

NOTICE

NOTICE IS HEREBY GIVEN THAT the Thirty-Eighth Annual General Meeting of the Members of the Company will be held on Tuesday, 25th September, 2018 at 10.30 A.M. at 'Banquet Hall', Karnavati Club Limited, S. G. Highway, Ahmedabad - 380 058, Gujarat, to transact the following business:

ORDINARY BUSINESS:

Item No. 1. Adoption of Financial Statements

To consider and adopt:

- (a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Report of Auditors thereon; and
- (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Report of Auditors thereon.

Item No. 2. Declaration of Dividend

To declare Dividend on Equity Shares. The Board of Directors has recommended a Dividend of Rs. 6/- per Equity Share of Rs.10/- each

Item No. 3. Appointment of Director

To appoint a Director in place of Smt. Datta B. Dave, (DIN 06990663) who retires by rotation and being eligible, offers herself for re-appointment.

Item No. 4. Ratification of Appointment of Statutory Auditors

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of the Ordinary Resolution passed by the Members at the thirty-Seventh Annual General Meeting (AGM) held on August 4, 2017, appointing M/s. Manubhai & Shah LLP., Chartered Accountants, Ahmedabad, as the Auditors of the Company to hold office from the conclusion of that AGM to the conclusion of the Forty-Second AGM (subject to ratification of the appointment by the members at every AGM held after that AGM), Section 139 of the Companies Act, 2013 and Rules made thereunder and pursuant to the recommendation of the Audit Committee of the Board of Directors, the appointment of M/s. Manubhai & Shah LLP, Chartered Accountants (Regn. No. 106041W/W100136) Ahmedabad, be and is hereby ratified for a period from the conclusion of this Annual General Meeting to the conclusion of the next AGM and that the Board of Directors be and is hereby authorized to fix their remuneration as may be determined by the Audit Committee in consultation with the Auditors."

Special BUSINESS:

Item No. 5. Continuation of tenure of Shri Kersi J. Pardiwalla, who has completed the age of 75 (seventy five) years.

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013, including any amendment(s), statutory modifications(s) or re-enactment(s) thereof, for the time being in force, approval of the Members of the Company be and is hereby granted for continuation of holding office of Non-Executive-Independent Director of the Company by Shri Kersi J. Pardiwalla (DIN 00015670) who is above the age of 75 (Seventy Five) years as on 1st April, 2019, upto the expiry of his present term of Office i.e. upto the conclusion of Annual General Meeting that may be held for the financial year ending on March 31, 2020, on the existing terms and conditions and whose appointment is duly approved by the members through an Ordinary Resolution passed at the Annual General Meeting held on 4th August, 2017."

Item No. 6. Continuation of tenure of Shri Arun P. Patel, who has completed the age of 75 years (seventy five).

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013, including any amendment(s) statutory modifications(s) or re-enactment(s) thereof, for the time being in force, approval of the Members of the Company be and is hereby granted for continuation of holding office of Non-Executive-Independent Director of the Company by Shri Arun P. Patel (DIN 00830809) who is above the age of 75 (Seventy Five) years as on 1st April, 2019, upto the expiry of his present term of Office i.e. upto the conclusion of Annual General Meeting that may be held for the financial year ending on March 31, 2020, on the existing terms and conditions and whose appointment is duly approved by the members through an Ordinary Resolution passed at the Annual General Meeting held on 4th August, 2017."

Notes:

- (a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AND THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act

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as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for other person or shareholder. The Proxy Form, in order to be valid and effective, must be delivered at the Registered Office of the Company not later than 48 hours before the commencement of the Meeting.

- (b) Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting. Attendance Slip is attached to the Proxy Form. Members holding shares in dematerialized form are requested to bring their DP ID and Client ID for identification.
- (c) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (d) Corporate Members intending to send their Authorized Representatives to attend the Meeting are requested to send a Certified Copy of the Board Resolution authorizing their Representatives to attend and vote at the Annual General Meeting.
- (e) The Register of Members and the Share Transfer Books of the Company will remain closed from 19th September, 2018 to 25th September, 2018 (both days inclusive) for annual closing and determining the entitlement of the shareholders dividend for 2017-18.
- (f) The Dividend on Equity Shares if declared at the Meeting will be paid on 10th October, 2018 or thereafter to those members whose names shall appear on the Company's Register of Members on 18th September, 2018; in respect of the shares held in demat form the dividend will be paid to members, whose names are furnished by NSDL and CDSL as beneficial owners as on that date.
- (g) Members holding shares in electronic form may note that the Particulars of their address and Bank Account registered against their respective depository account will be used by the Company for payment of dividend. The Company or its Registrar and Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change in their address or bank particulars or bank mandates. Such changes are to be advised only to the depository participants of the members. Members holding shares in physical form and desirous of either registering or changing bank particulars already registered against their respective folios are requested to write to the Registrar and Transfer Agent.
- (h) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from concerned DP and holdings should be verified.
- (i) The Company has designated an exclusive email ID viz. investorcare@stanroseinvest.com to enable investors to post their grievances, if any, and monitor its redressal.
- (j) As a part of its Green initiative in Corporate Governance and Circulars issued by Ministry of Corporate Affairs allowing paperless compliances through electronic mode, soft copy of the Annual Report for 2017-18 will be sent along with the Notice to all the members whose email addresses are registered with the Company/its Registrar/Depository Participant(s) unless any member requests for a hard copy of the same. For members who have not registered their email addresses, the Annual Report 2017-18 along with the Notice will be sent in physical. All those members, who have not yet registered, are requested to register their email address with the Registrar/Depository Participant.

Members can download the Notice of the 38th Annual General Meeting and the Annual Report 2017-18 available on the Company's website www.stanroseinvest.com. The physical copies of the aforesaid documents are available at the Company's Registered Office at Ahmedabad for inspection during business hours. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, by post/courier free of cost.

- (k) Additional information, pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and para 1.2.5 of Secretarial Standard on General Meeting (SS-2) notified under the Companies Act, 2013 in respect of the directors seeking appointment/reappointment at the AGM, are given hereunder:

Mrs. Datta B. Dave

Mrs. Datta Bharat Dave, (DIN 06990663) aged 73 years is an under-graduate. She being associated with certain NGOs for a number of years, possesses a very good experience in General Administration and Management. She is a Member of Corporate Social Responsibility Committee of the Company. She is holding 18 Equity shares of Rs.10/- each in the Company.

The board considers that her continued association would be beneficial to the Company and it is

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desirable to continue to avail her services as a Director. Accordingly, the Board recommends her re-appointment.

Except Stanrose Mafatlal Investments and Finance Limited, she is not holding the position of Director in any other companies. Except Mrs. Dave, being an appointee, none of the Directors and KMPs of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item no. 3.

She is not related to any Director or Key Management Personnel inter-se.

The Company may pay sitting fees and commission to her as a Director of the Company. The details regarding the number of Meetings of the Board attended and remuneration paid to her are given in the Corporate Governance Report.

(l) Voting through electronic means:

- ❖ In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting'). The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Agency to provide this facility.

- ❖ Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but will not be entitled to cast their vote again.
- ❖ The facility for voting through ballot will be made available at the AGM, and members attending the AGM who have not cast their vote by remote e-voting will be able to exercise their right at the AGM.

The instructions for members for voting electronically are as under:- (EVSN -180731005)

- (i) Log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID), Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (iv) Members holding shares in multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (v) If you are holding shares in Demat form and logged on to www.evotingindia.com and cast your vote earlier for EVSN of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, both Demat and Physical holders shall fill up the following details in the appropriate boxes: [Refer table given below].

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account in dd/mm/yyyy format or your folio.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

* Members holding shares in physical form and who have not updated their PAN with the Company are requested to use the sequence number which is printed on Address Slip on the Cover of Annual Report.

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be used by the demat holders for voting resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL. It is strongly recommended to take utmost care to keep your password confidential and not share it with any other person.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

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- (x) Click on the relevant EVSN on which you choose to vote.
- (xi) On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view further description/entire Resolutions.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password, then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com, click on 'registration' and fill up the required details. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com for receiving their login details. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. Before casting vote, they should upload a scanned copy of the Board Resolution/Power of Attorney (POA) in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xix) The voting period begins on Saturday, 22nd September, 2018 (9:00 a.m.) and ends on Monday, 24th September, 2018 (5:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 24th September, 2018(5:00 p.m.).
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for all mobile users. The m-Voting app can be downloaded from Google Play Store. I-phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xxi) Any person who acquires the shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as on the Cut-off date may obtain the Login Id and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting, then the person becoming a member can use his/her existing User ID and password for casting his/her vote.
- (xxii) The Company has appointed Shri Manoj Hurkat, a Practicing Company Secretary, Ahmedabad (Membership No.- 4287, COP No.- 2574), as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxiii) The Scrutinizer shall within a period not exceeding three working days from the conclusion of the meeting period unlock the votes in the presence of at least two witnesses not in the employment of the Company and will make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.stanroseinvest.com and on the website of CDSL www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchange.

Registered Office:
Popular House,
Ashram Road,
AHMEDABAD - 380 009.
Mumbai.
Dated: May 2, 2018

By Order of the Board
Soham A. Dave
Company Secretary

ANNEXURE TO THE NOTICE :

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013. [It may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015]:

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to items Nos. 5 and 6 contained in the accompanying Notice dated May 2, 2018.

In respect of Item No. 5:

To comply with the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the compliance of the SEBI circular SEBI/HO/CFD/CMD/CIR/P/2018/79, dated 10th May, 2018, a Special Resolution is being proposed to be passed by the Members for continuation of holding Office of Non-Executive Independent Director of the Company, by Shri Kersi J. Pardiwalla (DIN 00015670) who is above the age of 75 (Seventy Five) years as on 1st April, 2019 upto the expiry of his present term of office i.e. upto the conclusion of Annual General Meeting that may be held for the financial year ending on March 31, 2020, on the existing terms and conditions and whose appointment is duly approved by the members through an Ordinary Resolution passed at the Annual General Meeting of the Company held on 4th August, 2017. Shri Kersi J. Pardiwalla is a Non-Executive Independent Director of the Company. He is holding 300 Equity Shares of Rs.10 each in the Company.

He joined the Board of Directors of the Company in April 21, 2006. Shri Kersi J. Pardiwalla is a Bachelor of Commerce (B.Com.) and a Fellow Member of the Institute of Chartered Accountants of India (F.C.A.). He possesses long and diverse experience in the field of Finance, Accounting, Taxation, Production, Marketing and Management. He is on the Board of Standard Industries Limited, Stan Plaza Limited, Standard Salt Works Limited and Vinadeep Investments Private Limited. He has been associated with Standard Industries Limited for more than 50 years.

He is the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee and a Member of Corporate Social Responsibility Committee of the Company. He is also the Chairman of the Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee and a Member of Share Transfer Committee and Investment Committee of Standard Industries Limited.

In respect of Item No. 6:

To comply with the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the compliance of the SEBI circular SEBI/HO/CFD/CMD/CIR/P/2018/79, dated 10th May, 2018, a Special Resolution is being proposed to be passed by the Members for continuation of holding Office of Non-Executive Independent Director of the Company, by Shri Arun P. Patel (DIN 00830809) who is above the age of 75 (Seventy Five) years as on 1st April, 2019 upto the expiry of his present term of office i.e. upto the conclusion of Annual General Meeting that may be held for the financial year ending on March 31, 2020, on the existing terms and conditions and whose appointment is duly approved by the members through an Ordinary Resolution passed at the Annual General Meeting of the Company held on 4th August, 2017. Shri Arun P. Patel is a Non-Executive Independent Director of the Company. He is holding 175 Equity Shares of Rs.10/- each in the Company.

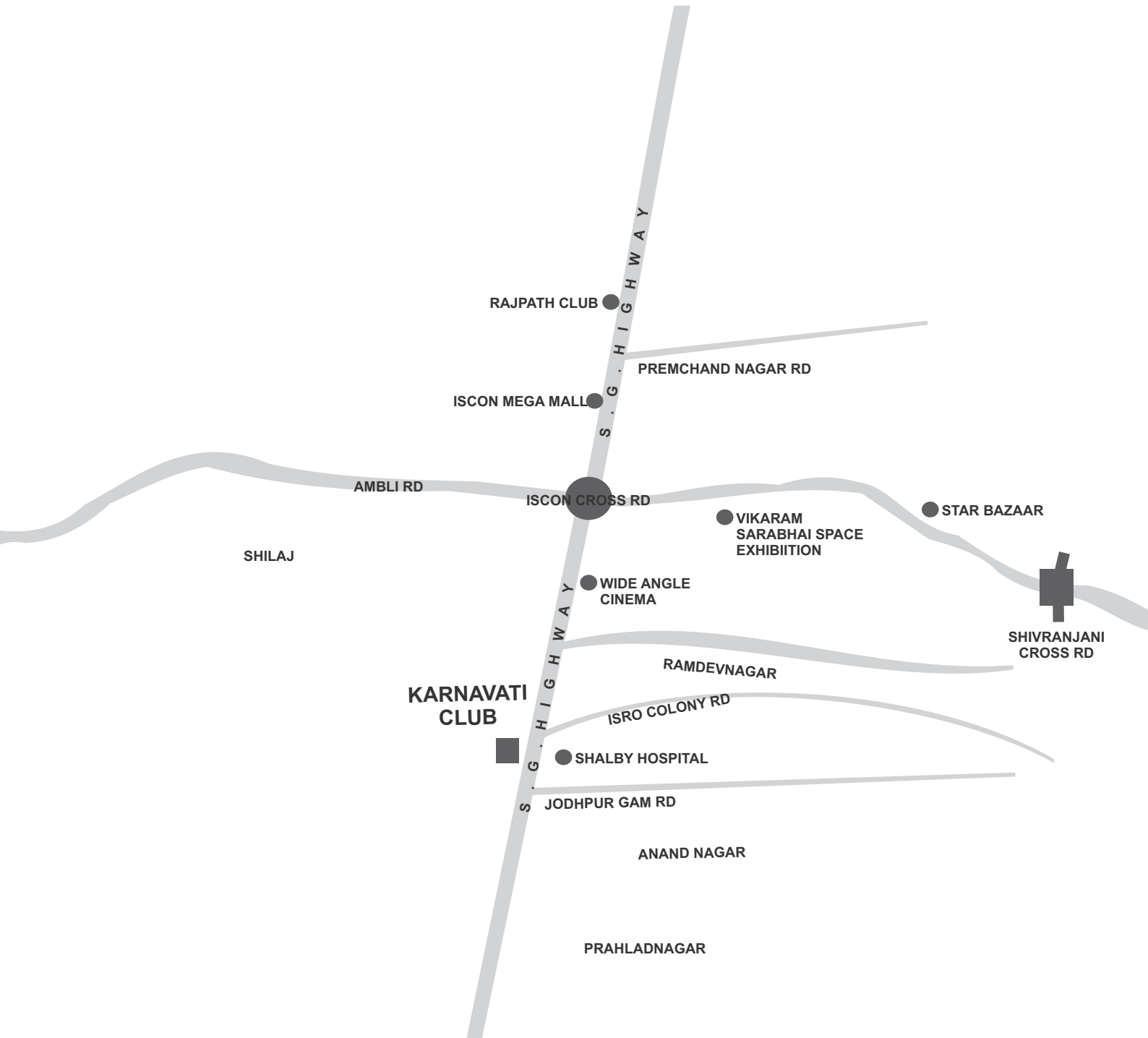
He joined the Board of Directors of the Company in August 4, 1981. Shri Arun P. Patel is a well-known industrialist. Soon after his graduation in Science, he joined in the running of a textile mill formerly known as The Bharat Vijay Mills Ltd. and now as Sintex Industries Limited. Under the guidance and stewardship of Shri Arunbhai as a Vice Chairman of Sintex Industries Limited, its Plastic Division has emerged as the world's largest manufacturer of Plastic tanks besides expanding and strengthening of its original Textile Division. He is also on the Board of Sintex Plastics Technology Limited.

He is a Member of the Audit Committee and Nomination and Remuneration Committee of the Company and a Member of the Share and Debenture Transfer Committee of Sintex Industries Limited.

Registered Office:
Popular House,
Ashram Road,
AHMEDABAD - 380 009.
Mumbai,
Dated: May 2, 2018

By Order of the Board
Soham A. Dave
Company Secretary

ROAD MAP TO THE VENUE REACHING KARNAVATI CLUB



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STANROSE MAFATLAL INVESTMENTS AND FINANCE LTD.

CIN: L65910GJ1980PLC003731

Registered Office : Popular House, Ashram Road, Ahmedabad - 380 009

Website: www.stanroseinvest.com Email: info@stanroseinvest.com Tel. 079-26580067/96

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s) :

Registered Address:

E-mail Id: No. of Shares held

Folio No. / Client ID * DP ID *

I/We, being the member (s) of shares of the above named company, hereby appoint

(1) of
having E-mail Id : or failing him

(2) of
having E-mail Id : or failing him

(3) of
having E-mail Id :

* Applicable for members holding shares in electronic form

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the Company, to be held on 25th September, 2018 at 10.30 a.m. at `Banquet Hall', Karnavati Club Limited, S. G. Highway, Ahmedabad - 380 058 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions
1	Adoption of Financial Statements
2	Declaration of Dividend
3	Re-appointment of Smt. Datta B. Dave
4	Ratification of appointment of Statutory Auditors
5	Continuation of Shri Kersi J. Pardiwalla
6	Continuation of Shri Arun P. Patel

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Revenue
stamp

Signed this day of 2018

Signature of shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
5. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.

