

STANROSE MAFATLAL INVESTMENTS AND FINANCE LIMITED

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

PHONE : 079-26580067-96. 66310887, 66311087
FAX : 079-26589557
WEBSITE : www.stanroseinvest.com
E-MAIL : info@stanroseinvest.com
investorcare@stanroseinvest.com (For Investors)

SAD/204/J

July 28, 2016

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

Dear Sirs,

Sub: 36th Annual General Meeting & Combined Scrutinizer's Report

Security Code: 506105

This is to inform you that the 36th Annual General Meeting (AGM) of the Company was held on Wednesday, July 27, 2016 at 10.30 A.M. at 'Banquet Hall', Karnavati Club Limited, S. G. Highway, Ahmedabad – 380 058, Gujarat.

We forward herewith the following:

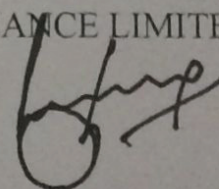
- (a) Disclosure pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to voting results of the AGM. The said disclosure be also considered as compliance in accordance with Regulation 30 of the SEBI (LODR) Regulations, 2015.
- (b) Consolidated Report of the Scrutinizer dated July 28, 2016 on remote e-voting and voting through Ballot paper at the AGM.
- (c) Annual Report for the Financial Year 2015-16 as required under Regulation 34 of the SEBI (LODR) Regulations, 2015, duly approved and adopted by the Members at the AGM.

The above results are uploaded on the Company's website, www.stanroseinvest.com

Kindly take the same on your record.

Thanking you, we remain,

Yours faithfully,
For STANROSE MAFATLAL
INVESTMENTS AND FINANCE LIMITED



(SOHAM A. DAVE)
COMPANY SECRETARY

Encl: a/a.

STANROSE MAFATLAL INVESTMENTS AND FINANCE LIMITED

STANROSE MAFATLAL INVESTMENTS AND FINANCE LIMITED			
DETAILS AS PER REGULATION 44 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015			
Name of the Company	STANROSE MAFATLAL INVESTMENTS & FINANCE LIMITED		
Date of AGM	27/07/2016		
Total number of share holders on record date	33677		
No of shareholders who attended the meeting through video conferencing			
a. Promoter and Promoter Group	NIL		
b. Public			
Number of Share holders voted through E-voting	47		
Number of Share holders voted through Poll	24		
Mode of Voting	E-voting + Poll		



Stanrose Mafatal Investments and Finance Limited

Resolution Required : (Ordinary)		1 - Adoption of audited accounts (standalone and consolidated) for the financial year 2015-16						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
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		1900116	99.00	1900116	Nil	100.00	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	1919170	Nil	Nil	Nil	Nil	Nil	Nil
	Total		1900116	99.00	1900116	Nil	100.00	Nil
Public Institutions	E-Voting		206993	51.69	206993	Nil	100.00	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	400416	Nil	Nil	Nil	Nil	Nil	Nil
	Total		206993	51.69	206993	Nil	100.00	Nil
Public Non Institutions	E-Voting		10621	0.64	10621	Nil	100.00	Nil
	Poll		52088	3.16	52088	Nil	100.00	Nil
	Postal Ballot	1648334	Nil	Nil	Nil	Nil	Nil	Nil
Total		3967920	2169818	54.68	2169818	Nil	100.00	Nil



Stanrose Mafatal Investments and Finance Limited

Resolution Required : (Ordinary)		2 - Declaration of dividend for the financial year 2015-16						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
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		1900116	99.00	1900116	Nil	100.00	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	1919170	Nil	Nil	Nil	Nil	Nil	Nil
	Total		1900116	99.00	1900116	Nil	100.00	Nil
Public Institutions	E-Voting		206993	51.69	206993	Nil	100.00	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	400416	Nil	Nil	Nil	Nil	Nil	Nil
	Total		206993	51.69	206993	Nil	100.00	Nil
Public Non Institutions	E-Voting		10621	0.64	10621	Nil	100.00	Nil
	Poll		52088	3.16	52088	Nil	100.00	Nil
	Postal Ballot	1648334	Nil	Nil	Nil	Nil	Nil	Nil
	Total		62709	3.80	62709	Nil	100.00	Nil
Total		3967920	2169818	54.68	2169818	Nil	100.00	Nil



Stanrose Mafatalal Investments and Finance Limited

Resolution Required : (Ordinary)		3 - Re-appointment of Mr. Pradeep R Mafatalal as a Director retiring by rotation						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes*						
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		1900116	99.00	1900116	Nil	100.00	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	1919170	Nil	Nil	Nil	Nil	Nil	Nil
	Total		1900116	99.00	1900116	Nil	100.00	Nil
Public Institutions	E-Voting		206993	51.69	206993	Nil	100.00	Nil
	Poll	400416	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		206993	51.69	206993	Nil	100.00	Nil
Public Non Institutions	E-Voting		10521	0.64	10521	Nil	100.00	Nil
	Poll	1648334	52088	3.16	52088	Nil	100.00	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		62609	3.80	62609	Nil	100.00	Nil
Total		3967920	2169718	54.68	2169718	Nil	100.00	Nil

* Mr. Pradeep R Mafatalal being a Promoter Director, to that extent promoter and promoter groups are to be considered as interested.



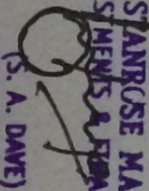
Stanrose Mafatal Investments and Finance Limited

Resolution Required : (Ordinary)		4 - Ratification of Appointment of M/s C C Choksi & Co. As Statutory Auditors of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	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
Public Institutions	E-Voting Poll	400416	206993 Nil	51.69 Nil	206993 Nil	Nil Nil	100.00 Nil	Nil Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		206993	51.69	206993	Nil	100.00	Nil
	E-Voting Poll		10621 52088	0.64 3.16	10621 52088	Nil Nil	100.00 100.00	Nil Nil
Public Non Institutions	Postal Ballot	1648334	Nil	Nil	Nil	Nil	Nil	Nil
	Total		62709	3.80	62709	Nil	100.00	Nil
Total	Total	3967920	2169818	54.68	2169818	Nil	100.00	Nil



Stanrose Mafatlal Investments and Finance Limited

Resolution Required : (Ordinary)		5 - Approval for payment of Commission to Non Executive Directors of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	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
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	1919170	Nil	Nil	Nil	Nil	Nil	Nil
	Total		1900116	99.00	1900116	Nil	100.00	Nil
	E-Voting		206993	51.69	206993	Nil	100.00	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
Public Institutions	Postal Ballot	400416	Nil	Nil	Nil	Nil	Nil	Nil
	Total		206993	51.69	206993	Nil	100.00	Nil
	E-Voting		10621	0.64	10521	100	99.06	0.94
	Poll		52088	3.16	52088	Nil	100.00	Nil
Public Non Institutions	Postal Ballot	1648334	Nil	Nil	Nil	Nil	Nil	Nil
	Total		62709	3.80	62609	100	99.85	0.15
Total	Total	3967920	2169818	54.68	2169718	100	99.995	0.005

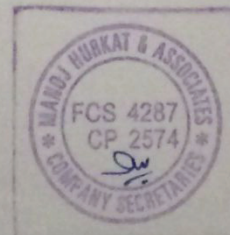
For, **STANROSE MAFATLAL**
INVESTMENTS & FINANCE LTD.

(S. A. DAVE)
COMPANY SECRETARY

Consolidated Report of Scrutinizer
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xii) of
The Companies (Management and Administration) Rules, 2014]

To,
The Chairperson
of 36th Annual General Meeting (AGM) of the members of
STANROSE MAFATLAL INVESTMENTS AND FINANCE LIMITED (SMFIL)
held on 27th July, 2016 at 10.30 a.m.
at “Banquet Hall”, Karnavati Club Limited, S.G. Highway, Ahmedabad – 380058.

Dear Sir,

1. I, CS Manoj Rajaram Hurkat, Practising Company Secretary, have been appointed by the Board of Directors of Stanrose Mafatlal Investments and Finance Limited (“Company”) as a Scrutinizer for the purpose of scrutinizing the remote e-voting & also the vote cast through poll/ballot papers at the Annual General meeting and for ascertaining the majority on voting carried out as per the provisions of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of The Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, considered in connection with the 36th Annual General Meeting held on 27th July, 2016 at 10.30 a.m. at Banquet Hall, Karnavati Club Limited, S.G. Highway, Ahmedabad – 380058.
2. The management of the Company is responsible to ensure the compliances with the requirements of provisions of Companies Act, 2013 and Rules relating to voting on the resolutions contained in the Notice to the 36th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the voting process is restricted to make Scrutinizer’s Report of the votes casted “in favour” or “against” the resolutions stated below, based on the scrutiny of the polling papers circulated at the AGM and on the reports generated from the e-voting system provided by the Central Depository



306, ARTH Complex, B/h. A. K. Patel House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009 (Gujarat) India
Tel. No. : 079-2640 2110, 2640 2117 – Mobile: 98250 15582 - E-mail : manojhurkat@hotmail.com

Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, appointed by the Company.

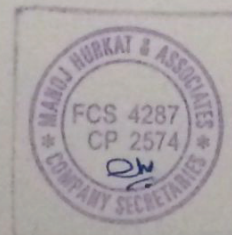
3. Further to the above, I submit my consolidated report as under:

A. For Remote E-voting:

- I. The remote e-voting period remained open from Sunday, 24th July, 2016 (9.00 a.m.) to Tuesday, 26th July, 2016 (5.00 p.m.).
- II. The Members of the Company as on “cut off” date i.e. 20th July, 2016 were entitled to vote on the resolutions stated in the Notice of the 36th Annual General Meeting.
- III. The votes casted were subsequently unblocked by me on 27th July, 2016 at 2.00 p.m. in the presence of two witnesses, whose names are mentioned below, who are not in the employment of the Company and electronic ballots were diligently scrutinized by me.

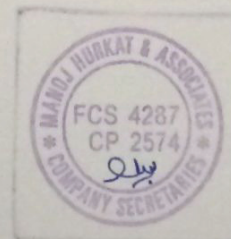
Sr. No.	Name & Address of witnesses	Signature of witnesses
01.	Seema Kothari J-11, Sujata Flats, Shahibaug, Ahmedabad	<i>Seema</i>
02.	Kavya A Mukul F/4/B, Mukul Park, Opp. Rajendra Park, Bhairavnath Road, Ahmedabad	<i>Kavya Jm</i>

- IV. The electronic ballots were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorization/ proxies lodged with the Company.
- V. Thereafter, the details of members, who have voted “For”, “Against” each of the resolutions permitted for remote e-voting, were prepared based on report generated from the e-voting website of CDSL.



B. For Poll at the AGM:

- I. The poll was conducted together on all the item nos. 1 to 5 on the agenda at the Annual General meeting at the end of discussion on all the resolutions.
 - II. The poll was conducted to enable the members of the Company who were present at the AGM and could not cast their vote through Remote E-voting facility provided by the Company through CDSL.
 - III. After ensuring that all the members who desire to cast their vote through poll have exercised their right to vote on poll and after seeking permission from the Chairman of the 36th Annual General Meeting, ballot box kept for polling was sealed in my presence with due identification marks placed by me.
 - IV. The sealed ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
 - V. The poll/ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. Moreover, poll papers of those members who already cast their vote through Remote e-voting process were also required to be treated as invalid.
4. Based on such scrutiny of the Remote E-voting & Polling process, the result of the voting is as under:



(a) Resolution No. 1:

Ordinary Resolution for adoption of Audited Financial Statements (Standalone and Consolidated) etc. for the year ended on 31st March, 2016.

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	47	2117730	100%
Poll	24	52088	100%
Total	71	2169818	100%

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) **Invalid** Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	2	6	Negligible
Total	2	6	Negligible

(b) Resolution No. 2:

Ordinary Resolution for approval of Declared Dividend on Equity Shares for the financial year 2015-16.

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	47	2117730	100%
Poll	24	52088	100%
Total	71	2169818	100%

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) **Invalid** Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	2	6	Negligible
Total	2	6	Negligible

(c) Resolution No. 3:

Ordinary Resolution for Re-appointment of Shri Pradeep R Mafatlal (DIN: 00015361) as a Director.

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	46	2117630	100%
Poll	24	52088	100%
Total	70	2169718	100%

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) **Invalid** Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	2	6	Negligible
Total	2	6	Negligible

(d) Resolution No. 4:

Ordinary Resolution for Ratification of Appointment of M/s C. C. Choksi & Co. as Statutory Auditors of the Company:

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	47	2117730	100%
Poll	24	52088	100%
Total	71	2169818	100%

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) **Invalid** Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	2	6	Negligible
Total	2	6	Negligible

(e) Resolution No. 5:

Ordinary Resolution for Payment of Commission to Non Executive Directors of the Company.

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	46	2117630	100%
Poll	24	52088	100%
Total	70	2169718	100%

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	100	Negligible
Poll	Nil	Nil	Nil
Total	1	100	Negligible

(iii) **Invalid** Votes:

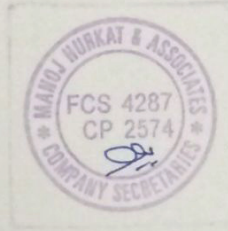
Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	2	6	Negligible
Total	2	6	Negligible

5. A compact disk (CD) / Excel Sheets and other supportive documents containing list of equity shareholders who voted “For”, “Against” and those votes which were declared “Invalid” for each resolution and also resolutions received from corporate shareholders etc. will be returned for safe keeping by our separate letter to the Company.
6. The poll/ballot papers and all other relevant records will also be handed over by me to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Place: Ahmedabad
Date: 27th July, 2015



Signature of the Scrutinizer
[CS MANOJ HURKAT]

Countersigned by:

**For, STANROSE MAFATLAL INVESTMENTS
& FINANCE LIMITED**

Chairperson/ Authorised Signatory