



August 11, 2017

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: Outcome of 61st Annual General Meeting of the Company

We wish to inform you that the 61st Annual General Meeting of the Company ("AGM") was duly held on August 10, 2017 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.cdsi.com.

You are requested to take the same on record.

Thanking you,

Yours faithfully,

For S H KELKAR AND COMPANY LIMITED



Chandratre
Dceпти Chandratre

Company Secretary & Compliance Officer, S H Kelkar And Company Limited



Lal Bahadur Shastri 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. L74999MH1955PLCO09593



S H KELKAR AND COMPANY LIMITED

Date of AGM / EGM/ Postal Ballot	August 10, 2017
Total no. of shareholders on record dated i.e. August 03, 2017	22566
No. of shareholders present in the meeting either in person or through proxy	84
1. Promoter or Promoter Group	- 11 in person - 7 through Authorised Representative
2. Public	- 62 in person - 4 through proxy
No. of shareholders attended the meeting through video-conferencing	No such facility was arranged
1. Promoter or Promoter Group	
2. Public	



S H Kelkar And Company Limited

Lal Bahadur Shastri 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

Resolution (1)									
Resolution required: (Ordinary / Special)					Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?					No				
Description of resolution considered					Consider & adopt Standalone & Consolidated Audited Financial Statements, Reports of the Board of Directors & Auditors for the FY ended 31 March 2017				
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								
	Poll	83363221	83363221	100.0000	83363221	0	100.0000	0.0000	
	Postal Ballot (if applicable)								
	Total	83363221	83363221	100.0000	83363221	0	100.0000	0.0000	
Public- Institutions	E-Voting		29103240	86.3016	29103240	0	100.0000	0.0000	
	Poll	33722695							
	Postal Ballot (if applicable)								
	Total	33722695	29103240	86.3016	29103240	0	100.0000	0.0000	
Public- Non Institutions	E-Voting		3792	0.0138	3792	0	100.0000	0.0000	
	Poll	27534885	32762	0.1190	32762	0	100.0000	0.0000	
	Postal Ballot (if applicable)								
	Total	27534885	36554	0.1328	36554	0	100.0000	0.0000	
Total		144620801	112503015	77.7917	112503015	0	100.0000	0.0000	



Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Declaration of Dividend on the Equity Shares of the Company				
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							
	Poll	83363221	83363221	100.0000	83363221	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	83363221	83363221	100.0000	83363221	0	100.0000	0.0000
Public-Institutions	E-Voting		29471302	87.3931	29471302	0	100.0000	0.0000
	Poll	33722695						
	Postal Ballot (if applicable)							
	Total	33722695	29471302	87.3931	29471302	0	100.0000	0.0000
Public- Non Institutions	E-Voting		3792	0.0138	3792	0	100.0000	0.0000
	Poll	27534885	32762	0.1190	32762	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	27534885	36554	0.1328	36554	0	100.0000	0.0000
Total		144620801	112871077	78.0462	112871077	0	100.0000	0.0000



Resolution (3)								
Resolution required: (Ordinary / Special)					Ordinary			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					Appointment of Mr. Amit Dixit (DIN:01798942) as a non-executive/nonindependent Director, liable to retire by rotation.			
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							
	Poll	83363221	83363221	100.0000	83363221	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	83363221	83363221	100.0000	83363221	0	100.0000	0.0000
Public- Institutions	E-Voting		29471302	87.3931	26518556	2952746	89.9809	10.0191
	Poll	33722695						
	Postal Ballot (if applicable)							
	Total	33722695	29471302	87.3931	26518556	2952746	89.9809	10.0191
Public- Non Institutions	E-Voting		3788	0.0138	3788	0	100.0000	0.0000
	Poll	27534885	32762	0.1190	32762	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	27534885	36550	0.1327	36550	0	100.0000	0.0000
Total		144620801	112871073	78.0462	109918327	2952746	97.3840	2.6160



Resolution (4)									
Resolution required: (Ordinary / Special)					Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?					No				
Description of resolution considered					Ratification of appointment of M/s. B S R & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company and fix their remuneration.				
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								
	Poll	83363221	83363221	100.0000	83363221	0	100.0000	0.0000	
	Postal Ballot (if applicable)								
	Total	83363221	83363221	100.0000	83363221	0	100.0000	0.0000	
Public-Institutions	E-Voting		28996302	85.9845	11364101	17632201	39.1916	60.8084	
	Poll	33722695							
	Postal Ballot (if applicable)								
	Total	33722695	28996302	85.9845	11364101	17632201	39.1916	60.8084	
Public- Non Institutions	E-Voting		3788	0.0138	3588	200	94.7202	5.2798	
	Poll	27534885	32762	0.1190	32762	0	100.0000	0.0000	
	Postal Ballot (if applicable)								
	Total	27534885	36550	0.1327	36350	200	99.4528	0.5472	
Total		144620801	112396073	77.7178	94763672	200	84.3123	15.6877	





S. Anantha Rama Subramanian
BBA, LLB, FCS

S. ANANTHA & CO.
COMPANY SECRETARIES

C-316, 3rd Floor, Nirmal Avior - Galaxy
LBS Marg, Mulund (W), Mumbai 400080
Tel : (+91 22) 2591 3041/42
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]

11th August, 2017

To
The Chairman

61st (Sixty First) Annual General Meeting (AGM) of the Equity Shareholders of **S H KELKAR AND COMPANY LIMITED** held on **Thursday, August 10, 2017 at 03:30 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 10, 2017 at 03:30 p.m.

I, S. Anantha Rama Subramanian, Practising Company Secretary (FCS: 4443; CP: 1925) was appointed as the Scrutinizer by the Board of Directors of **S H KELKAR AND COMPANY LIMITED** (the 'Company') vide resolution dated 12th May, 2017, 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 61st (Sixty First) Annual General Meeting of the members of the Company to be held on **Thursday, August 10, 2017 at 03:30 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 61st 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)*



[Handwritten signature]

...2



: 2 :

2. As per the Notice of 61st 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 18, 2017, in "Financial Express" and in "Mumbai Lakshadeep", the remote e-voting opened at 09.00 a.m. on Monday, August 07, 2017 and would remain open until 05.00 p.m. on Wednesday, August 09, 2017.
3. The Shareholders holding the Equity Shares of the Company as on Thursday, August 03, 2017 viz. the "**cut-off date**", were entitled to vote on the resolutions stated in the Notice of the 61st 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 04.56 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.



Ramachandran

...3



: 3 :

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, 2017 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	95	2,91,07,032	25.872
Voting by ballot	57	8,33,95,983	74.128
Total	152	11,25,03,015	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	-	-	-

- (iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
2	3,68,362

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	11,25,03,015	100.000
Votes against	-	-
Total	11,25,03,015	100.000



Ramkumar



: 4 :

B. Resolution No. 2: Ordinary Resolution

Declaration of Dividend for the Financial Year ended March 31, 2017:

(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	96	2,94,75,094	26.114
Voting by ballot	57	8,33,95,983	73.886
Total	153	11,28,71,077	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	-	-	-

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
1	300

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	11,28,71,077	100.000
Votes against	-	-
Total	11,28,71,077	100.000

...5

Handwritten signature



Handwritten signature



: 5 :

C. Resolution No. 3: Ordinary Resolution

Appointment of Mr. Amit Dixit (DIN: 01798942), a Non-Executive/Non-Independent Director, who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment as a Director

(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	2,65,22,344	24.129
Voting by ballot	57	8,33,95,983	75.871
Total	148	10,99,18,327	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	4	29,52,746	100.000
Voting by ballot	-	-	-
Total	4	29,52,746	100.000

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
2	304

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	10,99,18,327	97.384
Votes against	29,52,746	2.616
Total	11,28,71,073	100.000



Ramkumar ...6



: 6 :

D. Resolution No. 4: Ordinary Resolution

Ratification of appointment of M/s. B S R & Co. LLP, Chartered Accountants (Registration No.: 101248W/W-100022), as the Statutory Auditors of the Company and to fix their remuneration

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	1,13,67,689	11.996
Voting by ballot	57	8,33,95,983	88.004
Total	98	9,47,63,672	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	52	1,76,32,401	100.000
Voting by ballot	-	-	-
Total	52	1,76,32,401	100.000

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
4	4,75,304

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	9,47,63,672	84.312
Votes against	1,76,32,401	15.688
Total	11,23,96,073	100.000

...7



Ramkrishna



S. Anantha Rama Subramanian
BBA, LLB, FCS

S. ANANTHA & CO.
COMPANY SECRETARIES

: 7 :

8. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of 61st 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 & Co.,
Company Secretaries



S. Anantha Rama Subramanian
Proprietor
FCS: 4443; CP: 1925

Witnesses:

1.

ANJALI RASTOGI
W/O PRAMOD RASTOGI
C/O S. Anantha & Co.
Company Secretaries
C-316, 3rd Floor, Nirmal Avior Galaxy,
LBS Marg, Mulund (W), Mumbai-80
Counter signed Occupation: Service
For S H KELKAR AND COMPANY LIMITED

2.

CHETAN TAKLE
S/O. UMESH TAKLE
C/O. S. Anantha & Co.
Company Secretaries
C-316, 3rd Floor, Nirmal Avior Galaxy
LBS Marg, Mulund (W), Mumbai - 80
Occupation : Service

Ramesh Vaze
Managing Director
DIN: 00509751

