

# STANROSE MAFATLAL INVESTMENTS AND FINANCE LIMITED

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August 13, 2018

BSE Ltd.,  
25th Floor, P.J. Towers,  
Dalal Street, Fort,  
Mumbai 400 001.

Dear Sirs,

Sub: Report under Regulation 10(7) of the SEBI (Substantial Acquisition of Shares and takeover) Regulations, 2011.

We are forwarding you herewith the report under Regulation 10(7) of the SEBI (Substantial Acquisition of Shares and takeover) Regulations, 2011, received from Shanudeep Private Limited, one of the promoter of the Company in respect of the acquisition of equity shares of the Company.

We request you to take record of the same and acknowledge.

Thanking you, we remain,

Yours faithfully,  
For STANROSE MAFATLAL  
INVESTMENTS AND FINANCE LIMITED



SOHAM A. DAVE  
COMPANY SECRETARY

Encl.: a/a

10<sup>th</sup> August, 2018

Securities and Exchange Board of India  
SEBI Bhavan, Plot No. C4-A, 'G' Block,  
Bandra Kurla Complex, Bandra (East),  
Mumbai-400051.

Dear Sir (s),

Sub: Report under Regulation 10(7) of the SEBI (Substantial Acquisition of Shares and takeover) Regulations, 2011.

Please find herewith Report under Regulation 10(7) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 in respect of the acquisition of equity shares of Stanrose Mafatlal Investments and Finance Limited made pursuant to Regulation 10(1)(a)(iv) on July 13, 2018.

The respective intimation and report under Regulation 10(5) and Regulation 10(6) of Takeover Regulations has been filed with BSE Limited on 8<sup>th</sup> July, 2018 and 18<sup>th</sup> July, 2018 respectively.

The applicable fees of Rs. 1,50,000/- is enclosed vide Demand Draft No. 480683 dated 09.08.2018 drawn on HDFC Bank Ltd. in favour of Securities and Exchange Board of India payable at Mumbai.

Kindly acknowledge receipt.

Thanking you, we remain,



Yours faithfully,  
For Shanudeep Private Limited

(M. K. Shah)  
Vice President (Legal) &  
Company Secretary

Encl.: a/a

CC: Bombay Stock Exchange, Mumbai.

**Regulation 10 (7) – Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

<b>1</b>	<b>General Details</b>	
	a. Name, address, telephone no., e-mail of acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.}	Shanudeep Private Limited 59, The Arcade, 1st Floor, World Trade Centre, Cuffe Parade, Colaba, Mumbai – 400 005 E-mail ID: <a href="mailto:shanudeep.stanrosemafatlal@gmail.com">shanudeep.stanrosemafatlal@gmail.com</a> Contact No. 91 22 23527600.
	b. Whether sender is the acquirer (Y/N)	Yes
	c. If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization)	N.A.
	d. Name, address, Tel no. and e-mail of sender, if sender is not the acquirer	N.A.
<b>2</b>	<b>Compliance of Regulation 10(7)</b>	
	a. Date of report	3-8-2018
	b. Whether report has been submitted to SEBI within 21 working days from the date of the acquisition	Yes
	c. Whether the report is accompanied with fees as required under Regulation 10(7)	Yes
<b>3</b>	<b>Compliance of Regulation 10(5)</b>	
	a. Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed atleast 4 working days before the date of the proposed acquisition.	Yes
	b. Date of Report	8-7-2018
<b>4</b>	<b>Compliance of Regulation 10(6)</b>	
	a. Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 working days of the acquisition	Yes
	b. Date of Report	17-7-2018
<b>5</b>	<b>Details of the Target Company</b>	
	a. Name & address of TC	Stanrose Mafatlal Investments and Finance Limited Address : 6 <sup>th</sup> Floor, Popular House, Ashram Road, Ahmedabad – 380009.

The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI(Substantial Acquisition of Shares and Takeover Regulations, 2011)



	b.	Name of the Stock Exchange(s) where the shares of the TC are listed	BSE Limited.				
<b>6</b>	<b>Details of the acquisition</b>						
	a.	Date of acquisition	13 <sup>th</sup> July, 2018				
	b.	Acquisition price per share (in Rs.)	Rs. 150.00				
	c.	Regulation which would have been triggered off, had the report not been filed under Regulation 10(7). (whether Regulation 3(1), 3(2), 4 or 5)	Regulation 3(1)				
	d.	Shareholding of acquirer(s) and PAC individually in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)(*)	Before the acquisition		After the acquisition		
			No. of Shares	% w.r.t total share capital of TC (*)	No. of Shares	% w.r.t total share capital of TC	
		Name(s) of the acquirer(s) (**)					
		Shanudeep Private Limited	9,80,078	24.70	9,93,078	25.03	
	e.	Shareholding of seller/s in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)	Before the acquisition		After the acquisition		
			No. of Shares	% w.r.t total share capital of TC	No. of Shares	% w.r.t total share capital of TC	
		Name(s) of the seller(s) (**)					
		Vinadeep Investments Private Limited	4,28,421	10.80	4,15,421	10.47	
<b>7</b>	<b>Information specific to the exemption category to which the instant acquisition belongs - Regulation 10(1)(a)(ii)</b>						
	a.	Provide the names of the seller(s)	Vinadeep Investments Private Limited				
	b.	Specify the relationship between the acquirer(s) and the seller(s).	Acquirer and seller both belong to the existing Promoter group.				
	c.	Shareholding of the acquirer and the seller/s in the TC during the three years prior to the proposed acquisition	Year - 1	Year -2	Year-3		
			Acquirer(s) (*)	9,80,078	9,80,078	9,80,078	
			Sellers(s)(*)	4,19,870	4,19,870	4,19,870	
	d.	Confirm that the acquirer(s) and the seller/s have been named promoters in the shareholding pattern filed by the target company in terms of the listing agreement or the Takeover Regulations. Provide copies of such filings under the listing agreement or the Takeover Regulations.	Yes, the acquirer and the seller have been named promoter group in its shareholding pattern filed by the Target Company in term of the listing agreement. Copy of the same is enclosed.				

The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI(Substantial Acquisition of Shares and Takeover Regulations, 2011)



e.	If shares of the TC are frequently traded, volume-weighted average market price (VWAP) of such shares for a period of sixty trading days preceding the date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed.	Rs. 149.49/-
f.	If shares of the TC are infrequently traded, the price of such shares as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	N.A.
g.	Confirm whether the acquisition price per share is not higher by more than twenty-five percent of the price as calculated in (e) or (f) above as applicable	We confirm that the acquisition price is not higher by more than 25% of the price calculated in point no (e) above.
h.	Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed	8-7-2018
i.	Whether the acquirers as well as sellers have complied with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N). If yes, specify applicable regulation/s as well as date on which the requisite disclosures were made along with the copies of the same.	Yes, both acquirer and seller have complied with the applicable disclosures requirements under chapter V of the Takeover Regulations, 2011.
j.	Declaration by the acquirer that all the conditions specified under regulation 10(1) (a)(ii) with respect to exemptions has been duly complied with.	Yes, the acquirer hereby declare that all the conditions specified under regulation 10(a)(ii) with respect to exemption have been complied with.

I/We hereby declare that the information provided in the instant report is true and nothing has been concealed there from.

Date: 10.08.2018

Place: Mumbai

For Shanudeep Private Limited



(M. K. Shah)

Vice President (Legal) &  
Company Secretary

NOTE:

- (\*) In case, percentage of shareholding to the total capital is different from percentage of voting rights, indicate percentage of shareholding and voting rights separately. (\*\*)
- Shareholding of each entity shall be shown separately as well as collectively.

*The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI(Substantial Acquisition of Shares and Takeover Regulations, 2011)*