



July 5, 2024

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: Voting Results of Postal Ballot and Scrutinizers' Report**

Further to our intimation dated June 03, 2024, we wish to inform you that the resolution as set out in the Postal Ballot Notice dated May 27, 2024 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 submit herewith the voting results of the Postal Ballot along with 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)

We request you to kindly 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*



S H Kelkar And Company Limited  
Lal Bahadur Shashtri Marg, Mulund (West), Mumbai - 400 080. Tel: +91 22 6606 7777  
Regd. Office: Devkaran Mansion, 36, Mangaldas Road, Mumbai - 400 002. (INDIA)  
Phone: (022) 2206 96 09 / Fax: (022) 6606 77 26  
[www.keva.co.in](http://www.keva.co.in)  
CIN No. L74999MH1955PLC009593

<b>Voting results</b>	
Record date	31-05-2024
Total number of shareholders on record date	48260
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	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To increase the limits available for making investments / extending loans and giving guarantees or providing securities in connection with loan(s) to Person(s) / Bodies Corporate(s) under Section 186 of the Companies Act, 2013				
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	81597608	81596633	99.9988	81596633	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	81597608	81596633	99.9988	81596633	0	100	0
Public- Institutions	E-Voting	12127513	9378681	77.3339	2469269	6909412	26.3285	73.6715
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	12127513	9378681	77.3339	2469269	6909412	26.3285	73.6715
Public- Non Institutions	E-Voting	44695680	422853	0.9461	385592	37261	91.1882	8.8118
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	44695680	422853	0.9461	385592	37261	91.1882	8.8118
Total		138420801	91398167	66.0292	84451494	6946673	92.3995	7.6005
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

**Details of Invalid Votes**

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, 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 ("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, General Circular No.11/2022 dated December 28, 2022 and the General Circular No.09/2023 dated September 25, 2023 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 May 27, 2024.

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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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, Listing Regulations 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 June 04, 2024, informing about the dispatch 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: 240531003 on CDSL for the casting votes through e-voting mode.

The Shareholders holding the shares as on the “cut-off” date i.e., Friday, May 31, 2024, were entitled to vote on the proposed resolutions through e-voting.

The remote e-voting period commenced on Wednesday, June 05, 2024 (9:00 a.m. IST) and ended on Thursday, July 04, 2024 (5:00 p.m. IST) 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 Thursday, July 04, 2024 (5:00 p.m. IST) 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 thereunder and Listing Regulations relating to the items being placed for approval of the shareholders through Postal Ballot by remote e-voting.

My responsibility as the Scrutinizer of the voting process (through remote 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 resolution 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 resolution is as under:

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**1. To increase the limits available for making investments / extending loans and giving guarantees or providing securities in connection with loan(s) to Person(s) / Bodies Corporate(s) under Section 186 of the Companies Act, 2013:**

“**RESOLVED THAT** in partial modification of the earlier resolution passed by the Members at the 64<sup>th</sup> Annual General Meeting conducted in September 2020 and pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in terms of Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose or any person(s) authorized by the Board) to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, from time to time, may exceed the limits prescribed under Section 186 of the Act, i.e., 60% of the Company’s paid-up share capital, free reserves and securities premium account or 100% of the Company’s free reserves and securities premium account, whichever is more, upon such terms and conditions as the Board may think fit, provided that the amount of such total loans or investments made, guarantees given and securities provided shall not at any time exceed the sum of 60% of the Company’s paid-up share capital, free reserves and securities premium account or 100% of the Company’s free reserves and securities premium account, whichever is more and Rs. 800 crores (i.e. Rs. 580 crores (existing over and above the limit under Section 186(2)) plus the additional limit proposed of Rs. 220 crores).

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board or any Committee which the Board may constitute for this purpose or any person(s) authorized by the Board, be and are hereby severally authorized to finalize and execute all agreements, documents and writings and to do all such acts, deeds and things in this connection and incidental thereto as it may in its absolute discretion deem fit to give 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	239	8,44,51,494	92.40
B	Votes against the Resolution	40	69,46,673	7.60
C	<b>Total Valid Votes (A + B)</b>	<b>279</b>	<b>9,13,98,167</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 May 27, 2024 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.*

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<p><b>For Sharma and Trivedi LLP Company Secretaries</b></p> <p><b>VISHWANATH</b> Digitally signed by VISHWANATH Date: 2024.07.05 17:27:04 +05'30'</p> <hr/> <p><b>Vishwanath</b> <b>Designated Partner</b> <b>DIN: 09566878</b> <b>CP No.: 25099</b> <b>UDIN: A014521F000678382</b></p> <p><b>Date : 05<sup>th</sup> July, 2024</b> <b>Place : Mumbai</b></p>	<p><b>Countersigned by For S H Kelkar and Company Limited</b></p> <hr/> <p><b>Rohit Saraogi</b> <b>EVP Group CFO &amp; CS</b></p> <p><b>Date : 05<sup>th</sup> July, 2024</b> <b>Place : Mumbai</b></p>
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