

STANROSE MAFATIAL INVESTMENTS AND FINANCE LIMITED

OUTCOME OF VOTING OF ANNUAL GENERAL MEETING (FORMAT AS PER CLAUSE 35A OF LISTING AGREEMENT)

| | |
|--|------------------------------|
| Date of AGM | 2 nd August, 2014 |
| Total No. of Shareholders on Record Date | 34,231 |
| No. of Shareholders present in the Meeting either in person or through Proxy | 92 |
| No. of shareholders attended the meeting through Video Conferencing | Not Applicable |
| - Promoter & Promoter Group | |
| - Public | |

Given below is the Resolution-wise combined result of e-voting and Poll.

ORDINARY BUSINESS – ORDINARY RESOLUTION UNDER ITEM NO. 1 - ADOPTION OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

| Promoter/ Public | No. of Shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3) = (2) / (1) * 100 | No. of Votes - in favour (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=(4) / (2)*100 | % of Votes against on votes polled (7)=(5) / (2)*100 |
|--------------------------------|------------------------|-------------------------|---|------------------------------|--------------------------|--|--|
| Promoter & Promoter Group | 19,19,170 | 19,00,116 | 99.01 % | 19,00,116 | -- | 100.00 % | -- |
| Public – Institutional Holders | 4,28,307 | 1,78,620 | 41.70 % | 1,78,620 | -- | 100.00 % | -- |
| Public - Others | 16,20,443 | 66,255 | 4.09 % | 66,231 | 24 | 99.96 % | 0.04 % |
| Total | 39,67,920 | 21,44,991 | 54.06 % | 21,44,967 | 24 | 100.00 % | 0.00 % |



ORDINARY BUSINESS - ORDINARY RESOLUTION UNDER ITEM NO. 2 - DECLARATION OF DIVIDEND @ Rs.6/- PER SHARE FOR THE YEAR 2013-14

| Promoter/ Public | No. of Shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3) = (2)/(1)*100 | No. of Votes - in favour (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=(4)/(2)*100 | % of Votes against on votes polled (7)=(5)/(2)*100 |
|--------------------------------|------------------------|-------------------------|---|------------------------------|--------------------------|--|--|
| Promoter & Promoter Group | 19,19,170 | 19,00,116 | 99.01% | 19,00,116 | -- | 100.00% | -- |
| Public - Institutional Holders | 4,28,307 | 1,78,620 | 41.70% | 1,78,620 | -- | 100.00% | -- |
| Public - Others | 16,20,443 | 66,245 | 4.09% | 66,221 | 24 | 99.96% | 0.04% |
| Total | 39,67,920 | 21,44,981 | 54.06% | 21,44,957 | 24 | 100.00% | 0.00% |

ORDINARY BUSINESS - ORDINARY RESOLUTION UNDER ITEM NO. 3 - APPOINTMENT OF SHRI M. J. MEHTA AS A DIRECTOR

| Promoter/ Public | No. of Shares Held (1) | No. of Votes Polled (2) | % of votes polled on outstanding shares (3) = (2)/(1)*100 | No. of Votes - in favour (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=(4)/(2)*100 | % of Votes against on votes polled (7)=(5)/(2)*100 |
|--------------------------------|------------------------|-------------------------|---|------------------------------|--------------------------|--|--|
| Promoter & Promoter Group | 19,19,170 | 19,00,116 | 99.01% | 19,00,116 | -- | 100.00% | -- |
| Public - Institutional Holders | 4,28,307 | 1,78,620 | 41.70% | 1,78,620 | -- | 100.00% | -- |
| Public - Others | 16,20,443 | 66,245 | 4.09% | 66,225 | 20 | 99.97% | 0.03% |
| Total | 39,67,920 | 21,44,981 | 54.06% | 21,44,961 | 20 | 100.00% | 0.00% |



ORDINARY BUSINESS - ORDINARY RESOLUTION UNDER ITEM NO. 4 APPOINTMENT OF M/S. C. C. CHOKSHI & CO. AS STATUTORY AUDITORS

| Promoter/ Public | No. of Shares held | No. of Votes polled | % of votes polled on outstanding shares (3) = (2)/(1)*100 | No. of Votes - in favour (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=(4)/(2)*100 | % of Votes against on votes polled (7)=(5)/(2)*100 |
|--------------------------------|--------------------|---------------------|---|------------------------------|--------------------------|--|--|
| Promoter & Promoter Group | 19,19,170 | 19,00,116 | 99.01% | 19,00,116 | -- | 100.00% | -- |
| Public - Institutional Holders | 4,28,307 | 1,78,620 | 41.70% | 1,78,620 | -- | 100.00% | -- |
| Public - Others | 16,20,443 | 66,245 | 4.09% | 66,221 | 24 | 99.96% | 0.04% |
| Total | 39,67,920 | 21,44,981 | 54.06% | 21,44,957 | 24 | 100.00% | 0.00% |

SPECIAL BUSINESS - ORDINARY RESOLUTION UNDER ITEM NO. 5 APPOINTMENT OF SHRI RUSSIAJAL TARAPORVALA AS AN INDEPENDENT DIRECTOR

| Promoter/ Public | No. of Shares held | No. of Votes polled | % of votes polled on outstanding shares (3) = (2)/(1)*100 | No. of Votes - in favour (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=(4)/(2)*100 | % of Votes against on votes polled (7)=(5)/(2)*100 |
|--------------------------------|--------------------|---------------------|---|------------------------------|--------------------------|--|--|
| Promoter & Promoter Group | 19,19,170 | 19,00,116 | 99.01% | 19,00,116 | -- | 100.00% | -- |
| Public - Institutional Holders | 4,28,307 | 1,78,620 | 41.70% | 1,78,620 | -- | 100.00% | -- |
| Public - Others | 16,20,443 | 66,245 | 4.09% | 66,221 | 24 | 99.96% | 0.04% |
| Total | 39,67,920 | 21,44,981 | 54.06% | 21,44,957 | 24 | 100.00% | 0.00% |



**SPECIAL BUSINESS - ORDINARY RESOLUTION UNDER ITEM NO. 6 APPOINTMENT OF SHRI ARUN P. PATEL
AS AN INDEPENDENT DIRECTOR**

| Promoter/ Public | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares (3) = | No. of Votes – in favour | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|--------------------------|----------------------|--------------------------------------|------------------------------------|
| Promoter & Promoter Group | 19,19,170 | 19,00,116 | 99.01 % | 19,00,116 | -- | 100.00 % | -- |
| Public – Institutional Holders | 4,28,307 | 1,78,620 | 41.70 % | 1,78,620 | -- | 100.00 % | -- |
| Public - Others | 16,20,443 | 66,245 | 4.09 % | 66,225 | 20 | 99.97 % | 0.03 % |
| Total | 39,67,920 | 21,44,981 | 54.06 % | 21,44,961 | 20 | 100.00 % | 0.00 % |

**SPECIAL BUSINESS - ORDINARY RESOLUTION UNDER ITEM NO. 7 APPOINTMENT OF SHRI RAJESH JAYKRISHNA
AS AN INDEPENDENT DIRECTOR**

| Promoter/ Public | No. of Shares held | No. of Votes Polled | % of votes polled on outstanding shares (3) = | No. of Votes – in favour | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|--------------------------|----------------------|--------------------------------------|------------------------------------|
| Promoter & Promoter Group | 19,19,170 | 19,00,116 | 99.01 % | 19,00,116 | -- | 100.00 % | -- |
| Public – Institutional Holders | 4,28,307 | 1,78,620 | 41.70 % | 1,78,620 | -- | 100.00 % | -- |
| Public - Others | 16,20,443 | 66,245 | 4.09 % | 66,221 | 24 | 99.96 % | 0.04 % |
| Total | 39,67,920 | 21,44,981 | 54.06 % | 21,44,957 | 24 | 100.00 % | 0.00 % |



SPECIAL BUSINESS - ORDINARY RESOLUTION UNDER ITEM NO. 8 APPOINTMENT OF SHRI FRAMROZ M. PARDIWALLA AS AN INDEPENDENT DIRECTOR

| Promoter/ Public | No. of Shares held (1) | No. of Votes Polled (2) | % of votes polled on outstanding shares (3) = (2)/(1)*100 | No. of Votes - in favour (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=(4)/(2)*100 | % of Votes against on votes polled (7)=(5)/(2)*100 |
|--------------------------------|------------------------|-------------------------|---|------------------------------|--------------------------|--|--|
| Promoter & Promoter Group | 19,19,170 | 19,00,116 | 99.01% | 19,00,116 | -- | 100.00% | -- |
| Public - Institutional Holders | 4,28,307 | 1,78,620 | 41.70% | 1,78,620 | -- | 100.00% | -- |
| Public - Others | 16,20,443 | 66,245 | 4.09% | 66,221 | 24 | 99.96% | 0.04% |
| Total | 39,67,920 | 21,44,981 | 54.06% | 21,44,957 | 24 | 100.00% | 0.00% |

As per combines results of E-voting and Poll on Item Nos. 1 to 8 of the Notice of the Annual General Meeting.

All the Resolutions are passed by requisite majority.

**FOR STANROSE MAFATLAL-
INVESTMENTS AND FINANCE LTD.**


(Girish R. Shah)

Vice President (Legal)
& Company Secretary