

MATRU-SMRITI TRADERS LIMITED

[CIN: L74900MH1985PLC035243]

Registered Office: B-207, Patel Shopping Centre, Chandavarkar Road, Borivali (W), Mumbai – 400 092

Tel.: 022-66390257 / 65047520; Fax: 022-66390257,

Website: www.matrusmrititraders.com, Email id: matrusmriti1985@gmail.com

To,

The Shareholders,

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Notice is hereby given to the Shareholders, pursuant to Section 110 of the Companies Act, 2013 (the “Companies Act”, which shall include any statutory modifications, amendments or re-enactments thereto) read with the Companies (Management and Administration) Rules, 2014 (the “Rules”, which shall include any statutory modifications, amendments or re-enactments thereto) and Clause 35B of the equity listing agreement executed with the stock exchanges on which equity shares of the Company are listed, for seeking approval of the Shareholders by way of special resolutions for matter as considered in the Resolutions appended below.

The Board of Directors of the Company has proposed to obtain the consent of the Shareholders for the matter as considered in the Resolutions appended below. Thus in terms of Section 110 of the Companies Act read with the Rules as also to facilitate wider participation in the approval process by the Shareholders residing at different locations it is proposed to obtain their consent by way of postal ballot instead of convening a general meeting of the Shareholders. The Resolutions are appended below and the Explanatory Statement pursuant to Section 102 of the Companies Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolutions is also annexed.

You are requested to peruse the proposed Resolutions along with their respective Explanatory Statement and thereafter send your assent or dissent by filling-up the necessary details and putting your signature at the marked place in the Postal Ballot Form and returning the Form duly completed, in the enclosed self addressed postage pre-paid envelope so as to reach the Scrutinizer not later than close of working hours (5.30 p.m.) on August 04, 2015. Your assent / dissent received after August 04, 2015 would be strictly treated as if a reply from you has not been received.

1. To consider and if deemed fit, to pass with or without modification, the following as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions of Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) the Authorised Share Capital of the Company be and is hereby increased from 1,00,00,000 (Rupees One Crore Only) divided into 10,00,000 (ten lakh) equity shares of Rs. 10/- each (Rupees ten Only) to 2,00,00,000 (Rupees Two Crore Only) divided into 20,00,000 (Twenty Lakh) equity shares of Rs. 10/- each (Rupees ten Only).”

“RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V by the following Clause V:

“V: The Authorised Share Capital of the Company is Rs. 2,00,00,000/- (Rupees Two Crore Only) divided into 20,00,000 (Twenty Lakh) equity shares of Rs. 10/- each (Rupees ten Only). The Company has power to increase or reduce its capital and to divide the Shares in the capital for the time being into other classes and to attach thereto respectively such Preferential, deferred, qualified or other special rights, privileges, conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and further to do all such acts, deeds and things and to file any such forms and execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

2. To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 and rules made thereunder and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the existing Articles of Association of the Company be and is hereby altered by substituting the existing Article 3 with the following Article:

“*3. The Authorised Share Capital of the Capital is as stated in Clause V of Memorandum of Association of the Company with power to increase and/or reduce such capital from time to time in accordance with the regulation of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and further to do all such acts, deeds and things and to file any such forms and execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

3. To consider and if deemed fit, to pass with or without modification, the following as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and Section 42 and 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) (the “Act”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges, where the shares of the Company are listed, provisions of Chapter VII – “Preferential Issue” and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as may be modified or re-enacted from time to time (hereinafter referred to as the “ICDR Regulations”), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”) and other competent authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the SEBI, Corporate Debt Restructuring Empowered Group, RBI, the Government of India, etc.), and all such other approvals (including approvals of the existing lenders of the Company, if require), and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, 12,00,000 (Twelve Lacs) fully paid-up equity shares of the Company, having face value of Rs.10/- (Rupees Ten Only) each, at a price of Rs.110/- (Rupees One Hundred and Ten Only) per equity share or the minimum price determined as on the Relevant Date in accordance with Regulation 76(1) of the ICDR Regulations and applicable law, whichever is higher, to certain persons / entities as mentioned in the explanatory statement (hereinafter referred to as the “Investors” or the “Proposed Allottees”) whether they are Shareholders of the Company or not, by way of a preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.”

“RESOLVED FURTHER THAT in accordance with Regulation 71(a) of the ICDR Regulations, the “Relevant Date”, for determining the minimum price of the equity shares being allotted to the Proposed Allottees, on a preferential basis, is July 07, 2015 being the date which is 30 (Thirty) days prior to the date when the results of this postal ballot are announced.”

“RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari passu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period that may be prescribed under the ICDR Regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Securities Issue Committee of the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to authorized representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of allotment, deciding and / or finalising other terms of issue and allotment in consonance with the ICDR Regulations, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, Corporate Debt Restructuring Empowered Group, the RBI, the Government of India, etc. and such other approvals (including approvals of the existing lenders of the Company, if require) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Shareholders or otherwise with the intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other Committee of the Board to give effect to this resolution.”

Registered Office:

B-207, Patel Shopping Centre,
Chandavarkar Road,
Borivali (W), Mumbai – 400 092.

By Order of the Board
For **Matru-Smriti Traders Limited**

Mr. Ashish Shah
Managing Director

Place: Mumbai

Date: June 25, 2015

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto as Annexure-I.
2. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on June 26, 2015.
3. The Company has appointed Mr. Vikas Sharma, Practicing Chartered Accountant (Membership No.151109) Mumbai as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report after completion of the scrutiny and the results of the postal ballot will be displayed at the Registered Office of the Company on August 06, 2015. The results of the postal ballot will also be posted on the Company's website www.matrusmititraders.com besides communicating to the stock exchanges on which the shares of the Company are listed.
4. In compliance with Clause 35B of the Equity Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, the Company is pleased to offer the option of e-voting facility to all the Shareholders of the Company.

1. Voting through electronic means:

In compliance with the provision of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide members facility to exercise their right to vote by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

Instructions for e-voting are as under:

In case of members receiving e-mail:

- i. Log on to the e-voting website www.evotingindia.com
- ii. Click on "Shareholders" tab.
- iii. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|--|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field. |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field. |

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.

- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN of Matru-Smriti Traders Limited.
- xi. 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.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on July 06, 2015 (09.00 a.m IST) and ends on August 04, 2015 (5.30 p.m IST) During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on June 26, 2015 the cut-off date (record date) , may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
5. Kindly note that the Shareholders can opt only one mode of voting, i.e. either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case the Shareholders cast their vote by Physical Ballot and e-voting, then voting done by e-voting shall prevail and voting done through valid Physical Ballot will be treated as invalid.
6. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Shareholders will also be accepted.
7. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Shareholders(s) on the cut-off date, i.e. June 26, 2015.
8. The portal will remain open for voting from July 06, 2015 (9.00 a.m. IST) to August 04, 2015 (5.30 p.m. IST) both days inclusive. During this period the Shareholders of the Company holding shares either in physical form or dematerialised form, as on the cut-off date of June 26, 2015 may cast their vote electronically. The e-voting module will be disabled on August 04, 2015 at 5.30 p.m.
9. The Scrutinizer will submit his report to the Managing Director or any Director or the Company Secretary of the Company after completion of the scrutiny of the Postal Ballot Forms and the results of the Postal Ballot will be announced at the Registered Office of the Company situate at B-207, Patel Shopping Centre, Chandavarkar Road, Borivali (W), Mumbai – 400 092 on August 06, 2015. The results of the Postal Ballot will also be posted on the Company’s website www.matrusmrititraders.com and communicated to the stock exchanges where the Company’s shares are listed. In the event, the draft resolution is assented to by the requisite majority of Shareholders by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution.
10. As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of despatch of Notice and Postal Ballot Form to the Shareholders will be published in at least one english language and one vernacular language newspaper circulating in Mumbai.

11. All documents proposed for approval, if any, in the above Notice and all documents specifically stated to be open for inspection in the Explanatory Statement are open for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the results of this Postal Ballot.

Annexure I to the Notice
Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No.1 & 2:

Increase in Authorized Share Capital of the Company & Consequent changes in the Memorandum of Association & Articles of Association:

The Company in order to meet its growth objectives and to strengthen its financial position may be required to generate long-term resources by issuing securities. It is therefore deemed appropriate to increase the Authorised Share Capital of the Company from Rs. 1 Crore to Rs. 2 crore and for that purpose the Memorandum of Association and the Articles of Association of the Company are proposed to be suitably altered by passing special resolution. The Provisions of the Companies Act, 2013 require the Company to seek the approval of the members for increase in authorized share capital and for alteration of the Capital Clause of the Memorandum of Association and Articles of Association of the Company.

The Board of Directors accordingly recommends this resolution for the approval of the members.

None of the Directors and Manager of the Company is, in any way, concerned or interested in the said resolution.

Item No.3:

Issue of Shares on Preferential Basis:

The growing business of your Company would require infusion of additional funds. In view of the same, the Board of Directors at their meeting held on June 25, 2015 considered it appropriate that more capital be infused in the Company to add more credibility to the Business. Your Company thinks that one way of achieving this would be through the preferential allotment of equity shares. Further, the Board believes that the proposed preferential allotment would allow the Company to raise additional capital as against the alternative of raising additional capital by way of debt financing, which would entail significant interest costs.

Therefore, in terms of Section 62(1)(c) & Section 42 of the Companies Act, 2013 and Rules made thereunder (the "Act"), a company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 62(1)(c) of the Companies Act, 2013 read with provisions of Chapter VII – "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "ICDR Regulations"), as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations.

Accordingly, the Company proposes to issue and allot, 12,00,000 (Twelve Lacs Only) fully paid-up equity shares of Rs.10/- (Rupees Ten Only) each of the Company, at a price of Rs.110/- (Rupees One Hundred and Ten Only) per equity share or the minimum price determined as on Relevant Date in accordance with Regulation 76(1) of the ICDR Regulations and applicable law, whichever is higher, to the Proposed Allottees as mentioned below.

The following details of the proposed preferential issue of the equity shares are disclosed in accordance with the provisions of the Act and the ICDR Regulations, as amended from time to time:

(i) The object / purpose of the preferential issue:

The proceeds will be utilized for any one or in combination with any one or more of the purposes viz. to raise funds for undertaking the expansion project; to augment the net worth and the capital base of the Company required for its business growth; to meet the long term working capital requirement of the Company; to improve the capital structure of the Company; general corporate purposes.

The proceeds will be utilized to augment the net worth and the capital base of the Company required for its business growth; to improve the capital structure of the Company and general corporate purposes.

(ii) The total number of shares or other securities to be issued:

The Board intends to offer, issue and allot 12,00,000 (Twelve Lacs) fully paid-up equity shares of the Company, having face value of Rs.10/- (Rupees Ten Only) each, at a price of Rs.110/- (Rupees One Hundred and Ten Only) per equity share or the minimum price determined as on Relevant Date in accordance with Regulation 76(1) of the ICDR Regulations and applicable law, whichever is higher.

(iii) The price or price band at / within which the allotment is proposed:

The issue price is Rs.110/- (Rupees One Hundred and Ten Only) per equity share or the minimum price determined as on Relevant Date in accordance with Regulation 76(1) of the ICDR Regulations and applicable law, whichever is higher.

(iv) Basis on which the price has been arrived at along with report of the registered valuer:

As such this is not applicable in the present case since the Company is a listed Company and the pricing is in terms of the ICDR Regulations.

(v) Relevant date with reference to which the price has been arrived at:

The Relevant Date as per the SEBI (ICDR) Regulations for the determination of the price per equity share to be issued on preferential basis is fixed as July 07, 2015, being a date which is 30 (Thirty) days prior to the date when the results of this postal ballot are announced, i.e. August 06, 2015

(vi) The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees as mentioned at point no.(ix) below.

(vii) The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential offer:

None of the current Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to the proposed preferential offer.

(viii) Proposed time within which the allotment shall be completed:

Subject to the provisions of SEBI ICDR Regulations and SEBI Takeover Regulations, the allotment of Issue Shares shall be completed within a period of 15 days from the expiry of the period specified in Regulation 20(1) of the SEBI Takeover Regulations (or the expiry of the offer period as defined in the SEBI Takeover Regulations, if an offer is made under Regulation 20(1) of the SEBI Takeover Regulations) or date of receipt of all statutory approvals required for completion of an open offer under the SEBI Takeover Regulations

(ix) The identity of the Proposed Allottees, maximum number of equity shares proposed to be issued and the percentage of post issue capital that may be held by the Proposed Allottees:

Details of the Proposed Allottees:

| S. N. | Proposed Allottees | Natural person who ultimately controls the Proposed Allottee | Maximum no. of equity shares | Value in Rs. (Approx.) | Pre-Issue share-holding | | Post-Issue shareholding | |
|-------|---------------------|--|------------------------------|------------------------|-------------------------|---|-------------------------|-------|
| | | | | | No. of shares | % | No. of shares | % |
| 1 | Mr. Abhishek Bansal | Not Applicable | 12,00,000 | 13,20,00,000 | - | - | 13,00,000 | 74.55 |

* 1,00,000 equity shares will be transferred to Mr. Abhishek Bansal via Share Purchase Agreement out of the 3,56,278 shares which was held by the existing promoter (Shreeji Corporate Solutions and Trade Private Limited) and there after such body corporate will fall under the public category.

(x) The change in control, if any, in the Company that would occur consequent to the preferential offer:

The existing promoter of the Company (Shreeji Corporate Solutions and Trade Private Limited) will cease its control in the Company and Mr. Abhishek Bansal will acquire the control over the Company as a result of the proposed preferential allotment. Consequently, the Proposed Allottee that is Mr. Abhishek Bansal would be said to have the 'control' for the purposes of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. Subsequently the said allottee will make an open offer under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

(xi) Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price:

During the year, apart from allotment of shares pursuant to exercise of employee stock options, no preferential allotment has been made to any person.

(xii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

There will be no securities issued for consideration other than cash.

(xiii) The pre issue and post issue shareholding pattern of the Company:

The pre issue and post issue shareholding pattern of the Company after considering the preferential issue to be made to Proposed Allottees is provided hereunder:

| Sr. No. | Category | Pre-Issue as of June 19, 2015 | | Post-Issue | |
|----------|----------------------------|-------------------------------|-------------------|------------------|-------------------|
| | | Number of shares | % of shareholding | Number of shares | % of shareholding |
| A | Promoters' holding: | | | | |
| 1 | Indian: | | | | |
| | Individual | 0 | 0.00 | 13,00,000 | 74.55 |
| | Bodies Corporate | *3,56,278 | 65.53 | 0 | 0.00 |
| | Sub Total (A1) | 3,56,278 | 65.53 | 13,00,000 | 74.55 |

| | | | | | |
|----------|--------------------------------------|-----------------|---------------|------------------|---------------|
| 2 | Foreign Promoters | 0 | 0.00 | 0 | 0.00 |
| | Sub Total (A2) | 0 | 0.00 | 0 | 0.00 |
| | Sub Total A [(A1) + (A2)] | 3,56,278 | 65.53 | 13,00,000 | 74.55 |
| B | Public Shareholding | | | | |
| 1 | Institutional Investors | 0 | 0.00 | 0 | 0.00 |
| | Financial Institutions / Banks | 0 | 0.00 | 0 | 0.00 |
| | Insurance Companies | 0 | 0.00 | 0 | 0.00 |
| | Others | 0 | 0.00 | 0 | 0.00 |
| | Sub-Total (B1) | 0 | 0.00 | 0 | 0.00 |
| 2 | Non-Institutions: | | | | |
| | Bodies Corporate | 20,001 | 3.68 | 2,76,279 | 15.84 |
| | Individuals | 52,920 | 9.73 | 52,920 | 3.03 |
| | Clearing Members | 99 | 0.02 | 99 | 0.00 |
| | Hindu Undivided Family | 1,14,424 | 21.04 | 1,14,424 | 6.56 |
| | Sub-Total (B2) | 1,87,444 | 34.47 | 4,43,722 | 25.45 |
| | Sub-Total B [(B1) + (B2)] | 1,87,444 | 34.47 | 4,43,722 | 25.45 |
| C | GDRs | 0 | 0.00 | 0 | 0.00 |
| | GRAND TOTAL [(A) + (B) + (C)] | 5,43,722 | 100.00 | 17,43,722 | 100.00 |

* 1,00,000 equity shares will be transferred to Mr. Abhishek Bansal via Share Purchase Agreement out of the 3,56,278 shares which was held by the existing promoter (Shreeji Corporate Solutions and Trade Private Limited) and there after such body corporate will fall under the public category.

The Company will ensure compliance with all applicable laws and regulations including the ICDR Regulations at the time of allotment of the equity shares.

(xiv) Undertaking to recomputed price:

The same is not applicable in the present case.

(xv) Undertaking to put under lock-in till the recomputed price is paid:

The same is not applicable in the present case.

(xvi) Certificate from Statutory Auditors:

A copy of the certificate from Statutory Auditors certifying that the issue is being made in accordance with the requirements of ICDR Regulations shall be made available for inspection on any working day between 11.00 a.m. to 01.00 p.m. after the Relevant Date and upto the last date of voting under Postal Ballot.

(xvii) Lock-in Period:

The securities allotted to Proposed Allottee shall be locked in as per Regulation 78 and other applicable provisions of ICDR Regulations.

The consent of the Shareholders is sought for the issue of equity shares in terms of Section 62(1)(c) and other applicable provisions, if any, of the Act and in terms of the provisions of the ICDR Regulations and the Listing Agreements entered into by the Company with the stock exchanges, where the Company's equity shares are listed.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.3 of the accompanying Notice.

None of the Directors and Manager of the Company is, in any way, concerned or interested in the said resolution.

Registered Office:

B-207, Patel Shopping Centre,
Chandavarkar Road,
Borivali (W), Mumbai – 400 092.

**By Order of the Board
For Matru-Smriti Traders Limited**

**Mr. Ashish Shah
Managing Director**

Place: Mumbai

Date: June 25, 2015

MATRU-SMRITI TRADERS LIMITED

[CIN: L74900MH1985PLC035243]

Registered Office: B-207, Patel Shopping Centre, Chandavarkar Road, Borivali (W), Mumbai – 400 092

Tel.: 022-66390257 / 65047520; Fax: 022-66390257,

Website: www.matrusmrititraders.com, Email id: matrusmriti1985@gmail.com

Postal Ballot Form

Serial No.

1. Name and Registered Address :
of the sole / first named Member
2. Name(s) of Joint-Holder(s), if any :
3. Registered Folio No. /DP ID No.* :
/Client ID No.* (*Applicable to Members
holding Shares in dematerialized form)
4. Number of equity shares held :

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by convening my/our assent or dissent to the said resolution by placing a tick () mark in the appropriate box. (Tick in both boxes will render the ballot invalid)

| Sr. No. | Description of Resolution | No. of Shares | I/We assent to the Special Resolution (FOR) | I/We dissent to the Special Resolution (Against) |
|---------|---|---------------|---|--|
| 1. | Special Resolution to Increase Authorised Share Capital of the Company from Rs.1 crore to Rs.2 Crore and consequently altering Memorandum of Association. | | | |
| 2. | Special Resolution to Alter Articles of Association. | | | |
| 3. | Special Resolution for Preferential Issue of Shares | | | |

Place:

Date:

Signature of the Member/ Beneficial owner/Power
of Attorney holder/ Authorized representative)

ELECTRONIC VOTING PARTICULARS

| EVSN (Electronic Voting Sequence Number) | *Default PAN/ Sequence number |
|--|-------------------------------|
| | |

The e-voting facility will be available during the following voting period

| Commencement of e-voting | End of E-voting |
|--------------------------|-----------------|
| July 06, 2015 | August 04, 2015 |

* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.

Notes

1. Please read the instructions printed overleaf carefully before filling this form and for e-voting. Please refer to the instructions for voting through electronics means provided in the Postal Ballot notice.
2. A Member can opt for only one mode of voting i.e. either through e-voting or postal ballot, If a member casts votes by both modes, then voting done through e-voting shall prevail and postal ballot shall be treated as invalid.
3. For detailed instructions of e-voting, please refer to the notes appended to the Notice of the Postal Ballot.
4. The Scrutinizer will collate votes downloaded from the e-voting system and votes received through postal ballot forms to declare the final result the Resolution forming part of notice of the Postal Ballot.

Process and manner for members opting to vote by using the Postal Ballot

1. Please complete and sign the Postal Ballot Form (no other form or photo copy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company Mr. Vikas Sharma, Practicing Chartered Accountant. (Membership No.151109), not later than the closing of the working hours i.e. 5.30pm on August 04, 2015. Postal Ballot Forms received after this date will be considered invalid.
2. The form should be signed by the members as per the specimen signature registered with the Company/Depositories. In case of joint holding, the form should be completed and signed by the first named member and in his/her absence, by the next named joint holders. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the company or enclosing an attested copy of the POA. Exercise of votes by Postal Ballots not permitted through proxy.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorized signatory (ies) duly attested.
4. There will be only one Postal Ballot Form for every folio/client id irrespective of the number of the Joint Member(s). On receipt of the duplicate Postal Ballot form, the original will be rejected.
5. Votes should be cast, either in favor or against the resolution by putting the () mark in the column provided in the Postal Ballot form.
6. The voting rights of the shareholders shall be in the proportion of the shares held by them in the paid up equity share capital of the company as on June 26, 2015 and as per the Register of Members of the Company.
7. A member may request for a Duplicate Postal Ballot Form, if so required. However Duplicate Postal Ballot form should reach the Scrutinizer not later than the date and time specified above.
8. Unsigned, incomplete, improperly or incorrectly tick marked Postal Ballot form will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the member or as to whether the votes are in favor or against or if the signature cannot be verified.
9. The results declared alongwith the Scrutinizers Report, shall be placed on the Company's website www.matrusmrititraders.com by August 06, 2015 and will also be communicated to the Bombay Stock Exchange where the shares of the company are listed.
10. The Scrutinizer's decision on the Postal Ballot will be final.