

August 11, 2016

To
The Manager
The Department of Corporate Services
BSE Limited
Floor 25, P. J. Towers,
Dalal Street, Mumbai – 400 001

Scrip Code: 539450

Dear Sir/ Madam,

To
The Manager
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

Scrip Symbol: SHK

Sub: Outcome of 60th Annual General Meeting of the Company

We wish to inform you that the 60th Annual General Meeting of the Company ("AGM") was duly held on August 09, 2016 at 3.30 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. S. Anantha Rama Subramanian (FCS:4443, CP No.1925), Proprietor, M/s. S. Anantha & Co, Practising Company Secretary 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 and on the website of 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 & Compliance Officer

Encl: As above







S H KELKAR AND COMPANY LIMITED

| Date of AGM / EGM / Postal Ballot | August 09, 2016 | | |
|---|--|--|--|
| Total Number of Shareholderson Record Date i.e. August 2, 2016 | 19,856 | | |
| No. of Shareholder Present in the meeting either in person or through Proxy | 98 | | |
| 1. Promoter & Promoter Group | - 9 in person - 6 through Authorised Representative | | |
| 2. Public | - 73 in person - 8 through Authorised Representative - 2 through proxy | | |
| No. of Shareholder attended the meeting through Video Conferencing | No such facility was arranged | | |
| 1. Promoter & Promoter Group | | | |
| 2. Public | | | |







| CII | 17 - 11 | A - 1 / | ompany | T. Constitution of |
|-----|---------|---------|--------|--------------------|
| | | | | |

| Resolution Required : (| Ordinary) | | 1 - Adoption of audited standalone and consolidated Financial Statements of the Com the year ended 31 March, 2016 alongwith the Report of Board of Directors and Audito | | | | | |
|---|-------------------|--------------------|--|---|--------------------------------|-----------------------------|--------------------------------------|--|
| Whether promoter/ pro in the agenda/resolution | | are interested | | ed 31 March, 2016 a | longwith the | Report of Bo | pard of Directors an | d Auditors thereon |
| 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 |
| | E-Voting | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Promoter and Promoter | Poll | | 82014464 | 100.0000 | 82014464 | 0 | 100.0000 | 0.0000 |
| Group | Postal Ballot | 82014464 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 82014464 | 100.0000 | 82014464 | 0 | 100.0000 | |
| | E-Voting | | 20377091 | 86.0493 | 20377091 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public Institutions | Postal Ballot | 23680725 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 9 | 20377091 | 86.0493 | 20377091 | 0 | 100.0000 | |
| | E-Voting | | 275 | 0.0007 | 275 | 0 | 100.0000 | 0.0000 |
| | Poll | i i | 31308341 | 80.4312 | 31308341 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | | 38925612 | | | | | | 5.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 31308616 | 80.4319 | 31308616 | 0 | 100.0000 | 0.0000 |
| Total | | 144620801 | 133700171 | 92.4488 | 133700171 | 0 | 100.0000 | 0.0000 |





www.keva.co.in CIN No. **U**74999MH1955PLC009593



S H Kelkar And Company Limited

| Resolution Required : (Ordinary) | | | | tion of Interim Div | | d on the Eq | uity Shares of the C | ompany as Final |
|---|-------------------|--------------------|---------------------|---|--------------------------------|-----------------------------|--------------------------------------|--|
| Whether promoter/ pro in the agenda/resolution | | are interested | 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 |
| | E-Voting | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Promoter and Promoter | Poll | | 82014464 | 100.0000 | 82014464 | 0 | 100.0000 | 0.0000 |
| Group | Postal Ballot | 82014464 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 82014464 | 100.0000 | 82014464 | 0 | 100.0000 | 0.0000 |
| | E-Voting | | 20999331 | 88.6769 | 20999331 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public Institutions | Postal Ballot | 23680725 | o | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 20999331 | 88.6769 | 20999331 | 0 | 100.0000 | 0.0000 |
| | E-Voting | | 275 | 0.0007 | 275 | 0 | 100.0000 | 0.0000 |
| | Poll | | 31308341 | 80.4312 | 31308341 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | | 38925612 | | | | | | |
| | Postal Ballot | l l | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 31308616 | 80.4319 | 31308616 | 0 | 100.0000 | 0.0000 |
| Total | | 144620801 | 134322411 | 92.8790 | 134322411 | 0 | 100.0000 | 0.0000 |







| S H Kelkar And Company Limi | ted | Lim | nany | Comr | And | Kelkar | H | S |
|-----------------------------|-----|-----|------|------|-----|--------|---|---|
|-----------------------------|-----|-----|------|------|-----|--------|---|---|

| Resolution Required : (| Ordinary) | | 3 - Re-appointment of Mr. Amit Dalmia (DIN: 05313886) as a non-executive / non-independent Director liable to retire by rotation. | | | | | e / non- |
|--|-------------------|--------------------|---|---|--------------------------------|-----------------------------|--------------------------------------|--|
| Whether promoter/ pro in the agenda/resolutio | | are interested | | | | | | |
| 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 |
| | E-Voting | | 0 | 0,0000 | 0 | 0 | 0.0000 | 0.0000 |
| Promoter and Promoter | Poll | | 82014464 | 100.0000 | 82014464 | 0 | 100.0000 | 0.0000 |
| Group | | 82014464 | | | | | | |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 82014464 | 100.0000 | 82014464 | 0 | 100.0000 | 0.0000 |
| | E-Voting | | 20999331 | 88.6769 | 19758016 | 1241315 | 94.0888 | 5.9112 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public Institutions | | 23680725 | | | | | | |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 20999331 | 88.6769 | 19758016 | 1241315 | 94.0888 | 5.9112 |
| | E-Voting | | 275 | 0.0007 | 275 | 0 | 100.0000 | 0.0000 |
| | Poll | | 31308341 | 80.4312 | 31308341 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | | 38925612 | | | 8.22 | | | |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| 9 | Total | | 31308616 | 0.0007 | 31308616 | 0 | 100.0000 | 0.0000 |
| | | | 134322411 | 14.5205 | 133081096 | 1241315 | 99.0759 | 0.9241 |







| S H Kelkar And Company I |
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| Resolution Required : (| Ordinary) | | 4 - Ratification of appointment of M/s. B S R & Co. LLP as the Statutory Auditors of the | | | | | ditors of the |
|--------------------------|-------------------|--------------------|--|---|--------------------------------|-----------------------------|--------------------------------------|--|
| Whether promoter/ pro | | re interested | NO | | | | | |
| in the agenda/resolution | n? | | | | | | | V. |
| 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 |
| | E-Voting | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Promoter and Promoter | Poll | | 82014464 | 100.0000 | 82014464 | 0 | 100.0000 | 0.0000 |
| Group | | 82014464 | | | | | | |
| C.U.S.P | Postal Ballot | | 0 | 0.0000 | 0 | . 0 | 0.0000 | 0.0000 |
| | Total | | 82014464 | 100.0000 | 82014464 | 0 | 100.0000 | 0.0000 |
| | E-Voting | | 20999331 | 88.6769 | 18059226 | 2940105 | 85.9991 | 14.0009 |
| | Poll | 5 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public Institutions | | 23680725 | | | | | | |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 20999331 | 88.6769 | 18059226 | 2940105 | 85.9991 | 14.0009 |
| | E-Voting | | 275 | 0.0007 | 275 | 0 | 100.0000 | 0.0000 |
| | Poll | | 31308341 | 80.4312 | 31308261 | 80 | 99.9997 | 0.0003 |
| Public Non Institutions | | 38925612 | | | | | | |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 31308616 | 80.4319 | 31308616 | 0 | 100.0000 | 0.0000 |
| Total | | 144620801 | 134322411 | 92.8790 | 131382226 | 2940185 | 97.8111 | 2.1889 |







C-316, 3rd Floor, Nirmal Avior - Galaxy LBS Marg, Mulund (W), Mumbai 400080

Tel : (+91 22) 2591 3041 Cell : +91 98 33 77 00 11

Website: www.aishcon.co income108@yahoo.co.in/admin@aishcon.co

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/

To

11th August, 2016

The Chairman 60th (Sixtieth) Annual General Meeting (AGM) of the Equity Shareholders of S H'KELKAR AND COMPANY LIMITED held on Tuesday. August 09, 2016 at 03:30 p.m. at Indraprastha Hall. 261. Balrajeshwar Road. Vaishali Nagar, Mulund (West), Mumbai - 400 080

Dear Sir.

Sub: Scrutinizer's Report on remote e-voting and Voting through Ballot Forms at the Annual General Meeting in terms of provisions of the Companies Act, 2013 read with Rules issued thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- 1, S. Anantha Rama Subramanian, Practising Company Secretary (FCS: 4443; CP: 1925) was appointed as Scrutinizer by the Board of Directors of S H Kelkar And Company Limited for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014] (Amendment Rules, 2015) in respect of the below mentioned resolutions passed at the Sixtieth Annual General Meeting of the Equity Shareholders of S H Kelkar And Company Limited held on Tuesday. August 09, 2016 at 03:30 p.m. at Indraprastha Hall, 261, Balrajeshwar Road, Vaishali Nagar, Mulund (West). Mumbai - 400080, and I submit my report as under:
 - The Compliance with the provisions of the Companies Act. 2013 and the Rules made thereunder 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 60th Annual General Meeting of the Company is the responsibility of the management My responsibility as a Scrutinizer is to ensure that voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and submit 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 voting by use of ballots at the meeting.

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- 2. As per the Notice of 60th 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 July 16, 2016, the remote e-voting opened at 09.00 a.m. on August 06, 2016 and remained open until 05.00 p.m. on August 08, 2016.
- 3. The Shareholders holding the Equity Shares of the Company as on August 02. 2016 viz. the "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 60th 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 06,00 p.m. after conclusion of voting at the AGM and the e-voting results / list of Equity Shareholders who were voted for and against were downloaded from the e-voting website of Central Depository Services Limited (www.evotingindia.com) and the same are being handed over to the Chairman.

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

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A. Resolution No. 1: Ordinary Resolution

Adoption of the Standalone and Consolidated Audited Financial Statements, of the Company for the year ended 31st March, 2016, alongwith the Report of Board of Directors and Auditors thereon.

(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 east |
|------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-voting* | 49 | 203,77,366 | |
| Voting by ballot | 50 | | 15.24 |
| | 50 | 11,33,22,805 | 84.76 |
| Total | 99 | 13,37,00,171 | 100,001 |

^{*}Note: I folio holding 6,22,240 equity shares abstained from participation through e-voting.

(ii) Voted against the resolution:

| Mode of voting | Number of members voted | Number of votes cast by them | % of total number of valid votes east |
|------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-voting | 0 | 0 | of varia voies cast |
| Voting by ballot | - | 0 | 0 |
| | U | 0 | () |
| Total | 0 | 0 | 0 |

(iii) Invalid votes:

| Total Number of Members whose votes were declared invalid | Total number of votes east by them |
|---|------------------------------------|
| 3 | 165 |

Summary of Total valid votes for Resolution No. 1

| Particulars | Number of votes east by them | % of total number of valid votes |
|-----------------|------------------------------|----------------------------------|
| Votes in Favour | 13,37,00,171 | 100.00 |
| Votes against | 0 | 0.00 |
| Total | 13,37,00,171 | 100,00 |

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B. Resolution No. 2: Ordinary Resolution

Confirmation of Interim Dividend declared on the equity shares of the Company as Final Dividend for the financial year 2015-16.

(i) Voted in favour of the resolution:

| Mode of voting | Number of members voted | Number of votes east by them | % of total number |
|------------------|-------------------------|---------------------------------|---------------------|
| Remote e-voting | 50 | 2.00.00 . 0. | of valid votes cast |
| Voting by ballot | | 2,09,99,606 | 15.63 |
| | 50 | 11,33,22,805 | 84.37 |
| Total | 100 | | 04.57 |
| | 100 | 13,43,22,411 | 100.00 |

(ii) Voted against the resolution:

| Mode of voting | Number of members voted | Number of votes cast by them | % of total number |
|------------------|-------------------------|------------------------------|---------------------|
| Remote e-voting | n | cust by them | of valid votes east |
| Voting by ballot | V | 0 | 0 |
| voung by banot | 0 | 0 | () |
| Total | | | |
| 10(4) | 0 | 0 | 0 |

(iii) Invalid votes:

| Total Number of Members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 3 | 165 |

Summary of Total valid votes for Resolution No. 2

| Particulars | Number of votes cast by them | % of total number of valid votes |
|-----------------|------------------------------|----------------------------------|
| Votes in Favour | 13,43,22,411 | 100.00 |
| Votes against | 0 | 100.00 |
| Total | 13,43,22,411 | 100.00 |



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C. Resolution No. 3: Ordinary Resolution

Re-Appointment of Mr. Amit Dalmia as a Director, liable to retire by rotation

(i) Voted in favour of the resolution:

| | Number of votes | % of total number |
|---------|-----------------|-----------------------------------|
| s voted | cast by them | of valid votes east |
| | | 14.7 |
| 50 | 11.33.22.805 | 84.37 |
| 95 | 13,30,81,096 | 99.08 |
| | 45 50 | 45 1,97,58,291 50 11,33,22,805 |

(ii) Voted against the resolution:

| Mode of voting | Number of members voted | Number of votes | % of total number |
|------------------|-------------------------|-----------------|---------------------|
| Remote e-voting | a l | cast by them | of valid votes east |
| Voting by ballot | 3 | 12,41,315 | 0.93 |
| Total | | 0 | (|
| | 5 | 12,41,315 | 0.92 |

(iii) Invalid votes:

| Total Number of Members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 3 | 165 |

Summary of Total valid votes for Resolution No.

| Votes in Favour 13,30,81,096 Votes against 12,41,315 | 1 arriculars | valid votes for Resolution No. Number of votes cast by them | % of total number of valid votes |
|--|--|--|----------------------------------|
| Votes against 12,41,315 | Votes in Favour | 100 | cast |
| Total 12,41,515 | Votes against | | 99.08 |
| 10tal 13,43,22,411 | | 12,41,315 | 0.92 |
| | 10181 | 13,43,22,411 | |
| 111/10/11/1 | - Storder of the National Association of the Story of the | 13,43,22,411 | 100.00 |





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D. Resolution No. 4: Ordinary Resolution

Ratification of appointment of M/s. BSR & Co. LLP., as the 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 east |
|------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-voting | 37 | 1.80,59,501 | |
| Voting by ballot | 1/4 | | 13.44 |
| voting by ballot | 49 | 11.33.22.725 | 84.37 |
| Total | 86 | 13,13,82,226 | 97.81 |

(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 | 29,40,105 | |
| Voting by ballot | 1 | 80 | 2.19 |
| Total | 14 | 29,40,185 | 2.19 |

(iii) Invalid votes:

| Total Number of Members whose votes were declared invalid | Total number of votes east by them |
|---|------------------------------------|
| 3 | 165 |

Summary of Total valid votes for Resolution No. 4

Particulars

Number of votes east by them

Votes in Favour

Votes ansaired

13.13.82.226

197.

 Votes in Favour Votes against
 13,13,82,226 29,40,185
 97.81

 Total
 13,43,22,411
 100.00

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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 60th Annual General Meeting and the same shall be handed over thereafter to the Chairman/ Company Secretary for safe keeping.

Thanking You.

7 Yours faithfully,

For S. ANANTHA & Co.,

Company Secretaries

S. Anantha Rama Subramanian

Proprietor

FCS: 4443; CP: 1925

Witnesses:

1. HARISH R. CHALAM \$6 RAMESH V. CHALAM ADD: C5/602, VEDANT (OMP., VARTAK NAGAR, THANE CW), 400606.

OCCUPATION: SERVICE FOR SHIKELKAR AND COMPANY LIMITED

ANJALI RASTOGI Add: - (-403, Osmo Dhara Greens Barave Road, Knadagpada Kalyam (W) - 421301 OLLUPATION: LERVICE

Kedar Vaze

Chairman of the 60th Annual General Meeting

DIN: 00511325