

STANROSE MAFATLAL

INVESTMENTS AND FINANCE LIMITED

CIN: L65910GJ1980PLC003731

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

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

Tel. 079-26580067/96

POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE IS HEREBY given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) togetherwith Secretarial Standard issued by Institute of Company Secretaries of India on General Meetings (“SS-2”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and also the General Circulars (GC) No.14/2020 dated April 08, 2020, GC No.17/2020 dated April 13, 2020, GC No. 22/2020 dated June 15, 2020, GC No. 33/2020 dated September 28, 2020, GC No. 39/2020 dated December 31, 2020 and GC No. 10/2021 dated 23rd June, 2021 (the “General Circulars”) issued by the Ministry of Corporate Affairs (“MCA”), Stanrose Mafatlal Investments and Finance Limited (“the Company”), is seeking approval of the members by passing a Special Resolution through postal ballot i.e. voting by electronic means under applicable provisions of the Act, Rules and Listing Regulations for Appointment of Mr. Bharat N. Dave as an Independent Director of the Company for a period of five years w.e.f. 11th August, 2021.

Further, MCA has, vide its GC No. 17/2020 dated 13th April 2020 and GC No. 10/2021 dated 23rd June, 2021, permitted dispatch of Postal Ballot Notices by email to those shareholders who have registered their email ids with the Company / RTA / Depository Participant / Depository and secure their votes through e-voting. In respect of those shareholders who have not registered their email ids, the Company has provided the mechanism in this notice to register their email ids and a public notice to that effect will be published.

The proposed Special Resolution and Explanatory Statement pursuant to Section 102 of the Act setting out all material facts relating to the proposed resolution is annexed hereto for your consideration.

The Board of Directors of the Company has appointed Mr. Manoj Hurkat, Practicing Company Secretary (FCS No. 4287; COP No 2574), partner of M/s. Manoj Hurkat & Associates, Ahmedabad as Scrutinizer for conducting the E-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 108 and other applicable provisions of the Act read with the Rules, the Company is pleased to provide e-voting facility to enable the shareholders of the Company to cast their votes electronically, instead of Postal Ballot Form. The reasons for not enclosing the Postal Ballot form have already been explained in the foregoing paras. Members (whether holding shares in demat form or in physical form) are requested to cast their votes by E-voting only. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”), for the purpose of providing e-voting facility to all its Members.

Members (whether holding shares in demat form or in physical form) desiring to exercise their votes are requested to carefully follow the instructions in the Notes under the clause at serial number 14 titled as ‘General instructions relating to e-voting’ in this Notice and cast their votes not later than 5:00 p.m. on 16th October, 2021. The Scrutinizer will submit his report to the Chairman of the Company or any other Director/person of the Company as authorised by the Board, if any, upon completion of scrutiny of votes cast through e-voting facility in a fair and transparent manner and the result of the Postal Ballot through e-voting facility will be announced at 5.00 p.m. on 18th October, 2021. at the Company’s Registered Office. The result of the Postal Ballot will also be displayed at the said address and posted on the Company’s website www.stanroseinvest.com, besides communicating to the Stock Exchange viz. BSE Limited.

RESOLUTION PUT THROUGH POSTAL BALLOT

SPECIAL BUSINESS:

To consider and if thought fit, to pass, the following resolution (on the basis of assent/dissent to be received from the members through Postal Ballot conducted through E-voting) by way as a Special Resolution:

Appointment of Shri Bharat N. Dave as an Independent Director of the Company for a term of 5 years w.e.f. 11th August, 2021

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and also Regulations 16(1)(b), 17(1A), 25 and other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Bharat N. Dave (DIN 00018347), aged 77 years, who has been appointed as an Additional Independent Director by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of five consecutive years with effect from 11th August, 2021.”

“RESOLVED FURTHER THAT pursuant to Regulations 17 (1A) and other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021, the approval of the members of the Company, be and is hereby specifically given to the appointment and continuation of Shri Bharat N. Dave who has completed the age of 75 years to hold office as a Non-Executive Independent Director of the Company upto 10th August, 2026.”

NOTES:

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business is annexed hereto.

1. Relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection at the Registered Office of the Company during normal business hours on all working days including the date of declaration of the results of Postal Ballot. The relevant documents will also be made available on the website of the Company during the abovementioned period.
2. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, and General Circular Nos. 14/2020 and 17/2020 dated 8th April 2020 and 13th April 2020 respectively issued by the Ministry of Corporate Affairs (MCA) the Company is pleased to offer e-voting facility to its Members holding equity shares as on 10th September, 2021 being the cut-off date, to exercise their right to vote electronically on the above resolution.
3. Members desiring to cast their votes by using e-voting facility are requested to carefully follow the instructions in the Notes under the Section ‘General instructions relating to evoting’ in this Notice.
4. Pursuant to MCA’s General Circular (GC) No. 17/2020 dated 13th April 2020 and GC No. 10/2021 dated 23rd June, 2021, the Notice, together with the documents accompanying the same, is being sent to all the Members electronically by email at their e-mail ids registered with the Company / Registrar and Transfer Agents/ NDSL/ CDSL/ Depository Participants and whose names appear in the Register of Members / list of Beneficial Owners as received from NSDL/CDSL on 10th September, 2021.
5. Process for registration of email addresses is as under:
 - Members holding shares in electronic/demat form, please update your email address with your depository participants. However, Members may temporarily register the same with the Company’s Registrar and Share Transfer Agent i.e. M/s. Link Intime India Private Limited the Investor Services tab by providing details such as Name, DP ID, Client ID, PAN mobile number and e-mail address.
 - Members holding shares in physical form and who have not registered their email address may register the same with the Company’s Registrar and Share Transfer Agent i.e. M/s. Link Intime India Private Limited by providing details such as Name, Folio number, Certificate number, PAN mobile number and email address and also upload the image of share certificate in PDF or JPEG format (upto 1 MB).

On submission of the above member details, One Time Password (OTP) will be received by the Member which needs to be entered in the link for verification.

6. The mechanism for registration of email ids for the purpose of e-voting will be also given by the Company in the Public Notice.
7. The Notice will be displayed on the website of the Company viz., www.stanroseinvest.com, and shall also be uploaded on BSE Limited.
8. The date of completion of sending the Notice and Explanatory Statement will be published in the newspapers having wide circulation in the district in which the Registered Office of the Company is situated.
9. The Company has appointed Mr. Manoj Hurkat, Practicing Company Secretary (Membership No. FCS 4287), partner of M/s. Manoj Hurkat & Associates, Ahmedabad as the Scrutinizer for conducting e-voting process in a fair and transparent manner.
10. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the e-votes submitted. The Scrutinizer's decision on the validity of the e-votes shall be final. The results of the postal ballot through e-voting will be announced on or before 18th October, 2021 at the Registered Office of the Company. The results, together with the Scrutinizer's Report, will be displayed at the Registered Office of the Company and on the Company's website viz., www.stanroseinvest.com, besides being communicated to BSE Limited.
11. Kindly note that in view of the current outbreak of COVID-19 and also the urgency of the business to be transacted, the Members are allowed only one mode for voting i.e. e-voting during the period of 30 days.
12. The e-voting period will commence on 17th September, 2021 at 9:00 a.m. IST and end on 16th October, 2021 at 5:00 p.m. IST. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e., 10th September, 2021, are requested to cast their votes electronically. The e-voting module shall be disabled by RTA for voting on 16th October, 2021 at 5.00 p.m. IST. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.
13. General information relating to e-voting:
 - i) Pursuant to the provisions of Section 108 of the Act read with the Rules thereunder and Regulation 44 of Listing Regulations, the Company is offering e-voting facility to its Members in respect of the resolution proposed to be passed in terms of Postal Ballot Notice.

The Company has engaged the services of CDSL as the Authorized Agency to provide e-voting facilities. The e-voting facility shall be available during the following voting period:

 - a) Commencement of e-voting: 17th September, 2021 at 9.00 a.m.
 - b) End of e-voting: 16th October, 2021 at 5.00 p.m.
 - ii) The cut-off date for the purpose of e-voting is 10th September, 2021.

iii) This communication forms an integral part of the Postal Ballot Notice, which is also available on the website of the Company (www.stanroseinvest.com).

iv) Please read the instructions for e-voting given below before exercising the vote.

14. General instruction relating to e-voting :

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p>
	<p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

Individual Shareholders holding securities in demat mode with NSDL

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS “Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22- 23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form:

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on “Shareholders” module.
3. Now enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (ix) Click on the EVSN for which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians- For Remote Voting only:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; soham@stanroseinvest.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Registered Office:
Popular House,
Ashram Road,
AHMEDABAD – 380 009.

Mumbai
Dated: September 15, 2021

By Order of the Board

Soham A. Dave
Company Secretary
& Compliance Officer

**EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

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 the item contained in the accompanying Notice dated 15th September, 2021.

Shri Bharat N. Dave (DIN 00018347), is a Master of Commerce (M.Com.) from Gujarat University, Chartered Financial Analyst (CFA), securing 1st rank with three gold medals conferred by ICAI, Hyderabad, CAIIB securing 1st rank all over India and AIB (London) securing 6th place. He possesses long and wide experience, which inter alia includes 20 years in International Banking with 12 years overseas which include 4 years in Mauritius and 5 years in New York in the areas of Euro Dollars portfolio, syndicated loans, dealing in money and foreign exchange, fund management and fund control; 8 years as Chief Executive in a public limited company in Jute Industry and 2 years as V.P. Finance with an NBFC and 22 years with our Company as Chief Executive Officer.

He is also been appointed as member of the Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Company. He is holding 814 Equity Shares in the Company.

He was appointed as an Additional Independent Director on the Board of the Company on 11th August, 2021, subject to the approval of the members.

In the opinion of the Board, Mr. Bharat N. Dave fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and is independent from the management. Copy of the draft letter of his appointment as an Independent Director setting out the terms and conditions would be available for inspection of the members without any fee at the Registered Office of the Company during normal business hours on working days.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Bharat N. Dave, being eligible for appointment, is proposed to be appointed for Five Years as an Independent Director to hold office from 11th August, 2021.

It is hereby reported that the name of Mr. Bharat N. Dave is already registered in the data bank of Independent Director maintained by IICA and that in view of requisite experience, he will not be required to take up proficiency test.

Pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Special Resolution is being proposed to be passed by the Members for continuation of his holding Office as a Non-Executive Independent Director of the Company, as he has attained the age of 75 (Seventy-Five) years on 28th December, 2018. The approval of the members is specifically sought for this purpose in this matter by the proposed Special Resolution forming part of this Notice.

Pursuant to the newly inserted Regulation 17(1C) to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021, coming into force from 1st January, 2022 as notified by SEBI vide its Notification No. SEBI/LAD-NRO/GN/2021/35 issued on 3rd August, 2021, a Special Resolution is required to be passed by the Members for appointment/continuation of the holding Office as a Non-Executive Independent Director of the Company within a period of 3 months from the date of his appointment

He is not related to any director or key managerial personnel. The Company may pay sitting fees and commission to him as a Director of the Company.

Except Mr. Bharat N. Dave, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

Registered Office:
Popular House,
Ashram Road,
AHMEDABAD – 380 009.

Mumbai
Dated: September 15, 2021

By Order of the Board

Soham A. Dave
Company Secretary
& Compliance Officer