



December 06, 2021

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: Postal Ballot Results under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Further to our letter dated November 03, 2021 we wish to inform you that all resolutions in the Postal Ballot Notice dated October 29, 2021 have been passed by the members of the Company with requisite majority.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we enclose herewith the consolidated voting results of the resolutions. Further, consolidated report of the Scrutinizer on e-voting and voting through Ballot Papers is also enclosed.

The aforesaid reports are being uploaded on the website of the Company at www.keva.co.in and on the website of the CDSL at www.evoting.cdsl.com.

You are requested to take the same on record.

Thanking You,

Yours faithfully,

For **S H KELKAR AND COMPANY LIMITED**

Deepti Chandratre
Company Secretary & GM – Legal



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

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, Sachin Sharma (Membership No.46900/CP. No.20423), Designated Partner of M/s S. Anantha & Ved LLP (LLPIN:AAH-8229), Practicing Company Secretaries, Mumbai, was 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 read with the Companies (Management and Administration) Rules, 2014 read with the General Circular No.14/ 2020 dated April 8, 2020 and the General Circular No.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 and 10/2021 dated June 23, 2021 (the "MCA Circulars") and in line with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015"), in connection with the passing of the resolution as mentioned in the Notice of Postal Ballot dated October 29, 2021.

In view of the situation arising due to COVID-19 pandemic and lockdown, MCA has issued Circulars giving certain relaxations in the provisions of the Act and the Rules for facilitating passing of ordinary and special resolutions by the Companies, realizing the challenges faced by the Companies in providing physical Postal Ballot voting facility to shareholders. The result along with Scrutinizer's report will simultaneously be posted on the Company's website-www.keva.co.in and website of CDSL - www.evotingindia.com, besides communicating the same to the National Stock Exchange of India Limited and BSE Limited.

On account of threat posed by this pandemic and in terms of the MCA Circulars, the Company had sent the Postal Ballot Notice in electronic form only to those members whose email id was registered with the Depositories and the RTA and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the Members as per the exemptions provided in the MCA circulars mentioned above. Accordingly, the communication of the assent or dissent of the Members had to take place through the E-voting system only.

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. The above activities were completed by November 02, 2021.

: 2 :

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 (English) and Mumbai Lakshdeep (Vernacular -Marathi) newspapers, on November 04, 2021, 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 and www.evotingindia.com. The Company had generated Event Number: 211101001 on CDSL for the casting votes through e-voting mode.

The Shareholders holding the shares as on the "cut-off" date i.e., Friday, October 29, 2021, were entitled to vote on the proposed resolutions through e-voting.

The remote e-voting period commenced on Friday, November 05, 2021 (9.00 a.m.) and ended on Saturday, December 04, 2021 (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, December 04, 2021 (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:

1. Alteration of Articles of Association of the Company:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and further to the recommendation of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the alteration of the Articles of Association of the Company in the manner set out hereinbelow:

- a) Deletion of Article 1.3 of the Articles of Association;
- b) Deletion of Article 14.2 of Part A of the Articles of Association; and
- c) Deletion of Part B of the Articles of Association.

: 3 :

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary be and are hereby authorized to do all such acts, deeds and things as may be deemed necessary 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	168	90,699,355	99.999
B	Votes against the Resolution	11	1,070	0.001
C	Total Valid Votes (A + B)	179	90,700,425	100.000

2.Re-appointment of Mr. Mark Elliott (DIN: 08594890) as an Independent Director on the Board of Directors of the Company to hold office for a period of 3 (three) consecutive years from December 15, 2021 to December 14, 2024:

“**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. Mark Elliott (DIN: 08594890), who was appointed as an Independent Director of the Company for a term up to December 14, 2021, 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 3 (three) consecutive years from December 15, 2021 to December 14, 2024 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	165	90,699,265	99.999
B	Votes against the Resolution	14	1,160	0.001
C	Total Valid Votes (A + B)	179	90,700,425	100.000

: 4 :

3.Appointment of Mr. Deepak Raj Bindra (DIN:06835196) as an Independent Director on the Board of Directors of the Company to hold office for a period of 5 (five) consecutive years from December 15, 2021 to December 14, 2026:

“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, 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. Deepak Raj Bindra (DIN: 06835196), 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 appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years from December 15, 2021 to December 14, 2026 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded to the continuation of directorship of Mr. Deepak Raj Bindra (DIN: 06835196) after his attaining 75 years of age, until the conclusion of his first term as an Independent Director as aforementioned.

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	162	86,839,799	95.74
B	Votes against the Resolution	16	3,860,526	4.26
C	Total Valid Votes (A + B)	178	90,700,325	100.00

**Note: One (01) folio holding 100 equity shares of face value of Rs.10/- each, abstained from voting in the above resolution.*

4.Appointment of Mr. Vasant Gujarathi (DIN: 06863505) as an Independent Director on the Board of Directors of the Company to hold office for a period of 5 (five) consecutive years from February 20, 2022 to February 19, 2027:

“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, 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. Vasant Gujarathi (DIN:06863505), 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 appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years from February 20, 2022 to February 19, 2027 and whose office shall not be liable to retire by rotation.

: 5 :

RESOLVED FURTHER THAT pursuant Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded to the continuation of directorship of Mr. Vasant Gujarathi (DIN: 06863505) after his attaining 75 years of age, until the conclusion of his first term as an Independent Director as aforementioned.

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 Votes
A	Votes in favour of the Resolution	164	90,699,264	99.999
B	Votes against the Resolution	15	1,161	0.001
C	Total Valid Votes (A + B)	179	90,700,425	100.000

For S. ANANTHA & VED LLP
Company Secretaries



Sachin Hukumchand Sharma
Designated Partner
CP No.: 20423
UDIN: A046900C001670962

Date : 06th December, 2021
Place : Mumbai

Countersigned by



Ramesh Vinayak Vaze
Director & Chairman of Board
DIN: 00509751
S H Kelkar and Company Limited



Date : 06th December, 2021
Place : Mumbai

S H Kelkar and Company Limited

Postal Ballot Voting Results

Record Date		29-10-2021						
Total Number of Shareholders as on Record Date		54659						
No. of Shareholders present in the meeting either in person or through proxy		NA						
Promoter and Promoter Groups:		-						
Public:		-						
No. of Shareholders attended the meeting through video conferencing		NA						
Promoter and Promoter Groups:		-						
Public:		-						
Resolution Required : (Special)			1 - Alteration of Articles of Association 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	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	82767792	66220792	80.0079	66220792	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
	Total		66220792	80.0079	66220792	0	100.0000	0.0000
Public Institutions	E-Voting	17483741	9446779	54.0318	9446779	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
	Total		9446779	54.0318	9446779	0	100.0000	0.0000
Public Non Institutions	E-Voting	41069268	15032854	36.6037	15031784	1070	99.9929	0.0071
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		15032854	36.6037	15031784	1070	99.9929	0.0071
Total		141320801	90700425	64.1805	90699355	1070	99.9988	0.0012



Resolution Required : (Special)			2 - Re-appointment of Mr. Mark Elliott (DIN: 08594890) as an Independent Director on the Board of Directors of the Company to hold office for a period of 3 (three) consecutive years from December 15, 2021 to December 14, 2024					
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 outstandi	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes	% 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	82767792	66220792	80.0079	66220792	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
	Total		66220792	80.0079	66220792	0	100.0000	0.0000
Public Institutions	E-Voting	17483741	9446779	54.0318	9446779	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
	Total		9446779	54.0318	9446779	0	100.0000	0.0000
Public Non Institutions	E-Voting	41069268	15032854	36.6037	15031694	1160	99.9923	0.0077
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		15032854	36.6037	15031694	1160	99.9923	0.0077
Total		141320801	90700425	64.1805	90699265	1160	99.9987	0.0013



Resolution Required : (Special)			3 - Appointment of Mr. Deepak Raj Bindra (DIN: 06835196) as an Independent Director on the Board of Directors of the Company to hold office for a period of 5 (five) consecutive years from December 15, 2021 to December 14, 2026					
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	82767792	66220792	80.0079	66220792	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
	Total		66220792	80.0079	66220792	0	100.0000	0.0000
Public Institutions	E-Voting	17483741	9446779	54.0318	5587359	3859420	59.1457	40.8543
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9446779	54.0318	5587359	3859420	59.1457	40.8543
Public Non Institutions	E-Voting	41069268	15032754	36.6034	15031648	1106	99.9926	0.0074
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		15032754	36.6034	15031648	1106	99.9926	0.0074
Total		141320801	90700325	64.1804	86839799	3860526	95.7436	4.2564



Resolution Required : (Special)			4 - Appointment of Mr. Vasant Gujarathi (DIN: 06863505) as an Independent Director on the Board of Directors of the Company to hold office for a period of 5 (five) consecutive years from February 20, 2022 to February 19, 2027					
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	82767792	66220792	80.0079	66220792	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
	Total		66220792	80.0079	66220792	0	100.0000	0.0000
Public Institutions	E-Voting	17483741	9446779	54.0318	9446779	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
	Total		9446779	54.0318	9446779	0	100.0000	0.0000
Public Non Institutions	E-Voting	41069268	15032854	36.6037	15031693	1161	99.9923	0.0077
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		15032854	36.6037	15031693	1161	99.9923	0.0077
Total		141320801	90700425	64.1805	90699264	1161	99.9987	0.0013

