mr. Deepak Raj Bindra, age, qualification, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities and other companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year along with disclosure pertaining to his resignation from listed entities in the past three years as stipulated under the Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India are given in the Annexure to the Notice.

Mr. Deepak Raj Bindra is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received declaration from Mr. Deepak Raj Bindra that he meets the criteria of independence as prescribed under Section 149 of the Act and the Listing Regulations. He is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. He is not related to any Director of the Company.

The Board is of the view that Mr. Bindra possesses the core skills / expertise / competencies identified in the Company's' business for it to function effectively and fulfils the conditions for appointment as an Independent Director as specified in the Act and Listing Regulations. His knowledge and experience and continued association as an Independent Director of the Company will be of immense benefit and value to the Company.

The draft letter of appointment of Mr. Deepak Raj Bindra setting out the terms and conditions of his appointment is 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. Deepak Raj Bindra are 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.

Item No. 2

By Postal Ballot of the Company conducted in October 2021, the results of which were declared on December 04, 2021, Mr. Vasant Gujarathi (DIN: 06863505), 75 years, was appointed as an Independent Director of the Company for a term of 5 (Five) years from February 20, 2022 to February 19, 2027 pursuant to Sections 149, 150, 152, Schedule IV and all other applicable provisions, if any, of the Act and the Rules framed thereunder and Regulation 17(1A) and other applicable provisions of the Listing Regulations.

The Board of Directors of the Company at its meeting held on November 02, 2026, pursuant to the recommendation of the Nomination and Remuneration Committee and on the basis of Mr. Gujarathi's performance evaluation and taking into account the external business environment, the business knowledge, acumen, experience and the substantial contribution made by him during his tenure, has recommended the re-appointment of Mr. Vasant Gujarathi for the second term of 5 (Five) consecutive years from February 20, 2027 to February 19, 2032 to the Members of the Company.

The performance evaluation of Mr. Vasant Gujarathi was based on various criteria, inter-alia, including attendance at Board and Committee Meetings, skill, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry and global trends etc.

As per Regulation 17(1A) of the Listing Regulations, 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.

Taking into account his professional expertise and significant experience, approval of the Members is also being sought for his re-appointment as an Independent Director for a second term as aforementioned.

The Company has received notice in writing from a Member under Section 160 of the Act proposing Mr. Vasant Gujarathi's candidature for the office of Director of the Company.

Brief resume of Mr. Vasant Gujarathi, age, qualification, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities and other companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year along with disclosure pertaining to his resignation from listed entities in the past three years as stipulated under the Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India are given in the Annexure to the Notice.

Mr. Vasant Gujarathi is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received declaration from Mr. Vasant Gujarathi that he meets the criteria of independence as prescribed under Section 149 of the Act and the Listing Regulations. He is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. He is not related to any Director of the Company.

The Board is of the view that Mr. Vasant Gujarathi possesses the core skills / expertise / competencies identified in the Company's' business for it to function effectively and fulfils the conditions for appointment as an Independent Director as specified in the Act and Listing Regulations. His knowledge and experience and continued association as an Independent Director of the Company will be of immense benefit and value to the Company.

The draft letter of appointment of Mr. Vasant Gujarathi setting out the terms and conditions of his appointment is 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. Vasant Gujarathi and his relatives to the extent of their shareholding interest, if any, in the Company, are concerned or interested in the Resolution mentioned at Item No. 2.

The Board of Directors recommends the Special Resolution as set out in Item No. 2 of the Notice for the approval of the Members.

Item No. 3

At the Annual General Meeting of the Company held on August 10, 2022, Ms. Neela Bhattacherjee (DIN: 01912483) was appointed as an Independent Director of the Company for a term of 5 (Five) years from May 25, 2022 to May 24, 2027 pursuant to Sections 149, 150, 152, Schedule IV and all other applicable provisions, if any, of the Act, and the Rules framed thereunder and other applicable provisions of the Listing Regulations.

The Board of Directors of the Company at its meeting held on November 02, 2026, pursuant to the recommendation of the Nomination and Remuneration Committee and on the basis of Ms. Bhattacherjee's performance evaluation and taking into account the external business environment, the business knowledge, acumen, experience and the substantial contribution made by her during her tenure, has recommended the re-appointment of Ms. Neela Bhattacherjee for the second term of 5 (Five) consecutive years from May 25, 2027 to May 24, 2032 to the Members of the Company.

The performance evaluation of Ms. Neela Bhattacherjee was based on various criteria, inter-alia, including attendance at Board and Committee Meetings, skill, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry and global trends etc.

Taking into account her professional expertise and significant experience, approval of the Members is being sought for her re-appointment as an Independent Director for a second term as aforementioned.

The Company has received notice in writing from a Member under Section 160 of the Act proposing Ms. Bhattacherjee's candidature for the office of Director of the Company.

Brief resume of Ms. Neela Bhattacherjee, age, qualification, nature of her expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities and other companies in which she holds directorships and memberships / chairmanships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year along with disclosure pertaining to her resignation from listed entities in the past three years as stipulated under the Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India are given in the Annexure to the Notice.

Ms. Neela Bhattacherjee is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has received declaration from Ms. Neela Bhattacherjee that she meets the criteria of independence as prescribed under Section 149 of the Act and the Listing Regulations. She is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. She is not related to any Director of the Company.

The Board is of the view that Ms. Neela Bhattacherjee possesses the core skills / expertise / competencies identified in the Company's' business for it to function effectively and fulfils the conditions for appointment as an Independent Director as specified in the Act and Listing Regulations. Her knowledge and experience and continued association as an Independent Director of the Company will be of immense benefit and value to the Company.

The draft letter of appointment of Ms. Neela Bhattacherjee setting out the terms and conditions of her appointment is 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 Ms. Neela Bhattacherjee are concerned or interested in the Resolution mentioned at Item No. 3.

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

The Board of Directors of the Company at its Meeting held on November 02, 2026, pursuant to the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Ms. Sumedha Karmarkar (DIN: 06899598) as an Additional Director (Non-Executive Non-Independent) of the Company with effect from November 03, 2026 and thereafter, subject to the approval of the Members of the Company, as a Non-Executive Non-Independent Director of the Company liable to retire by rotation.

The Company has received notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company.

Brief resume of Ms. Sumedha Karmarkar, age, qualification, nature of her expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities and other companies in which she holds directorships and memberships/chairmanships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year along with disclosure pertaining to her resignation from listed entities in the past three years as stipulated under the Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India are given in the Annexure to the Notice. She forms part of the Promoter Group of the Company.

Ms. Sumedha Karmarkar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as a Director. She is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. The Board is of the view that Ms. Karmarkar's knowledge and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the Nomination and Remuneration Committee recommends her appointment to the Members.

Ms. Sumedha Karmarkar is interested in the resolution set out at Item No. 4 of the Notice which pertains to her appointment as a Director. Mrs. Prabha Vaze – Non-Executive Director and Mr. Kedar Vaze – Whole-time Director and Group Chief Executive Officer of the Company, who are related to Ms. Sumedha Karmarkar, may be deemed to be interested in the resolution. Other relatives of Ms. Sumedha Karmarkar may be deemed to be interested in the resolution set out at Item No. 4 of the Notice to the extent of their shareholding interest in the Company, if any.

Save and except the above, none of the Director(s), Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 4.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of the Notice for the approval of the Members.

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

Deepti Chandratre
Global Legal Counsel & Company Secretary
Membership No: ACS-20759

Date: November 02, 2026
Place: Mumbai
Registered Office: Devkaran Mansion, 36, Mangaldas Road, Mumbai – 400002
CIN: L74999MH1955PLC009593
e-mail: investors@keva.co.in
Website: www.keva.co.in
Tel: 022 – 6606 7777

ANNEXURE

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings with respect to Director's Appointment / Re-appointment]

Name of Director	Mr. Deepak Raj Bindra	Mr. Vasant Gujarathi	Ms. Neela Bhattacherjee	Ms. Sumedha Karmarkar
Designation	Independent Director	Independent Director	Independent Director	Non-Executive and Non-Independent Director
Director Identification Number (DIN)	06835196	06863505	01912483	06899598
Date of Birth and Age	June 04, 1947; 79 years	March 18, 1951; 75 years	January 22, 1960; 66 years	February 04, 1970; 56 years
Qualification	Fellow member of Institute of Chartered Accountants in England and Wales, B. Com. from Punjab University.	Chartered Accountant	Bachelor of Science in Mathematics and a post graduate degree of Bachelor of Science in Computer Science.	Chartered Accountant
Nature of Expertise / Experience	Setting up large greenfield projects, driving business turnarounds and leading profit centres across the FMCG, consumer durables and Flavours and Fragrance industry	He has over 35 years of experience and his areas of expertise include Audit and Assurance, Financial Systems, Business Operations, Enterprise Risk Management, Regulatory Compliance, Internal Audit, IT Strategy and Implementation, Talent Management, Corporate Governance, Ethics Assessment and Programme Development and Cost Restructuring.	She has over 32 years of experience and her area of expertise include technology solutions, strategic business leadership, business development, mergers and acquisitions, organisational transformation and shaping organisational culture, entrepreneurship, IT consulting, corporate management, mentoring and board governance.	Over 30 years of experience in finance, business management and investment oversight
Brief Resume	Appended at the end of this table	Appended at the end of this table	Appended at the end of this table	Appended at the end of this table
First Appointment on the Board	December 15, 2021	February 20, 2022	May 25, 2022	November 03, 2026
Terms & Conditions of Appointment / re-appointment	Re-appointment as an Independent Director for a period of 5 (five) consecutive years from December 15, 2026 to December 14, 2031 not liable to retire by rotation.	Re-appointment as an Independent Director for a period of 5 (five) consecutive years from February 20, 2027 to February 19, 2032, not liable to retire by rotation.	Re-appointment as an Independent Director for a period of 5 (five) consecutive years from May 25, 2027 to May 24, 2032 not liable to retire by rotation.	Appointment as a Non-Executive and Non-Independent Director, liable to retire by Rotation
Last Drawn Remuneration (FY 2025-26)	Rs. 18,00,000/-	Rs. 22,00,000/-	Rs. 19,00,000/-	Not Applicable
Details of Remuneration sought to be paid	Sitting fees	Sitting fees	Sitting fees	Sitting fees
No. of shares held in the Company as on date of the Notice	Nil	Nil	Nil	150
Relationship with Directors / Manager / KMP	Not Related	Not Related	Not Related	Daughter of Mrs. Prabha Vaze, Non-Executive Director and Sister of Mr. Kedar Vaze, Whole-time Director and Group Chief

				Executive Officer.
No. of Board meetings attended out of 3 meetings held from April 01, 2026 till the date of the Notice	3	3	3	Not Applicable as on date of the Notice
Directorship Details	**Listed Company:** - S H Kelkar and Company Limited **Private / Public Companies:** - CFF Keva Italy S.p.A. (Formerly Creative Flavours & Fragrances S.p.A.) - Keva Europe B.V.	**Listed Company:** - S H Kelkar and Company Limited - Aurum Proptech Limited **Private / Public Companies:** - Integrow Asset Management Private Limited - Hello World Technologies India Private Limited - Aurum Analytica Private Limited - Nestaway Technologies Private Limited	**Listed Company:** - S H Kelkar and Company Limited - Alkem Laboratories Limited - PGP Glass Limited - Aster DM Quality Care Limited **Private / Public Companies:** - Keva Fragrances Private Limited - PGP Glass USA Inc.	**Listed Company:** - S H Kelkar and Company Limited *(with effect from November 03, 2026)* **Private / Public Companies:** - SKK Industries Private Limited - Amikeva Private Limited
Listed entities from which the person has resigned in the past 3 years	Nil	Nil	Nil	Nil
Committee Positions	S H Kelkar and Company Limited - Audit Committee (Member) - Stakeholders Relationship Committee (Member) - Nomination and Remuneration Committee (Member)	S H Kelkar and Company Limited - Audit Committee (Chairman) - Stakeholders Relationship Committee (Chairman) - Nomination and Remuneration Committee (Member) - Risk Management Committee (Member) Aurum Proptech Limited - Audit Committee (Chairman) - Corporate Social Responsibility Committee (Chairman) - Nomination and Remuneration Committee (Member) - Risk Management Committee (Member) Integrow Asset Management Private Limited - Audit Committee (Chairman)	S H Kelkar and Company Limited - Nomination and Remuneration Committee (Chairperson) - Audit Committee (Member) Alkem Laboratories Limited - Nomination and Remuneration Committee (Member) - Risk Management Committee (Member) Aster DM Quality Care Limited - Nomination and Remuneration Committee (Member)	S H Kelkar and Company Limited - Audit Committee (Member) - Risk Management Committee (Member) *(with effect from November 03, 2026)*

Skills and capabilities required for the role and the manner in which the proposed person meets such requirements (Applicable in case of appointment of Independent Directors)	Business Operations, Strategy, Business Development, in-depth knowledge of FMCG, consumer durables and Flavours and Fragrance industry	Finance, Audit and Assurance, Strategy and Business Development, Talent Management, Risk Management	Strategy, Business Development, Information Technology	Not Applicable

Brief Profile of Mr. Deepak Raj Bindra

Mr. Deepak Raj Bindra, 79, holds a Bachelor's degree in commerce (B. Com) from the Punjab University and is qualified as a Chartered Accountant. He was also admitted as FCA, in the Institute of Chartered Accountants in England and Wales. Mr. Bindra brings extensive experience and expertise in business leadership, project development and turnaround management. He has significant experience in setting up large greenfield projects, driving business turnarounds and leading profit centres across the FMCG, consumer durables and Flavours and Fragrance industry. He commenced his career with KPMG, London and subsequently spent nearly 23 years with the Unilever Group, where he held various senior management positions across multiple business segments.

Brief Profile of Mr. Vasant Gujarathi

Mr. Vasant Gujarathi, aged 75, is a Chartered Accountant with over 35 years of post-qualification experience with PricewaterhouseCoopers (PwC), where he held various leadership positions and worked with some of India's largest multinational corporations.

Mr. Gujarathi began his professional career in August 1976 with M/s. Lovelock & Lewes, Chartered Accountants, initially a member firm of Coopers & Lybrand International and subsequently part of PwC. He was a Partner with PwC India for 22 years (1991–2013) serving in its Assurance and Business Advisory Services practice. He also represented PwC India on the PwC Global Committee for the Industrial Products Industry.

His areas of expertise include Audit and Assurance, Financial Systems, Business Operations, Enterprise Risk Management, Regulatory Compliance, Internal Audit, IT Strategy and Implementation, Talent Management, Corporate Governance, Ethics Assessment and Programme Development and Cost Restructuring.

Over the years, Mr. Vasant Gujarathi has developed extensive experience in advising and working with large multinational organisations on matters relating to financial discipline, operational effectiveness, risk management, governance frameworks and business transformation.

His professional experience and governance perspective provide a strong foundation for contributing to Board deliberations, strengthening corporate governance practices and providing strategic oversight.

Brief Profile of Ms. Neela Bhattacherjee

Ms. Neela Bhattacherjee holds a degree of Bachelor of Science in Mathematics and a post graduate degree of Bachelor of Science in Computer Science. She has more than 32 years of post-qualification experience in the IT industry.

She co-founded Softcell, an IT company that she successfully led for 13 years, from 1986 to 1999. Softcell specialised in developing IT application products, a unique concept in India at the time. Softcell's customers included Taj Group of Hotels, Reliance Industries Limited and agencies for global shipping lines such as CMA CGM and Evergreen Marine Corp.

Ms. Bhattacherjee has spent 21 years (2000-2001) with the Accelya group, a leading provider of IT solutions, during which she held many leadership positions and was instrumental in growing the business, aligning and shaping the organizational culture through mergers and acquisitions. She was a part of Accelya's global Executive Committee and also the Managing Director of Accelya Solutions India Limited.

She currently serves on the boards of several companies and mentors women in the corporate world.

Brief Profile of Ms. Sumedha Karmarkar

Ms. Sumedha Karmarkar, aged 56, is a Chartered Accountant with over three decades of professional experience spanning finance, business management and investment oversight. Her career reflects a broad-based understanding of financial management and business interests across diverse sectors.

She commenced her professional career with S H Kelkar and Company Limited in 1996–1997 where she was responsible for accounts and taxation laying the foundation for her subsequent engagement in business and financial management.

Ms. Karmarkar currently serves as a Director of Amikeva Private Limited and maintains diverse entrepreneurial interests. Since 2003, she has been operating Neuchatel Chemie Specialties, a proprietorship concern into speciality chemical trade and export. Neuchatel primarily caters to the European market in the trade sector. She is also a partner and financier in Fab Oils LLP which is into oil-based skincare and haircare products business catering to the D2C space.

Her professional background, combined with her involvement in multiple business enterprises and investment interests, provides her with broad exposure to financial stewardship, taxation, corporate affairs and business oversight.