



May 15, 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: Disclosure under 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Result of Postal Ballot and Scrutinizers' Report**

Further to our letter dated April 12, 2023, we wish to inform you that the resolution as set out in the Postal Ballot Notice dated March 27, 2023 has been passed by the members of the Company with requisite majority.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the voting results of the Postal Ballot alongwith the consolidated report of the Scrutinizer issued in this regard.

The aforesaid results are being uploaded on the website of the Company at [www.keva.co.in](http://www.keva.co.in) and on the website of the CDSL at [www.evotingindia.com](http://www.evotingindia.com)

You are requested to 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*



<b>General information about company</b>	
Scrip code	539450
NSE Symbol	SHK
MSEI Symbol	NOTLISTED
ISIN	INE500L01026
Name of the company	S H Kelkar and Company Limited
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	13-05-2023
Start time of the meeting	-
End time of the meeting	-

<b>Scrutinizer Details</b>	
Name of the Scrutinizer	Vishwanath
Firms Name	Sharma and Trivedi LLP
Qualification	CS
Membership Number	A14521
Date of Board Meeting in which appointed	27-03-2023
Date of Issuance of Report to the company	15-05-2023

### **Voting results**

Record date	31-03-2023
Total number of shareholders on record date	45962
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	-
b) Public	-
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	-
b) Public	-
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	-

<b>Resolution(1)</b>								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	81177669	81177669	100	81177669	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		81177669	81177669	100	81177669	0	100
Public-Institutions	E-Voting	16727334	13201085	78.9192	13201085	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16727334	13201085	78.9192	13201085	0	100
Public-Non Institutions	E-Voting	40515798	571153	1.4097	534851	36302	93.6441	6.3559
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		40515798	571153	1.4097	534851	36302	93.6441
Total		138420801	94949907	68.5951	94913605	36302	99.9618	0.0382
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							-	

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	-
Public Insitutions	-
Public - Non Insitutions	-

# SHARMA AND TRIVEDI LLP

(Registered with Limited Liability)

Company Secretaries, LLPIN: AAW-6850; UIN: L2021MH011000  
C-316, 3<sup>rd</sup> Floor, Avior Corporate Park, Nirmal Galaxy, L.B.S. Marg,  
Mulund (W), Mumbai – 400 080  
Tel: (+91 22) 2591 3041, email id- csllp108@gmail.com

## Report of Scrutinizer

[Pursuant to Section 110 of the Companies Act, 2013 and the Companies  
(Management and Administration) Rules, 2014]

To  
The Chairman  
S H Kelkar and Company Limited  
(CIN: L74999MH1955PLC009593)  
Devkaran Mansion,  
36, Mangaldas Road,  
Mumbai – 400 002

Dear Sir,

### **Sub: Result of the Postal Ballot conducted to obtain the approval of Shareholders of S H Kelkar and Company Limited (the ‘Company’)**

I, Vishwanath (Membership No.14521/CP. No.25099), Designated Partner of M/s Sharma and Trivedi LLP (LLPIN:AAW-6850), Practicing Company Secretaries, Mumbai, were appointed as the Scrutinizer by the Company for conducting the Postal Ballot by way of remote e-voting process, carried out as per Section 108 and 110 of Companies Act, 2013 (“Act”) read with Rule 20 and 22 the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 08, 2021, the General Circular No.03/2022 dated May 05, 2022 and General Circular No.11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations, (including any statutory modification(s) or re-enactment(s) / amendments thereof for the time being in force and as amended from time to time, the Company seeks approval of the Members via Postal Ballot through remote e-voting process only (Voting through Electronic means) in connection with the passing of the resolution as mentioned in the Notice of Postal Ballot dated March 27, 2023.

In terms of the MCA Circulars, the Company had sent the Postal Ballot Notice in only electronic form to those shareholders whose email id was registered with the Depositories/ Depository Participants/ the Company’s Registrar and Transfer Agent (RTA). The hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope were not sent to the Members as per the exemptions provided in the MCA Circulars & SEBI Circular mentioned above. Accordingly, the communication of the assent or dissent of the Members had to take place through the E-voting system only.

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: 2 :

All the required instructions in relation to e-voting by the shareholders were duly mentioned in the Notice sent to the shareholders of the Company through e-mail, wherever e-mail ids were available.

As per applicable provisions of the Companies Act, 2013 and Rules made thereunder, SEBI (LODR) Regulations, 2015 and as provided in the MCA Circulars mentioned above, an advertisement was published by the Company in Financial Express (in English) and Mumbai Lakshadeep (in Marathi) newspapers, on April 13, 2023, informing about the sending of the Postal Ballot Notice by e-mail.

The Company and Central Depository Services (India) Limited (CDSL) had uploaded the Notice together with the explanatory statement on their respective websites [www.keva.co.in](http://www.keva.co.in) and [www.evotingindia.com](http://www.evotingindia.com). The Company had generated Event Number: 230406005 on CDSL for the casting votes through e-voting mode.

The Shareholders holding the shares as on the “cut-off” date i.e., Friday, March 31, 2023, were entitled to vote on the proposed resolutions through e-voting.

The remote e-voting period commenced on Friday, April 14, 2023 (9.00 a.m.) and ended on Saturday, May 13, 2023 (5.00 p.m.) for the shareholders exercising their vote through remote e-voting. The remote e-voting module was disabled by CDSL for voting thereafter. All votes cast by e-voting received upto Saturday, May 13, 2023 (5.00 p.m.) being last date fixed by the Company for exercise of vote by e-voting, were considered for my scrutiny.

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI (LODR) Regulations, 2015, relating to the items being placed for approval of the shareholders through Postal Ballot by e-voting.

My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on votes cast through e-voting as also the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL).

The Report of the Postal Ballot was duly compiled and accordingly the results of Postal Ballot through remote e-voting for the following resolutions are as under:

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: 3 :

- 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:**

“**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”.

**Total number of e-Votes considered in connection with the passing of the above-mentioned Special Resolution:**

Sr. No.	Particulars	No. of e-Votes	No of Equity Shares	% to Total valid Votes
A	Votes in favour of the Resolution	193	9,49,13,605	99.96
B	Votes against the Resolution	18	36,302	0.04
C	<b>Total Valid Votes (A + B)</b>	<b>211</b>	<b>9,49,49,907</b>	<b>100.00</b>

*Note: Based on the aforesaid result, we report that, the aforesaid Special Resolution at Item No.1, as contained in the Notice of Postal Ballot dated March 27, 2023 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.*

<b>For Sharma and Trivedi LLP Company Secretaries</b>  VISHWANATH H <small>Digitally signed by VISHWANATH Date: 2023.05.15 16:40:17 +05'30'</small> <hr/> <b>Vishwanath Designated Partner DIN: 09566878 CP No.: 25099 UDIN: A014521E000309409</b>  Date : 15 <sup>th</sup> May, 2023 Place : Mumbai	<b>Countersigned by For S H Kelkar and Company Limited</b>  <hr/> <b>Ramesh Vinayak Vaze Director &amp; Chairman of Board DIN: 00509751</b>  Date : 15 <sup>th</sup> May, 2023 Place : Mumbai
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