

August 10, 2018

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 62nd Annual General Meeting of the Company

We wish to inform you that the 62nd Annual General Meeting of the Company ("AGM") was duly held on August 09, 2018 at 5.00 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. Ved Prakash (Membership No. 36837/CP. No. 16986), 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 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

COA

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

S H KELKAR AND COMPANY LIMITED

Date of AGM / EGM / Postal Ballot	August 09, 2018
Total no. of shareholders on record dated i.e.	23758
August 02, 2018	/
No. of shareholders present in the meeting	113
either in person or through proxy	
1. Promoter or Promoter Group	- 11 in person
	- 8 through Authorised Representative
2. Public	- 93 in person
	- 1 through proxy
No. of shareholders attended the meeting	No such facility was arranged
through video-conferencing	
1. Promoter or Promoter Group	
2. Public	



			S H	Kelkar And C	ompany	Limited			
Resolution Required : (Ordi	nary)			nd adopt Standalone a se financial year ende			ancial Statements, Re	ports of the Board of D	irectors and
Whether promoter/ promother the agenda/resolution?	ter group are in		NO						
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled on outstanding shares	No. of Votes	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
	E-Voting		0	0.0000	0	0	0.0000	0.0000	0
Promoter and Promoter	Poll		82053421	100.0000	82053421	0	100.0000	0.0000	0
Group	Postal Ballot	82053421	0	0.0000			0.0000		0
	Total		82053421	100.0000		0	100.0000	0.0000	0
	E-Voting		27244813	83.5051	27244813		100.0000	0.0000	0
Public Institutions	Poll Postal Ballot	32626536	0	0.0000	0	0	0.0000	0.0000	0
	Total		27244813	83.5051	27244813	0	100.0000	0.0000	0
	E-Voting		14535639	48.5479	14535639	0	100.0000	0.0000	0
	Poli		36522	0.1220	36522	0	100.0000	0.0000	0
Public Non Institutions	Postal Ballot	29940844	0 14572161	0.0000 48.6699		0	0.0000 100.0000		0
Total		144620801	123870395	85.6519			100.0000		0



S H Kelkar And Company Limited 2 - Declaration of dividend for the financial year ended March 31, 2018. Resolution Required : (Ordinary) Whether promoter/ promoter group are interested in the agenda/resolution? NO Category Mode of Voting % of Votes Polled % of Votes in on outstanding No. of Votes No. of Votes favour on votes % of Votes against No. of No. of votes No. of votes shares held polled shares polled - in favour -Against on votes polled Invalid [1] [3]={[2]/[1]}*100 [6]={[4]/[2]}*100 [2] [4] [5] [7]={[5]/[2]}*100 [8] E-Voting 0.0000 0.0000 ol 0 0.0000 82053421 100.0000 82053421 100.0000 0.0000 Poll Promoter and Promoter 82053421 Group 0.0000 0.0000 Postal Ballot 0.0000 82053421 82053421 100.0000 Total 100.0000 0 0.0000 E-Voting 27712875 27712875 100.0000 0.0000 84.9397 0 Poll 0.0000 0 0.0000 0.0000 32626536 Public Institutions Postal Ballot 0.0000 0.0000 0.0000 **Total** 27712875 84.9397 27712875 100.0000 0.0000 0.0000 14535639 48.5479 14535639 100.0000 E-Voting 0 0.1220 36522 100.0000 0.0000 Poll 36522 Public Non Institutions 29940844 Postal Ballot 0.0000 0.0000 0.0000 100.0000 14572161 48.6699 14572161 Total 0 0.0000 Total 144620801 124338457 85.9755 124338457 100.0000 0.0000



			SH	Kelkar And C	company	Limited			
Resolution Required : (Ordi	nary)		3 - Appointme	nt of Mrs. Prabha Vaz	ze (DIN: 005098	317) as a non-e	xecutive/non-indeper	ndent Director, liable to	retire by rotation
Whether promoter/ promother promother the agenda/resolution?	ter group are in	terested in	YES						
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled on outstanding shares	No. of Votes	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
	E-Voting		0	0.0000	0	0	0.0000	0.0000	(
Promoter and Promoter	Poll	82053421	77038907	93.8887	77038907	0	100.0000	0.0000	(
Group	Postal Ballot		0	0.0000		0	0.0000		(
	Total		77038907	93.8887	77038907	0	100.0000	0.0000	
	E-Voting		27712875	84.9397	8859268		31.9681	68.0319	
Public Institutions	Poli	32626536	0	0.0000	0	0	0.0000	0.0000	(
	Postal Ballot		0	0.0000		0	0.0000	0.0000	
	Total		27712875	84.9397	8859268		31.9681	68.0319	
	E-Voting		14535639	48.5479		0	100.0000	0.0000	
	Poll		36522	0.1220	36522	0	100.0000	0.0000	(
Public Non Institutions	Postal Ballot	29940844	0 14572161	0.0000 48.6699		0	0.0000 100.0000		
Total	1001	144620801					84.1996		- 2



			S H	Kelkar And C	company	Limited			
Resolution Required : (Spec	ial)		4 - Appointme	nt of Mr. Shrikant Ok	a (DIN: 081359	18) as an Indep	endent Director		
Whether promoter/ promoted the agenda/resolution?	ter group are in	terested in	NO						
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled on outstanding shares	No. of Votes	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
	E-Voting		0	0.0000	0	0	0.0000	0.0000	
Promoter and Promoter	Poll		82053421	100.0000	82053421	0	100.0000	0.0000	
Group	Postal Ballot	82053421	0	0.0000			0.0000		
	Total		82053421	100.0000		0	100.0000	0.0000	
	E-Voting		27712875	84.9397	27712875		100.0000		
Public Institutions	Poll Postal Ballot	32626536	0	0.0000		0	0.0000	0.0000	
	Total		27712875	84.9397	27712875		100.0000		
	E-Voting		14535639	48.5479			100.0000		
	Poll		36522	0.1220		0	100.0000		
Public Non Institutions	Postal Ballot	29940844		0.0000 48.6699	0	0	0.0000		
Total		144620801	124338457	85.9755		0	100.0000	0.0000	



			SH	Kelkar And C	ompany	Limited		•	
Resolution Required : (Spec	ial)		5 - Appointme	nt of Mr. Deepak Raj	Bindra (DIN: 0	5835196) as a D	irector		
Whether promoter/ promothe agenda/resolution?	ter group are in	terested in	NO						
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled on outstanding shares	No. of Votes	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
	E-Voting		0	0.0000	0	0	0.0000	0.0000	(
Promoter and Promoter	Poll		82053421	100.0000	82053421	0	100.0000	0.0000	(
Group	Postal Ballot	82053421	0	0.0000		0	0.0000		(
	Total		82053421	100.0000	82053421	0	100.0000	0.0000	(
	E-Voting		27712875	84.9397	24355044	3357831	87.8835	12.1165	(
YVA SOTEE	Poll		0	0.0000	0	0	0.0000	0.0000	(
Public Institutions	Postal Ballot	32626536	0	0.0000	0	0	0.0000	0.0000	
	Total		27712875	84.9397	24355044	3357831	87.8835	12.1165	(
	E-Voting		14535639	48.5479	14535639	0	100.0000	0.0000	
	Poll		36522	0.1220	36522	0	100.0000	0.0000	
Public Non Institutions	Postal Ballot	29940844	0 14572161	0.0000 48.6699	3.1100000000000000000000000000000000000	0	0.0000		
Total		144620801		85.9755	201412 TAX 5 TO 1914 6274 7 T		97.2994		



S H Kelkar And Company Limited Resolution Required : (Special) 6 - Ratification of remuneration payable to Cost Auditors of the Company for the financial year 2018-19 Whether promoter/ promoter group are interested in the agenda/resolution? NO Mode of Category % of Votes Polled % of Votes in Voting No. of No. of votes on outstanding No. of Votes No. of Votes favour on votes % of Votes against No. of votes - in favour polled on votes polled shares held -Against Invalid polled shares [1] [2] [3]={[2]/[1]}*100 [4] [5] [6]={[4]/[2]}*100 [7]={[5]/[2]}*100 [8] E-Voting 0.0000 0.0000 0.0000 82053421 82053421 0 100.0000 Poll 100.0000 0.0000 Promoter and Promoter 82053421 Group Postal Ballot 0.0000 0.0000 0.0000 82053421 100.0000 82053421 100.0000 **Total** 0.0000 0.0000 84.9397 27712875 0 100.0000 E-Voting 27712875 0.0000 0.0000 0.0000 Poll 32626536 Public Institutions 0.0000 **Postal Ballot** 0.0000 0.0000 0.0000 27712875 0 100.0000 27712875 84.9397 **Total** 14535639 14535639 100.0000 0.0000 E-Voting 48.5479 100.0000 Poll 36522 0.1220 36522 0.0000 29940844 Public Non Institutions 0.0000 0 0.0000 0.0000 Postal Ballot 0 14572161 14572161 0 100.0000 0.0000 Total 48.6699 100.0000 0.0000 85.9755 124338457 144620801 124338457 **Total**







Company Secretaries • LLP IN: AAH - 8229

C - 316, 3rd Floor, Nirmal Avior - Galaxy LBS Marg, Mulund (W), Mumbai - 400 080

REPORT OF SCRUTINIZERvww.sanantha.com; info@sanantha.com Tel: (+91 22) 2591 3041

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

10th August, 2018

To The Chairman

62nd (Sixty Second) Annual General Meeting (AGM) of the Equity Shareholders of S H KELKAR AND COMPANY LIMITED held on Thursday, August 09, 2018 at 05:00 p.m. at Indraprastha Hall, 261, Balrajeshwar Road, Vaishali Nagar, Mulund (West), Mumbai – 400 080

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 Ballot Forms* at the Annual General Meeting of S H KELKAR AND COMPANY LIMITED held on Thursday, August 09, 2018 at 05:00 p.m.

I, Ved Prakash, Practising Company Secretary (ACS: 36837; CP: 16986) was appointed as the Scrutinizer by the Board of Directors of S H KELKAR AND COMPANY LIMITED (the 'Company') vide resolution dated May 25, 2018, 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 62nd (Sixty Second) Annual General Meeting of the members of the Company to be held on Thursday, August 09, 2018 at 05:00 p.m. 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 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 62nd 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 authorised representative or by proxy attending the AGM)

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- 2. As per the Notice of 62nd 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 14, 2018, in "Financial Express" and in "Mumbai Lakshadeep", the remote e-voting opened at 09.00 a.m. on Monday, August 06, 2018 and remained open until 05.00 p.m. on Wednesday, August 08, 2018.
- 3. The Shareholders holding the Equity Shares of the Company as on Thursday, August 02, 2018 viz. the "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 62nd 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.
- 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 06:11 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") 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

Receive, consider, approve and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2018, 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 cast
*Remote e-voting	89	4,17,80,452	33.729
Voting by ballot	84	8,20,89,943	66.271
Total	173	12,38,70,395	100.000

^{*}Note: 2(Two) Folios holding 4,68,062 Equity Shares of Face Value of Rs. 10/- each didn't participate in passing the resolution.

(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		H	
Voting by ballot	-	-	
Total	-	-	-

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them	
2	160	

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	12,38.70.395	100,000
Votes against		
Total	12,38,70,395	100.000



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B. Resolution No. 2: Ordinary Resolution

Declaration of Dividend for the Financial Year ended March 31, 2018:

(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	91	4,22,48,514	33.979
Voting by ballot	84	8,20,89,943	66.021
Total	175	12,43,38,457	100.000

(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	•	
Voting by ballot	-	-	
Total	-	-	

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them	
2	160	

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	12,43,38,457	100.000
Votes against		- X
Total	12,43,38,457	100.000







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C. Resolution No. 3: Ordinary Resolution

Appointment of Mrs. Prabha Vaze (DIN:00509817), Non-Executive/Non-Independent Director, who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment:

(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	41	2,33,94,907	23.285
*Voting by ballot	83	7,70,75,429	76.715
Total	124	10,04,70,336	100.000

*Note: 1 (one) Folio holding 50,14,514 Equity Shares of Face Value of Rs. 10/- each being interested, didn't participate in passing the resolution.

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes east by them	% of total number of valid votes east
Remote e-voting	50	1,88,53,607	100.000
Voting by ballot	•	-	
Total	50	1,88,53,607	100.000

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
2	160

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	10,04,70,336	84.200
Votes against	1,88,53,607	15.800
Total	11,93,23,943	100.000

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D. Resolution No. 4: Ordinary Resolution

Appointment of Mr. Shrikant Oka (DIN: 08135918) as an Independent Director 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	91	4,22,48,514	33.979
Voting by ballot	84	8,20,89,943	66.021
Total	175	12,43,38,457	100.000

(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		-	•
Voting by ballot	•	•	-
Total	-	1	

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
2	160

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	12,43,38,457	100.000
Votes against	-	-
Total	12,43,38,457	100,000

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E. Resolution No. 5: Ordinary Resolution

Appointment of Mr. Deepak Raj Bindra (DIN: 06835196) as an Independent Director 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	88	3,88,90,683	32.146
Voting by ballot	84	8,20,89,943	67.854
Total	172	12,09,80,626	100.000

(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	3	33,57,831	100.000
Voting by ballot	-		
Total	3	33,57,831	100.000

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes east by them
2	160

Summary of Total valid votes for Resolution No. 5

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	12,09,80,626	97.299
Votes against	33,57,831	2.701
Total	12,43,38,457	100.000

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F. Resolution No. 6: Ordinary Resolution

Ratification of remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants, appointed as Cost Auditors of the Company for the Financial Year 2018-19:

(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	91	4,22,48,514	33.979
Voting by ballot	84	8,20,89,943	66.021
Total	175	12,43,38,457	100.000

(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			
Voting by ballot	-	16	(*
Total	-	笼	•

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
2	160

Summary of Total valid votes for Resolution No. 6

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	12,43,38,457	100.000
Votes against	-	•
Total	12,43,38,457	100.000



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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 62nd 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

Ved Prakash

Designated Partner ACS: 36837; CP: 16986

2.

Swaphi Saraf Swaphi Saraf do Venkatesh Skraf c/o 3. Anantha & Co., Compony Secretaries C-316, Hirmal Avior Galaxy, LBS Marg, Mulund (West) Occupation: Service

Witnesses:

1. ANTALT RASTOCII
W/O PRAMOD RASTOCII
C/O S. Ananna 2 CO.
Company Secretaries
C-316, Nimal Avia Galary
(*BS Marg, Mulund (west)
Occupation; Service

Counter signed

For S H KELKAR AND COMPANY LIMITED

400 030

Kedar Vaze

CEO & Whole-Time Director

Chairman of the Annual General Meeting

DIN: 00511325