



August 10, 2019

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: Outcome of 63<sup>rd</sup> Annual General Meeting of the Company**

We wish to inform you that the 63<sup>rd</sup> Annual General Meeting of the Company (“AGM”) was duly held on August 09, 2019 at 4.30 pm at Indraprastha Hall, 261, Balrajeshwar Road, Vaishali Nagar, Mulund (West), Mumbai – 400080.

As required under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with the Rules framed thereunder, the Company had provided e-voting facility to the Members to cast their votes electronically in respect of all businesses mentioned in the Notice of AGM.

Mr. Sachin Sharma (Membership No. 46900/CP. No. 20423), Designated Partner, M/s. S. Anantha & Ved LLP., Company Secretaries, Mumbai had been appointed as the Scrutiniser for conducting the entire voting process (e-voting and ballot) in a fair and transparent manner. As per the Scrutinizer’s Report, all resolutions contained in the Notice convening the AGM have been duly passed by the Members with requisite majority.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we enclose herewith the consolidated voting results of the business transacted at the AGM in the prescribed format. Further, consolidated report of the Scrutinizer on e-voting and voting at the AGM is also enclosed.

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

You are requested to take the same on record.

Thanking you,

Yours faithfully,

**For S H KELKAR AND COMPANY LIMITED**

  
**Deepthi Chandratre**  
Company Secretary & Compliance Officer



As above

**S H Kelkar And Company Limited**

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](http://www.keva.co.in)

CIN No. L74999MH1955PLC009593

**S H KELKAR AND COMPANY LIMITED**

<b>Date of AGM / EGM / Postal Ballot</b>	August 09, 2019
<b>Total no. of shareholders on record dated i.e. August 02, 2019</b>	22270
<b>No. of shareholders present in the meeting either in person or through proxy</b>	116
<b>1. Promoter or Promoter Group</b>	- 11 in person - 7 through Authorised Representative
<b>2. Public</b>	- 90 in person - 8 through proxy
<b>No. of shareholders attended the meeting through video-conferencing</b>	No such facility was arranged
<b>1. Promoter or Promoter Group</b>	
<b>2. Public</b>	



## S H Kelkar And Company Limited

**Resolution Required : (Ordinary)**  
To receive, consider, approve and adopt the audited Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2019 alongwith the Report of Board of Directors and Auditors thereon.

**Whether promoter/ promoter group are interested in the agenda/resolution?**  
No

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
Promoter and Promoter Group	E-Voting	77917664	0	0.0000	0	0	0.0000	0.0000
	Poll		77917664	100.0000	77917664	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>77917664</b>	<b>100.0000</b>	<b>77917664</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	34953737	32798942	93.8353	32798942	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>32798942</b>	<b>93.8353</b>	<b>32798942</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	28449400	14535182	51.0913	14535181	1	100.0000	0.0000
	Poll		60131	0.2114	60131	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14595313</b>	<b>51.3027</b>	<b>14595312</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>141320801</b>	<b>125311919</b>	<b>88.6720</b>	<b>125311918</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>



## S H Kelkar And Company Limited

Resolution Required : (Ordinary)			To appoint a Director in place of Mr. Amit Dalmia (DIN: 05313886), a non-executive/non-independent Director, who retires by rotation and being eligible offers himself for re-appointment					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	77917664	0	0.0000	0	0	0.0000	0.0000
	Poll		77917664	100.0000	77917664	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>77917664</b>	<b>100.0000</b>	<b>77917664</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	34953737	32798942	93.8353	21363259	11435683	65.1340	34.8660
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>32798942</b>	<b>93.8353</b>	<b>21363259</b>	<b>11435683</b>	<b>65.1340</b>	<b>34.8660</b>
Public Non Institutions	E-Voting	28449400	14535182	51.0913	14535105	77	99.9995	0.0005
	Poll		60131	0.2114	60131	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14595313</b>	<b>51.3027</b>	<b>14595236</b>	<b>77</b>	<b>99.9995</b>	<b>0.0005</b>
<b>Total</b>		<b>141320801</b>	<b>125311919</b>	<b>88.6720</b>	<b>113876159</b>	<b>11435760</b>	<b>90.8742</b>	<b>9.1258</b>



## S H Kelkar And Company Limited

Resolution Required : (Ordinary)			To re-appoint B S R & Co. LLP, holding Registration No. 101248W with the Institute of Chartered Accountants of India (ICAI), as Statutory Auditors of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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
Promoter and Promoter Group	E-Voting	77917664	0	0.0000	0	0	0.0000	0.0000
	Poll		77917664	100.0000	77917664	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>77917664</b>	<b>100.0000</b>	<b>77917664</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	34953737	32798942	93.8353	20145449	12653493	61.4210	38.5790
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>32798942</b>	<b>93.8353</b>	<b>20145449</b>	<b>12653493</b>	<b>61.4210</b>	<b>38.5790</b>
Public Non Institutions	E-Voting	28449400	14535182	51.0913	14535181	1	100.0000	0.0000
	Poll		60131	0.2114	60131	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14595313</b>	<b>51.3027</b>	<b>14595312</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>141320801</b>	<b>125311919</b>	<b>88.6720</b>	<b>112658425</b>	<b>12653494</b>	<b>89.9024</b>	<b>10.0976</b>



## S H Kelkar And Company Limited

Resolution Required : (Ordinary)			To ratify the remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants, appointed as Cost Auditors of the Company for the financial year 2019-20					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	77917664	0	0.0000	0	0	0.0000	0.0000
	Poll		77917664	100.0000	77917664	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>77917664</b>	<b>100.0000</b>	<b>77917664</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	34953737	32798942	93.8353	32798942	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>32798942</b>	<b>93.8353</b>	<b>32798942</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	28449400	14535182	51.0913	14535181	1	100.0000	0.0000
	Poll		60131	0.2114	60131	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14595313</b>	<b>51.3027</b>	<b>14595312</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>141320801</b>	<b>125311919</b>	<b>88.6720</b>	<b>125311918</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>







**REPORT OF SCRUTINIZER**

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014]*

10<sup>th</sup> August, 2019

To,  
The Chairman

63<sup>rd</sup> (Sixty Third) Annual General Meeting (AGM) of the Equity Shareholders of **S H KELKAR AND COMPANY LIMITED** held on **Friday, August 09, 2019 at 04:30 P.M.** **Indraprastha Hall, 261, Balrajeshwar Road, Vaishali Nagar, Mulund (West), Mumbai – 400080.**

Dear Sir,



**Sub.: Consolidated Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ('Act') read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and voting through Physical Ballot Forms\* at the 63<sup>rd</sup> AGM of S H KELKAR AND COMPANY LIMITED held on Friday, 09<sup>th</sup> August, 2019 at 04:30p.m.**

I, Sachin Sharma, Designated Partner of S. Anantha & Ved LLP, Practising Company Secretary (ACS:46900; CP:20423) was appointed as the Scrutinizer by the Board of Directors of **S H KELKAR AND COMPANY LIMITED** (the 'Company') vide resolution dated 22<sup>nd</sup> May, 2019, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to scrutinize and report on the electronic voting ('remote e-voting') and the voting through Ballot by the shareholders of the Company in respect of the resolutions proposed to be passed at the 63<sup>rd</sup>(Sixty Third) Annual General Meeting of the members of the Company to be held on Friday, 09<sup>th</sup> August, 2019 at Indraprastha Hall, 261, Balrajeshwar Road, Vaishali Nagar, Mulund (West), Mumbai – 400 080, and I submit my report as under:

1. The Compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means ('remote e-voting') and voting by use of ballot by the shareholders on the resolutions proposed in the notice of the 63<sup>rd</sup> Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and through ballot are conducted in a fair and transparent manner and submit the consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman on the resolutions, based on the report generated electronically or by voting through ballot.

*\*(by the shareholder himself or through authorized representative or by proxy attending the AGM)*

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2. As per the Notice of 63<sup>rd</sup> Annual General Meeting of the Shareholders and the 'Advertisement' published pursuant to Rule 20 (4) (v) of the Companies [(Management and Administration) Rules, 2014] (Amendment Rules, 2015) on 16<sup>th</sup> July, 2019, in "Financial Express" and "Mumbai Lakshdeep", the remote e-voting opened at 09.00 a.m. on Tuesday, 06<sup>th</sup> August, 2019 and would remain open until 05.00 p.m. on Thursday, 08<sup>th</sup> August, 2019.
3. The Shareholders holding the Equity Shares of the Company as on Friday, 02<sup>nd</sup> August, 2019 viz. the "**cut-off date**", were entitled to vote on the resolutions stated in the Notice of the 63<sup>rd</sup> Annual General Meeting of the Company.
4. After the declaration of voting by use of ballot by the Chairman at the meeting, ballot box was locked and kept for voting duly marked by identification mark placed on them. The ballot box subsequently on close of voting hours was opened in the presence of two witnesses who are not the employees of the Company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialed by the scrutinizer. The ballots were reconciled with the records maintained by the Company/ Registrar and Transfer Agents (R&TA) of the Company and the Authorizations / proxies lodged with the Company.
5. The ballots, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
6. The votes on remote e-voting were unblocked, in the presence of two witnesses who are not the employees of the Company, at around 06.05 p.m. after conclusion of voting at the AGM and the e-voting results / list of Equity Shareholders who voted for and against were downloaded from the e-voting website of Central Depository Services (India) Limited ("**CDSL**") i.e. [www.evotingindia.com](http://www.evotingindia.com) and the same are being handed over to the Chairman.

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7. The total votes cast in favour or against for all the resolutions proposed in the Notice of the AGM are as under:

**A. Resolution No.1: Ordinary Resolution**

**Consideration and adoption of Standalone and Consolidated Audited Financial Statements, Reports of the Board of Directors and Auditors for the financial year ended March 31, 2019:**

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	37	4,73,34,123	37.77
Voting by Ballot	73	7,79,77,795	62.23
<b>Total</b>	<b>110</b>	<b>12,53,11,918</b>	<b>100.00</b>

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	1	100.00
Voting by Ballot	--	--	--
<b>Total</b>	<b>1</b>	<b>1</b>	<b>100.00</b>

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
--	--

**Summary of Total valid votes for Resolution No.1**

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	12,53,11,918	100.00
Votes against	1	0.00
<b>Total</b>	<b>12,53,11,919</b>	<b>100.00</b>

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**B. Resolution No.2: Ordinary Resolution**

**Appointment of Mr. Amit Dalmia (DIN: 05313886) as a non-executive/non-independent Director, liable to retire by rotation:**

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	25	3,58,98,364	31.52
Voting by Ballot	73	7,79,77,795	68.48
<b>Total</b>	<b>98</b>	<b>11,38,76,159</b>	<b>100.00</b>

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	13	1,14,35,760	100.00
Voting by Ballot	--	--	--
<b>Total</b>	<b>13</b>	<b>1,14,35,760</b>	<b>100.00</b>



(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
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**Summary of Total valid votes for Resolution No.2**

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	11,38,76,159	90.87
Votes against	1,14,35,760	9.13
<b>Total</b>	<b>12,53,11,919</b>	<b>100.00</b>

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**C. Resolution No.3: Ordinary Resolution**

**Re-appointment of B S R & Co. LLP, holding Registration No.101248W with the Institute of Chartered Accountants of India (ICAI), as Statutory Auditors of the Company:**

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	22	3,46,80,630	30.78
Voting by Ballot	73	7,79,77,795	69.22
<b>Total</b>	<b>95</b>	<b>11,26,58,425</b>	<b>100.00</b>

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	16	1,26,53,494	100.00
Voting by Ballot	--	--	--
<b>Total</b>	<b>16</b>	<b>1,26,53,494</b>	<b>100.00</b>



(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
--	--

**Summary of Total valid votes for Resolution No.3**

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	11,26,58,425	89.90
Votes against	1,26,53,494	10.10
<b>Total</b>	<b>12,53,11,919</b>	<b>100.00</b>

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**D. Resolution No.4: Ordinary Resolution**

**Ratification of remuneration payable to Cost Auditors of the Company for the financial year 2019-20:**

i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	37	4,73,34,123	37.77
Voting by Ballot	73	7,79,77,795	62.23
<b>Total</b>	<b>110</b>	<b>12,53,11,918</b>	<b>100.00</b>

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	1	100.00
Voting by Ballot	--	--	--
<b>Total</b>	<b>1</b>	<b>1</b>	<b>100.00</b>

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
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**Summary of Total valid votes for Resolution No.4**

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	12,53,11,918	100.00
Votes against	1	0.00
<b>Total</b>	<b>12,53,11,919</b>	<b>100.00</b>

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8. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of 63<sup>rd</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman/ Company Secretary for safe keeping.

Thanking You,

Yours Faithfully,  
For S. ANANTHA & VED LLP  
Company Secretaries

Sachin Sharma  
Designated Partner  
ACS:46900; CP: 20423



**Witnesses:**

*Salpemyi*  
1. Name: Mahesh Janu Salpe  
Add: C/O. S. Anantha & Ved LLP  
Company Secretaries  
C 316, Avior Corporate Park  
LBS Marg, Mulund (W), Mumbai-80  
Occup: Service

*Karkamkar*  
2. Name: Sawani Vaibhav Karkamkar  
Add: Buld no.7, Flat no.403, Iris,  
Regency Estate, Dnyaneshwar  
Nagar, Kalyan shil Road,  
Dombivli East - 421203  
Occ: Service

Counter signed  
For S H KELKAR AND COMPANY LIMITED

Kedar Vaze  
Whole-Time Director & Group CEO  
Chairman of Annual General Meeting  
DIN: 00511325

