



December 06, 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: 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 05, 2019, we wish to inform you that all resolutions in the Postal Ballot Notice dated November 01, 2019 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](http://www.keva.co.in) and on the website of the 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

  
Deepti Chandratre  
Company Secretary & compliance Officer



Encl: As above



**S H Kelkar And Company Limited**  
Lal Bahadur Shashtri Marg, Mulund (West), Mumbai - 400 080. Tel : +91 22 2167 7777  
Regd. Office : Devkaran Mansion, 36, Mangaldas Road, Mumbai - 400 002. (INDIA)  
Phone : (022) 2206 96 09 & 2201 91 30 / Fax : (022) 2208 12 04  
[www.keva.co.in](http://www.keva.co.in)  
CIN No. L74999MH1955PLC009593

## S H Kelkar And Company Limited

### Postal Ballot Voting Results

Record Date	01-11-2019
Total no. of shareholders on record date	24296
No. of shareholders present in the meeting either in person or through proxy:	NA
Promoters and Promoter Group:	-
Public:	-
No. of Shareholders attended the meeting through Video Conferencing:	NA
Promoters and Promoter Group:	-
Public:	-

## S H Kelkar And Company Limited

1 - To appoint Mr. Mark Elliott (DIN: 08594890) as an Independent Director on the Board of Directors of the Company to hold office for 2 (two) years from December 15, 2019 to December 14, 2021

Resolution Required : (Ordinary)

Whether promoter/ promoter group are interested in the agenda/resolution?  
Category

NO

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	81248061		0.0000	0	0	0	0.0000
	Postal Ballot		81248061	100.0000	81248061	0	100.0000	0.0000
	<b>Total</b>		<b>81248061</b>	<b>100.0000</b>	<b>81248061</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		26003615	76.3915	26003615	0	100.0000	0.0000
	Poll	34039926		0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>26003615</b>	<b>76.3915</b>	<b>26003615</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		14545206	55.8726	14545055	151	99.9990	0.0010
	Poll	26032814		0.0000	0	0	0.0000	0.0000
	Postal Ballot		66330	0.2548	65745	585	99.1180	0.8820
	<b>Total</b>		<b>14611536</b>	<b>56.1274</b>	<b>14610800</b>	<b>736</b>	<b>99.9950</b>	<b>0.0050</b>
<b>Total</b>		<b>141320801</b>	<b>121863212</b>	<b>86.2316</b>	<b>121862476</b>	<b>736</b>	<b>99.9994</b>	<b>0.0006</b>



## S H Kelkar And Company Limited

### Postal Ballot Voting Results

Record Date	01-11-2019
Total no. of shareholders on record date	24296
No. of shareholders present in the meeting either in person or through proxy:	NA
Promoters and Promoter Group:	-
Public:	-
No. of Shareholders attended the meeting through Video Conferencing:	NA
Promoters and Promoter Group:	-
Public:	-

## S H Kelkar And Company Limited

2 - To re-appoint Mr. Dalip Sehgal (DIN: 00217255) as an Independent Director on the Board of Directors of the Company to hold office for second term of 3 (three) years from December 09, 2019 to December 08, 2022

Resolution Required : (Special)

Whether promoter/ promoter group are interested in the agenda/resolution? Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes -- in favour [4]	No. of Votes --Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100	NO	
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000		
	Poll	81248061		0	0	0	0	0		
	Postal Ballot		81248061	100.0000	81248061	0	100.0000	0.0000		
	<b>Total</b>			<b>81248061</b>	<b>100.0000</b>	<b>81248061</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
Public Institutions	E-Voting		33424556	98.1922	23792495	9632061	71.1827	28.8173		
	Poll	34039926		0	0	0	0.0000	0.0000		
	Postal Ballot			0	0	0	0.0000	0.0000		
	<b>Total</b>			<b>33424556</b>	<b>98.1922</b>	<b>23792495</b>	<b>9632061</b>	<b>71.1827</b>	<b>28.8173</b>	
Public Non Institutions	E-Voting		14545206	55.8726	14544856	350	99.9976	0.0024		
	Poll	26032814		0	0	0	0.0000	0.0000		
	Postal Ballot		66170	0.2542	65585	585	99.1159	0.8841		
	<b>Total</b>			<b>14611376</b>	<b>56.1268</b>	<b>14610441</b>	<b>935</b>	<b>99.9936</b>	<b>0.0064</b>	
<b>Total</b>		<b>141320801</b>	<b>129283993</b>	<b>91.4826</b>	<b>119650997</b>	<b>9632996</b>	<b>92.5490</b>	<b>7.4510</b>		



## S H Kelkar And Company Limited

### Postal Ballot Voting Results

Record Date	01-11-2019
Total no. of shareholders on record date	24296
No. of shareholders present in the meeting either in person or through proxy:	NA
Promoters and Promoter Group:	-
Public:	-
No. of Shareholders attended the meeting through Video Conferencing:	NA
Promoters and Promoter Group:	-
Public:	-

## S H Kelkar And Company Limited

**3 - To re-appoint Mrs. Alpna Parida (DIN: 06756621) as an Independent Director on the Board of Directors of the Company to hold office for second term of 1 (one) year from December 09, 2019 to December 08, 2020**

Resolution Required : (Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

Category

NO

Category	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	0	0.0000	0	0	0.0000	0.0000
	Poll	81248061	0	0	0	0	0.0000
	Postal Ballot	81248061	100.0000	81248061	0	100.0000	0.0000
<b>Total</b>		<b>81248061</b>	<b>100.0000</b>	<b>81248061</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	33424556	98.1922	33132884	291672	99.1274	0.8726
	Poll	34039926	0	0	0	0.0000	0.0000
	Postal Ballot	0	0.0000	0	0	0.0000	0.0000
<b>Total</b>		<b>33424556</b>	<b>98.1922</b>	<b>33132884</b>	<b>291672</b>	<b>99.1274</b>	<b>0.8726</b>
Public Non Institutions	E-Voting	14545206	55.8726	14544955	251	99.9983	0.0017
	Poll	26032814	0	0	0	0.0000	0.0000
	Postal Ballot	66170	0.2542	65585	585	99.1159	0.8841
<b>Total</b>		<b>14611376</b>	<b>56.1268</b>	<b>14610540</b>	<b>836</b>	<b>99.9943</b>	<b>0.0057</b>
<b>Total</b>	<b>141320801</b>	<b>129283993</b>	<b>91.4826</b>	<b>128991485</b>	<b>292508</b>	<b>99.7737</b>	<b>0.2263</b>



## S H Kelkar And Company Limited

### Postal Ballot Voting Results

Record Date	01-11-2019
Total no. of shareholders on record date	24296
No. of shareholders present in the meeting either in person or through proxy:	NA
Promoters and Promoter Group:	-
Public:	-
No. of Shareholders attended the meeting through Video Conferencing:	NA
Promoters and Promoter Group:	-
Public:	-

## S H Kelkar And Company Limited

4 - To re-appoint Mr. Jairaj Purandare (DIN: 00159886) as an independent Director on the Board of Directors of the Company to hold office for second term of 2 (two) years from February 19, 2020 to February 18, 2022

Resolution Required : (Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

Category

NO

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	81248061	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		81248061	81248061	100.0000	81248061	0	100.0000
	<b>Total</b>		<b>81248061</b>	<b>100.0000</b>	<b>81248061</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	27563836	80.9750	23395862	167974	84.8788	15.1212	0.0000
	Poll	34039926	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>27563836</b>	<b>80.9750</b>	<b>23395862</b>	<b>4167974</b>	<b>84.8788</b>	<b>15.1212</b>
Public Non Institutions	E-Voting	14545206	14545206	100.0000	350	99.9976	0.0024	0.0000
	Poll	26032814	0	0.0000	0	0	0.0000	0.8841
	Postal Ballot		66170	0.2542	65585	99.1159	99.9936	0.0064
	<b>Total</b>		<b>14611376</b>	<b>56.1268</b>	<b>14610441</b>	<b>995</b>	<b>99.9936</b>	<b>0.0064</b>
<b>Total</b>		<b>141320801</b>	<b>123423273</b>	<b>87.3355</b>	<b>119254364</b>	<b>4168909</b>	<b>96.6223</b>	<b>3.3777</b>



## S H Kelkar And Company Limited

### Postal Ballot Voting Results

Record Date	01-11-2019
Total no. of shareholders on record date	24296
No. of shareholders present in the meeting either in person or through proxy:	NA
Promoters and Promoter Group:	-
Public:	-
No. of Shareholders attended the meeting through Video Conferencing:	NA
Promoters and Promoter Group:	-
Public:	-

## S H Kelkar And Company Limited

5 - To re-appoint Mrs. Sangeeta Singh (DIN: 069320906) as an Independent Director on the Board of Directors of the Company to hold office for second term of 3 (three) years from February 19, 2020 to February 18, 2023

Resolution Required : (Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Mode of Voting

No. of shares held [1]

No. of votes polled [2]

% of Votes Polled on outstanding shares [3]=([2]/[1])\*100

No. of Votes - in favour [4]

No. of Votes -Against [5]

% of Votes in favour on votes polled [6]=([4]/[2])\*100

% of Votes against on votes polled [7]=([5]/[2])\*100

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	81248061	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0	0	0	0	0.0000
	Postal Ballot		81248061	100.0000	81248061	0	100.0000	0.0000
Public Institutions	<b>Total</b>		<b>81248061</b>	<b>100.0000</b>	<b>81248061</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
	E-Voting	34039926	33424556	98.1922	31213436	~2211120	93.3847	6.6153
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>33424556</b>	<b>98.1922</b>	<b>31213436</b>	<b>2211120</b>	<b>93.3847</b>	<b>6.6153</b>
	E-Voting	26032814	14545206	55.8726	14540735	4471	99.9693	0.0307
<b>Total</b>	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		66250	0.2545	65665	585	99.1170	0.8830
	<b>Total</b>		<b>141320801</b>	<b>56.1271</b>	<b>14606400</b>	<b>5056</b>	<b>99.9654</b>	<b>0.0346</b>
			<b>129284073</b>	<b>91.4827</b>	<b>127067897</b>	<b>2216176</b>	<b>98.2858</b>	<b>1.7142</b>







**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  
Devkaran Mansion,  
36, Mangaldas Road,  
Mumbai - 400002

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, Dilipkumar Maharana (Membership No. 23014/CP. No. 22057), Designated Partner of S. Anantha & Ved LLP (LLPIN:AAH-8229), Practicing Company Secretaries, Mumbai, was appointed as the Scrutinizer by the Company for the purpose of Postal Ballot carried out as per Section 108 and 110 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 in connection with the passing of the resolutions as mentioned in the Notice of Postal Ballot dated November 01, 2019, submit my report as under:

1. The dispatch of Postal Ballot Notice was completed on Tuesday, 05<sup>th</sup> November, 2019;
2. The voting period commenced on Wednesday, November 06, 2019 (09:00 a.m. IST) and ended on Thursday, December 05, 2019 (05:00 p.m. IST);
3. The last date of receipt of Postal Ballot Form was Thursday, December 05, 2019 (05:00 p.m. IST);
4. The Shareholders holding the shares as on the "cut-off" date i.e., Friday, November 01, 2019 were entitled to vote on the proposed resolutions;
5. 122 Postal Ballot Forms were received and 59 shareholders cast their vote on e-voting platform;

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*[Handwritten signature]*



: 2 :

6. The Postal Ballot Forms were scrutinized and the signatures of the Members who had cast their votes were verified with their specimen signatures registered with Link Intime India Private Limited (RTA) as provided by the depositories;
7. One shareholder holding Five hundred (500) Equity Share has voted by both the modes viz., by way of e-voting and also through physical Postal Ballot Form. Hence, for preparation of this report I have considered the vote cast by way of e-voting only.
8. At the end of voting period on Thursday, December 05, 2019 (05:00 p.m. IST), I collected from the office of the RTA all the Postal Ballot Forms received from the Shareholders; and
9. The Report of the Postal Ballot was duly compiled and accordingly the result of Postal Ballot which includes e-voting is as under:

**1. To appoint Mr. Mark Elliott (DIN: 08594890) as an Independent Director on the Board of Directors of the Company to hold office for 2 (two) years from December 15, 2019 to December 14, 2021 and in this regard, to consider and if thought fit, to give assent or dissent to the following resolution as an Ordinary Resolution:**

“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 reenactment (s) thereof, for the time being in force and the Articles of Association of the Company, Mr. Mark Elliott (DIN: 08594890), 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 2 (two) years from December 15, 2019 to December 14, 2021 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 Postal Ballot Forms / e-Votes considered in connection with the passing of the above-mentioned Ordinary Resolution:**

Sr. No.	Particulars	No. of Postal Ballot Forms (122)*e-Votes (59)	No of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	164	12,18,62,476	99.9994
B	Votes against the Resolution	9	736	0.0006
C	<b>Total Valid Votes (A + B)</b>	<b>173</b>	<b>12,18,63,212</b>	<b>100.0000</b>
D	Invalid votes (signatures not tallied, signature missing on Ballot paper and Vote not casted)	7	496	--
	<b>Total (C + D)</b>	<b>180</b>	<b>12,18,63,708</b>	<b>--</b>

\*Note: One (1) Shareholder holding in aggregate 74,20,941 equity shares of face value of Rs.10/- each, abstained from voting.

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*Handwritten signature*







: 3 :

2. To re-appoint Mr. Dalip Sehgal (DIN: 00217255) as an Independent Director on the Board of Directors of the Company to hold office for second term of 3 (three) years from December 09, 2019 to December 08, 2022 and in this regard, to consider and if thought fit, to give assent or dissent to the following resolution as a Special Resolution:

"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 reenactment (s) thereof, for the time being in force and the Articles of Association of the Company, Mr. Dalip Sehgal (DIN: 00217255), who was appointed as an Independent Director of the Company for a term up to December 08, 2019, 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) years from December 09, 2019 to December 08, 2022 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 Postal Ballot Forms / e-Votes considered in connection with the passing of the above-mentioned Special Resolution:

Sr. No.	Particulars	No. of Postal *Ballot Forms (122)/e-Votes (59)	No of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	155	11,96,50,997	92.55
B	Votes against the Resolution	17	96,32,996	7.45
C	<b>Total Valid Votes (A + B)</b>	<b>172</b>	<b>12,92,83,993</b>	<b>100.00</b>
D	Invalid votes (signatures not tallied, signature missing on Ballot paper and Vote not casted)	7	496	--
	<b>Total (C + D)</b>	<b>179</b>	<b>12,92,84,489</b>	<b>--</b>

\*Note: Two (2) Shareholders holding in aggregate 160 equity shares of face value of Rs.10/- each, abstained from voting.

3. To re-appoint Mrs. Alpana Parida (DIN: 06796621) as an Independent Director on the Board of Directors of the Company to hold office for second term of 1 (one) year from December 09, 2019 to December 08, 2020 and in this regard, to consider and if thought fit, to give assent or dissent to the following resolution as a Special Resolution:

"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 reenactment (s) thereof, for the time being in force and the Articles of Association of the Company, Mrs. Alpana Parida (DIN: 06796621), who was appointed as an Independent Director of the Company for a term up to December 08, 2019, 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 her candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for second term of 1 (one) year from December 09, 2019 to December 08, 2020 and whose office shall not be liable to retire by rotation.

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: 4 :

**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 Postal Ballot Forms / e-Votes considered in connection with the passing of the above-mentioned Special Resolution:**

Sr. No.	Particulars	No. of Postal *Ballot Forms (122)/e-Votes (59)	No of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	161	12,89,91,485	99.77
B	Votes against the Resolution	11	2,92,508	0.23
C	<b>Total Valid Votes (A + B)</b>	<b>172</b>	<b>12,92,83,993</b>	<b>100.00</b>
D	Invalid votes (signatures not tallied, signature missing on Ballot paper and Vote not casted)	7	496	--
	<b>Total (C + D)</b>	<b>179</b>	<b>12,92,84,489</b>	<b>--</b>

*\*Note: Two (2) Shareholders holding in aggregate 160 equity shares of face value of Rs.10/- each, abstained from voting.*

**4. To re-appoint Mr. Jairaj Purandare (DIN: 00159886) as an Independent Director on the Board of Directors of the Company to hold office for second term of 2 (two) years from February 19, 2020 to February 18, 2022 and in this regard, to consider and if thought fit, to give assent or dissent to the following resolution as a Special Resolution:**

**"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 reenactment (s) thereof, for the time being in force and the Articles of Association of the Company, Mr. Jairaj Purandare (DIN: 00159886), who was appointed as an Independent Director of the Company for a term up to February 18, 2020, 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 appointed as an Independent Director of the Company to hold office for second term of 2 (two) years from February 19, 2020 to February 18, 2022 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 Postal Ballot Forms / e-Votes considered in connection with the passing of the above-mentioned Special Resolution:**

Sr. No.	Particulars	No. of Postal *Ballot Forms (122)/e-Votes (59)	No of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	152	11,92,54,364	96.62
B	Votes against the Resolution	19	41,68,909	3.38
C	<b>Total Valid Votes (A + B)</b>	<b>171</b>	<b>12,34,23,273</b>	<b>100.00</b>
D	Invalid votes (signatures not tallied, signature missing on Ballot paper and Vote not casted)	7	496	--
	<b>Total (C + D)</b>	<b>178</b>	<b>12,34,23,769</b>	<b>--</b>

*\*Note: Three (3) Shareholders holding in aggregate 58,60,880 equity shares of face value of Rs.10/- each, abstained from voting.*



: 5 :

5. To re-appoint Mrs. Sangeeta Singh (DIN: 06920906) as an Independent Director on the Board of Directors of the Company to hold office for second term of 3 (three) years from February 19, 2020 to February 18, 2023 and in this regard, to consider and if thought fit, to give assent or dissent to the following resolution as a Special Resolution:

“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 reenactment (s) thereof, for the time being in force and the Articles of Association of the Company, Mrs. Sangeeta Singh (DIN: 06920906), who was appointed as an Independent Director of the Company for a term up to February 18, 2020, 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 her candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for second term of 3 (three) years from February 19, 2020 to February 18, 2023 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 Postal Ballot Forms / e-Votes considered in connection with the passing of the above-mentioned Special Resolution:

Sr. No.	Particulars	No. of Postal *Ballot Forms (122)/e-Votes (59)	No of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	154	12,70,67,897	98.29
B	Votes against the Resolution	19	22,16,176	1.71
C	<b>Total Valid Votes (A + B)</b>	<b>173</b>	<b>12,92,84,073</b>	<b>100.00</b>
D	Invalid votes (signatures not tallied , signature missing on Ballot paper and Vote not casted)	7	496	--
	<b>Total (C + D)</b>	<b>180</b>	<b>12,92,84,569</b>	<b>--</b>

\*Note: One (1) Shareholder holding in aggregate 80 equity shares of face value of Rs.10/- each, abstained from voting.

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For S. ANANTHA & VED LLP  
Company Secretaries

**Dilipkumar Maharana**  
Designated Partner  
CP No.:22057



Date : December 06, 2019  
Place : Mumbai

UDIN A023014A000367248

Countersigned by

**Ramesh Vaze**  
Director  
DIN: 00509751  
S H Kelkar and Company Limited



Date : December 06, 2019  
Place : Mumbai