

**STANROSE MAFATLAL
INVESTMENTS AND FINANCE LIMITED**

CIN :L65910GJ1980PLC003731

Regd. Office : Popular House, Ashram Road, Ahmedabad - 380009. Tel : 079-26580067/96

Website : www.stanroseinvest.com Email :- investorcare@stanroseinvest.com

NOTICE OF AGM, E-VOTING AND BOOK CLOSURE

Notice is hereby given that the Thirty-fifth Annual General Meeting (AGM) of the Members of the Company will be held on Wednesday , the 12th August, 2015 at 10.30 a.m. at 'Banquet Hall', Karnavati Club Limited, S. G. Highway, Ahmedabad - 380 058, to transact the Ordinary and Special Business set out in the Notice dated 29th May, 2015.

Notice of the Meeting setting out the ordinary and special business to be transacted thereat together with the Standalone and Consolidated Financial Statements, Auditors' Reports thereon and the Directors' Report has been sent to the members by 18th July, 2015, at their registered address by Courier/Regd. Post/E-mail as the case may be.

Members are hereby informed that the Notice of the Meeting and the aforesaid Documents are available on the Company's website viz. www.stanroseinvest.com and also available for inspection at the Registered Office of the Company during office hours. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote on a poll instead of himself and the Proxy need not be a member of the Company. The instrument appointing Proxy to be valid should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Meeting.

Notice is also hereby given that pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the business of ensuing AGM as aforesaid may be transacted by electronic voting through Remote e-voting services provided by Central Depository Services (India) Limited (CDSL). The Remote e-voting shall commence on Sunday, the 9th August, 2015 at 9.00 a.m. and shall end on Tuesday, the 11th August, 2015 at 5.00 p.m. The Remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on the resolution is cast by the shareholder, the shareholder will not be allowed to change it subsequently and such vote shall be treated as final and binding. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on 5th August, 2015 ("cut-off date"), only shall be entitled to avail the facility of remote e-voting or to exercise voting right at the AGM. Any person, who becomes member of the Company after the date of dispatch of notice of AGM as aforesaid but before the cut-off date, can send a requisition for a copy of the Notice or alternatively can download from the website of the Company for the purpose of Remote e-voting. The notice of AGM is also available on the website of CDSL viz. www.cdslindia.com.

Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again. The facility for voting through ballot/poll paper 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.

In case of any queries pertaining to Remote e-voting, you may contact Shri Soham A. Dave, Assistant Company Secretary at the Registered office of the Company or can E-mail at soham@stanroseinvest.com, Tel.079-26580067/66310887.

Notice is also hereby given that pursuant to Clause 16 of the listing agreement and under Section 91 of the Companies Act, 2013 read with the applicable rules, the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 5th August, 2015 to Wednesday, the 12th August, 2015 (both days inclusive) for the purpose of Annual General Meeting and for ascertaining the rights of the members to receive Dividend (if declared at the AGM) for the financial year ended on 31st March, 2015.

*By order of the Board
STANROSE MAFATLAL INVESTMENTS
AND FINANCE LIMITED*

Place: Ahmedabad
Dated: 18th July, 2015

*G. R. Shah
Vice President (Legal) &
Company Secretary*