

STANROSE MAFATLAL INVESTMENTS AND FINANCE LIMITED

REGD. OFFICE :
6TH FLOOR, "POPULAR HOUSE",
ASHRAM ROAD,
AHMEDABAD-380 009.
CIN - L65910GJ1980PLC003731

PHONE : 079-26580067-98. 66310887, 66311067
FAX : 079-26589557
WEBSITE : www.stanroseinvest.com
E-MAIL : info@stanroseinvest.com
investorcare@stanroseinvest.com (For Investors)

SAD/108/J

April 24, 2017

Bombay Stock Exchange Ltd.,
25th Floor, P.J. Towers,
Dalal Street, Fort,
Mumbai 400 001.

Dear Sirs,

Sub: **Outcome of Board Meeting.**

Ref: **Security Code No. 506105**

As per Regulations 30 and 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we have to inform you that the Meeting of the Board of Directors of the Company commenced today at 3.00 P.M. and concluded at 7.00 P.M. and the following business was transacted:

1. The Board has approved and taken on record the Standalone and Consolidated Audited Financial Results for the Quarter and Year ended on 31st March, 2017. Enclosed herewith the same along with the Auditors' Reports thereon.
2. The Board has recommended a dividend of Rs.6/- per share (60%) for the year ended March 31, 2017 and is payable subject to the approval of the shareholders at the ensuing Annual General Meeting.
3. Shri Bharat N. Dave has tendered his resignation from the post of Chief Executive Officer, due to his old age. The Board accepted his resignation and recorded its appreciation of the valuable services rendered by him. A copy of his letter of resignation is enclosed herewith.
4. The Board has appointed M/s. Manubhai & Shah LLP as the Statutory Auditors of the Company in place of M/s. C. C. Chokshi & Co. to hold office from the conclusion of the Thirty-seventh Annual General Meeting to the conclusion of the Forty-second Annual General Meeting, subject to the approval of the Members at the ensuing AGM. Brief profile of the Firm, as required under the Regulations, is enclosed.



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5. Based on the recommendation of the Nomination and Remuneration Committee, the Board has re-appointed Shri Arun P. Patel and Shri Rajesh Jaykrishna, Independent Directors, for a further period of three years from the forthcoming Annual General Meeting i.e. Thirty-seventh Annual General Meeting to the conclusion of the Fortieth Annual General Meeting, subject to the approval of the Members at the ensuing AGM.
6. In order to facilitate consolidation of Share Certificates, encourage dematerialization and reduce risks of fraud, the Board has decided to issue new share certificates with re-organised distinctive numbers in respect of the shares held in physical form in exchange of old share certificates.

For the purpose, 12th May, 2017 has been fixed as the cut-off date for ascertaining the list of shareholders holding shares in physical form, to whom new share certificates would be issued.

Prior to the issuance of new share certificates, all existing share certificates including those held in the former name of the Company, Sandeep Holdings Limited, shall be cancelled with immediate effect from the above cut-off date and will be treated as bad delivery for all purposes. Members will have to surrender their old share certificate/s in exchange of the new ones.

Kindly take the above information on your record.

Thanking you, we remain,

Yours faithfully,
For STANROSE MAFATLAL
INVESTMENTS AND FINANCE LIMITED



(SOHAM A. DAVE)
COMPANY SECRETARY

Encl: a/a.

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AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED ON 31ST MARCH, 2017

		[Rupees in Lacs]					
Sr. No.	Particulars	Standalone Results				Consolidated Results	
		Quarter ended on		Year ended on		Year ended on	
		31/03/2017 [Audited]	31/12/2016 [Unaudited]	31/03/2016 [Audited]	31/03/2017 [Audited]	31/03/2017 [Audited]	31/03/2016 [Audited]
1	Part I						
	(a) Income from Operations	38.05	209.34	36.12	941.44	1,094.00	941.44
	(b) Other Operating Income	0.21	0.30	0.11	0.93	1.07	1.42
	Total Income	38.26	209.64	36.23	942.37	1,095.07	942.86
2	Expenditure :						
	(a) Employee benefit expenses	17.12	21.20	22.73	79.70	92.05	79.70
	(b) Depreciation expenses	10.84	12.06	9.12	40.66	32.44	40.66
	(c) Other Expenses	57.32	61.46	60.09	281.25	250.28	281.85
	Total Expenditure	85.28	94.72	91.94	401.61	374.77	402.21
3	Profit/(Loss) before Tax	(47.02)	114.92	(55.71)	540.76	720.30	540.65
4	Tax Expenses :						
	(i) Current	(3.95)	24.04	(9.19)	93.18	122.58	121.18
5	(ii) Short Provision of earlier years (Net)	12.95	-	-	12.95	-	13.13
6	Net Profit/(Loss) after Taxes	(56.02)	90.88	(46.52)	434.63	597.72	406.34
7	Paid-up Equity Share Capital (Face Value Rs. 10/- per share)	396.79	396.79	396.79	396.79	396.79	396.79
8	Reserves excluding Revaluation Reserves				5,350.22	4,915.58	5,320.43
9	Basic & Diluted Earning per Share in Rs.	(1.41)	2.29	(1.17)	10.95	15.06	10.24



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Statement of Assets and Liabilities		Standalone		Consolidated	
Particulars		As at 31/03/2017	As at 31/03/2016	As at 31/03/2017	As at 31/03/2016
A EQUITY AND LIABILITIES					
1 SHAREHOLDERS' FUNDS :					
(a) Share Capital		396.79	396.79	396.79	396.79
(b) Reserves & Surplus		5,350.22	4,915.58	5,320.43	4,914.09
TOTAL		5,747.01	5,312.37	5,717.22	5,310.88
2 NON-CURRENT LIABILITIES					
Long Term Borrowings		-	-	197.74	197.74
Long Term Provisions		10.16	13.13	10.17	13.13
TOTAL		10.16	13.13	207.91	210.87
3 CURRENT LIABILITIES					
(a) Trade Payables		9.19	15.91	9.34	16.06
(b) Other Current Liabilities		78.57	75.99	78.57	83.26
(c) Short Term Provisions		14.55	296.52	42.55	296.57
TOTAL		102.31	388.42	130.46	395.89
TOTAL EQUITY AND LIABILITIES		5,859.48	5,713.92	6,055.59	5,917.64
B ASSETS :					
1 NON-CURRENT ASSETS					
(a) Fixed Assets :					
Tangible Assets		143.03	127.82	395.94	380.73
Intangible Assets		-	-	70.66	70.66
(b) Goodwill on Consolidation		-	-	5.03	5.03
(b) Non-current Investments		2,779.64	2,399.25	2,632.12	3,757.96
(c) Deferred Tax Assets		23.13	21.31	23.13	21.31
(d) Long Term Loans and Advances		1,117.94	1,511.15	991.49	6.72
TOTAL		4,063.74	4,059.53	4,118.37	4,242.41
2 CURRENT ASSETS					
(a) Stock-in-Trade		14.73	17.01	14.73	17.01
(b) Trade Receivables		-	6.15	-	6.15
(a) Cash and cash equivalents		148.77	72.53	199.88	74.90
(d) Short Term Loans and Advances		1,632.21	1,456.84	1,632.21	1,456.84
(e) Other Current Assets		0.03	101.86	90.40	120.33
TOTAL		1,795.74	1,654.39	1,937.22	1,675.23
TOTAL ASSETS		5,859.48	5,713.92	6,055.59	5,917.64

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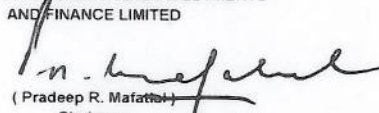
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NOTES:

- 1 The Directors have recommended a Dividend of Rs. 6/- Per Share for the year ended 31st March, 2017 (Previous Year Rs. 6/- Per Share)
- 2 Other Expenditure in Standalone Results for the year ended 31st March, 2017 includes Rs. 45.14 Lacs (Previous Year Rs. 50.90 Lacs) on Foreign Travelling Expenses
- 3 The figures of the last quarter in Standalone Results are the balancing figures between audited figures in respect of full Financial year and published year to date figures up to third quarter of the Current Financial Year.
- 4 The Consolidated Financial Statement (CFS) of Stanrose Mafatlal Investments and Finance Limited represent Consolidated accounts of its wholly owned Subsidiary Company viz Stan Plaza Limited duly audited and approved by its Board as per Accounting Standard AS-21.
- 5 The Company has no activities other than those of an investment Company and accordingly, Accounting Standard 17 - 'Segment Reporting' is not applicable.
- 6 The above results have been reviewed by the Audit Committee and thereafter approved and taken on record by the Board of Directors at their Meeting held on 24th April, 2017.

For STANROSE MAFATLAL INVESTMENTS
AND FINANCE LIMITED


(Pradeep R. Mafatlal)
Chairman

Mumbai
Date : 24th April, 2017



**INDEPENDENT AUDITOR'S REPORT
TO THE BOARD OF DIRECTORS OF
STANROSE MAFATLAL INVESTMENTS AND FINANCE LIMITED**

1. We have audited the accompanying Statement of Standalone Financial Results of **STANROSE MAFATLAL INVESTMENTS AND FINANCE LIMITED** ("the Company"), for the year ended 31/03/2017 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been compiled from the related standalone financial statements which has been prepared in accordance with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement based on our audit of such standalone financial statements.
3. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement.

We believe that the audit evidence obtained by us, is sufficient and appropriate to provide a basis for our audit opinion.

4. In our opinion and to the best of our information and according to the explanations given to us, the Statement:
 - (i) is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - (ii) gives a true and fair view in conformity with the aforesaid Accounting Standards and other accounting principles generally accepted in India of the net profit and other financial information of the Company for the year ended 31/03/2017.



5. The Statement includes the results for the Quarter ended 31/03/2017 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

For C.C.Chokshi & Company
Chartered Accountants
(Firm's Registration No. 101876W)



Gaurav J Shah
Partner
(Membership No. 35701)

Ahmedabad, 24th April, 2017

**INDEPENDENT AUDITORS' REPORT
TO THE BOARD OF DIRECTORS OF
STANROSE MAFATLAL INVESTMENTS AND FINANCE LIMITED**

1. We have audited the accompanying Statement of Consolidated Financial Results of **STANROSE MAFATLAL INVESTMENTS AND FINANCE LIMITED** ("the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group"), for the year ended 31/03/2017 ("the Statement"), being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Statement, which is the responsibility of the Holding Company's Management and approved by the Board of Directors, has been compiled from the related consolidated financial statements which is in accordance with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement based on our audit of such consolidated financial statements.
2. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Holding Company's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Holding Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement.

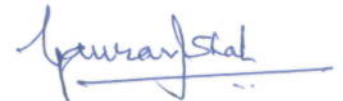
We believe that the audit evidence obtained by us, is sufficient and appropriate to provide a basis for our audit opinion.

3. In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditor on separate financial statements and the other financial information of subsidiary referred to in paragraphs 5 below, the Statement:
 - a. includes the results of the following entity:
Stan Plaza Limited



- b. is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - c. gives a true and fair view in conformity with the aforesaid Accounting Standards and other accounting principles generally accepted in India of the net profit/loss and other financial information of the Group for the year ended 31/03/2017.
4. We did not audit the financial statements of one subsidiary, included in the consolidated financial results, whose financial statements reflect total assets of Rs. 46,504,911 as at 31st March, 2017, total revenues of Rs. 13,797,917 for the year ended 31st March, 2017 and total profit after tax of Rs. 4,874,103 for the year ended on that date, as considered in the consolidated financial results. These financial statement have been audited by other auditor whose reports have been furnished to us by the Management and our opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of this subsidiary is based solely on the reports of the other auditor.
- Our opinion on the Statement is not modified in respect of the above matter with respect to our reliance on the work done by the other auditor.
5. The Statement includes the results for the Quarter ended 31/03/2017 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

For C.C.Chokshi & Company
Chartered Accountants
(Firm's Registration No. 101876W)



Gaurav J Shah
Partner
(Membership No. 35701)

Ahmedabad, 24th April, 2017

From:

BHARAT N. DAVE
F/51, Satellite Appt.,
Satellite Road,
Ahmedabad 380 015.

April 24, 2017

The Board of Directors,
Stanrose Mafatlal Investments
and Finance Limited,
Mumbai

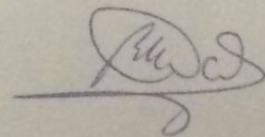
Dear Sirs,

With due respect, I hereby tender my resignation from the post of "Chief Executive Officer" with immediate effect, due to old age.

I take this opportunity of thanking the Chairman, Seth Shri Pradeepbhai, the entire Board, my colleagues and the staff members in the Company for their whole-hearted support and co-operation during my tenure as a CEO.

Thanking you once again I remain,

Yours faithfully,



(BHARAT N. DAVE)

STANROSE MAFATLAL INVESTMENTS AND FINANCE LTD.	
RECEIVED	
24 APR 2017	
BND	GRS
SAD	ACTION



Manubhai & Shah LLP

Chartered Accountants

Global In Reach, Local In Touch

practicality merit WORTH usefulness merit
benefaction worth patrimony utility
cultivation erudition utility CULTURE education
merit provision m e r i t provision
usefulness heritage usefulness LEGACY usefulness
provision utility enlightenment education
merit usefulness patrimony cultivation practicality
LEGACY merit utility enlightenment education





Manubhai & Shah was established in 1975 by Mr. Manubhai Patel who started his practice in the year 1959. In the year 2014 Shah & Co. merged with the firm. Shah & Co. was established in the year 1945, whose senior partner Mr. Pradyumna N. Shah is a past president of The Institute of Chartered Accountants of India. Manubhai & Shah was converted into LLP on 1st April 2016. Over the years Manubhai & Shah LLP has developed into one of the leading Chartered Accountancy firms in India with a global client base. The firm is able to offers broad spectrum of services to its clients.

Manubhai & Shah LLP is a member of an international network of professional accounting firms. It is positioned to provide clients with a global delivery model.

The firm is having highly experienced, knowledgeable, young, enthusiastic and techno savvy partners. It has absorbed majority of partners from within the firm. This has resulted into a highly competent and dedicated team of professionals clearly focused on serving clients and providing value addition. As a result of this, the firm has gained confidence of the clients over decades of their association with the firm.





Some of the partners have been and have served on the Board of Directors of Public Companies, Banks, UTI, Mutual Funds and other private companies as Independent Directors.

The firm provides services to clients in a broad spectrum of trade and industries as well as non-profit organizations. The client groups include private and public sector corporates, government and semi government agencies, partnership firms and high net worth individuals.



ATTESTATION

- Statutory audit
- Tax audit
- Compliance
- Audit
- GST audit
- Certification



RISK ASSESSMENT

- Internal audit
- Pre-audit
- Fraud / special investigation audit
- Concurrent audit
- Revenue / stock audit
- Information systems audit and risk
- Management forensic audit



MANAGEMENT CONSULTANCY

- Management audit
- Claims verification
- Designing of internal controls
Systems and processes including financial controls
- Preparation of standard operating procedures
- Liquidation including insolvency and bankruptcy law



BUSINESS SUPPORT SERVICES

- Formation and registration of partnership firms
- Decision support services
- Inventory planning and control
- Cash management
- Projections, cash flow analysis and budgeting
- Profitability analysis - existing and new avenues
- Recruitment, evaluation, training of accounting and financial department personnel
- Contract negotiation and drafting
- Advising on matters relating to Special economic zones / software technology park of india / electronic hardware technology park
- Payroll processing for clients in india and abroad



COMPANY LAW

- Mergers and acquisition
- Incorporation of a company
- Appearing before national company law tribunal
- Assisting in periodical compliances



ACCOUNTING

- Accounting
- Advising on implementation /conversion of accounting from Indian GAAP to IFRS/Ind AS and others.
- Compilation of annual / interim financial statements
- Management information reports
- System planning and design
- Software selection, installation, conversion and support



TAX (DIRECT AND INDIRECT TAXES)

- Registration under various laws
- Advising on tax planning
- Assisting in compliance to various tax laws
- Preparation of tax returns
- Appearing before appellate authorities
- Advising on cross border transactions
- Transfer pricing



KNOWLEDGE PROCESS OUTSOURCING

- Accounting and taxation for clients in USA, UK, Australia, New Zealand, Singapore, Hongkong, U.A.E., etc.
- Back office support in the field of financial services



BUSINESS ADVISORY

- Accounting, financial and tax due diligence
- Business valuations
- Business plan development start-up and expansion
- Corporate finance
- Business continuity and succession
- Private equity and IPO support
- Advising and complying to various provisions of FEMA / RBI
- Arbitration & conciliation





BANKS & FINANCIAL SERVICE INSTITUTIONS

- Asset management company and venture funds
- Co-operative banks
- Housing finance companies
- Mutual funds
- Nationalized banks (central office and branches)
- Non banking finance companies
- Public and private sector banks
- Regulatory body
- Public financial institutions



MANUFACTURING

- Agro products
- Auto parts
- ATM machines
- Chemicals
- Cement
- Dairy products
- Electrical goods
- Engineering
- Foods processing
- Machinery manufacturing
- Paints
- Paper and packaging
- Pharmaceuticals
- Plastic packaging
- Steel
- Ship building
- Textiles



INFRASTRUCTURE

- Construction
- Dams
- Mining and metals
- Oil and gas
- Ports
- Power
- Real estate
- Roads and transport
- Telecom
- Water supply and sewerage



SERVICE

- Advisory services
- Architects and engineers
- CA / CPA firms
- Education institution
- Film production
- Healthcare
- High net-worth individuals
- Hotels and resorts
- Insurance
- IT Enabled services
- Logistics
- Newsprint, media and Entertainment
- Retail including online
- Stock exchange
- Software development

ISO 9001 & ISO 27001 CERTIFIED



Manubhai & Shah LLP has been accredited with ISO 9001 certifications for its Quality Management Systems and its Knowledge Processing Division is accredited with ISO 27001 certification for Information Security Management Systems.

The Firm is on the panel of consultants maintained by The World Bank, Asian Development Bank, Reserve Bank of India, Comptroller and Auditor General of India, Securities and Exchange Board of India, Government Departments, various regulatory bodies, and institutions.

At Manubhai & Shah LLP, our strategy has always been to understand what is most important to the client, to help them look for ways, to create sustainable value addition and satisfaction in a truly professional environment.

It is our earnest endeavour to apply best business practices, quickly implement innovations, put insight into action, provide perspectives on value creation, create and develop truly congenial human resource by providing the most conducive environment.

An attempt is made to outline what the Firm is all about and how it works. But some things just can't be conveyed through words, the power of any idea for instance, or the positive results of constructive dialogue, or the reassuring feeling of a personal relationship... At Manubhai & Shah LLP continuous innovation, pragmatic decision-making, hard work and above all team-work are some of the factors, which makes the firm the right consultant and advisor. The collective belief at Manubhai & Shah LLP is that the trust and faith of people are necessary to work successfully.



SPECTRUM OF GLOBAL CLIENTS



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BRANCHES

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