

# MATRU-SMRITI TRADERS LIMITED

MARSHALL BUILDING, 2<sup>ND</sup> FL., SHOORJI VALLABHDAS MARG, BALLARD ESTATE, MUMBAI-400038

TEL: 66390257/43348888. FAX NO. 66390257/43348899, EMAIL ID: - matrusmriti1985@gmail.com

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE COMPANY WILL BE HELD ON 15<sup>TH</sup> APRIL, 2013 AT 11.00 A.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT MARSHALL BUILDING 2ND FLOOR, SOORJI VALLABHDAS MARG, BALLARD ESTATE, MUMBAI - 400001 TO TRANSACT THE FOLLOWING BUSINESS:

## 1. RECLASSIFICATION OF SHARE CAPITAL:-

"RESOLVED THAT in accordance with Section 94 and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to reclassify the existing Authorized Share Capital of the Company of Rs. 10,000,000/- (Rupees One Crore only) Comprising of 7,00,000 (Seven Lacs) Equity Shares of Rs. 10/- each and 3,00,000 (Three Lacs) Preference Shares of Rs. 10/- each to Rs. 10,000,000/- (Rupees One Crore only) comprising 10,00,000 (Ten Lacs) Equity Shares of Rs. 10/- each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard."

## 2. ALTERATION OF MEMORANDUM OF ASSOCIATION

"RESOLVED THAT subject to the necessary approvals and in accordance with Section 16 and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following new clause:

"V. The Authorised Share Capital of the Company is 10,000,000/- (Rupees One Crore only) divided into 10,00,000 (Ten Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each, The



For MATRU SMRITI TRADERS LIMITED

S. K. Pandey  
DIRECTOR



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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.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard."

### **3. ALTERATION OF ARTICLES OF ASSOCIATION**

"**RESOLVED THAT** subject to the necessary approvals and in accordance with Section 31 and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force), the existing Clause 3 of the Articles of Association of the Company be and is hereby substituted by the following new clause:

"3. The Authorised Share Capital of the Company is Rs. 10,000,000/- (Rupees One Crore only) divided into 10, 00,000 (Ten Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard."



For MATRU SMRITI TRADERS LIMITED

S. K. Pandey  
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## 4. ISSUE OF BONUS SHARE:

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

### **"RESOLVED THAT:**

- (a) pursuant to the relevant provisions of the Companies Act, 1956, and the recommendations of the Board of Directors of the Company, and pursuant to directive given by SEBI vide its circular No: CIR/CFD/DIL/11/2012 dated 29<sup>th</sup> August, 2012 to listed entities to increase the public shareholding in the Company to the minimum prescribed limit of 25% of the paid-up capital of the Company, the sum of Rs. 9,37,220/- be and is hereby capitalized out of the credit balance lying in the General Reserve in the books of the Company AND THAT 93,722 new equity shares of Rs. 10/- each in the Capital of the Company, credited as fully paid, be and are hereby allotted as bonus shares to such members of the Company (other than those belonging to promoter group of the Company who have agreed to forgo their entitlement/right in the said bonus issue), whose names appear on the Register of Members of the Company at the close of business on the Record Date (to be fixed in consultation with Bombay Stock Exchange) as holders of equity shares, in the ratio of ONE equity share of Rs. 10/- each in the Capital of the Company for every ONE existing equity share held by such members in the Company, subject to approvals, consents, permission and sanctions from appropriate authorities as may be necessary.
- (b) the New Equity Shares of Rs. 10/- each to be allotted as Bonus Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the



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- existing Equity Shares and shall be entitled to participate in full dividends to be declared for the financial year in which the Bonus Shares are allotted;
- (c) no Letter of Allotment shall be issued to the allottees of the Bonus Shares and the Share Certificates in respect of the new Equity Shares shall be issued and dispatched to the allottees thereof, within the period prescribed or that may be prescribed in this behalf, from time to time;
- (d) for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and as it may in its sole and absolute discretion deem necessary, expedient or incidental in regard to issue of Bonus Shares and the distribution of the new Equity Shares or as they may think fit without requiring further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Place: Mumbai

Date: 14/03/2013

By Order of the Board

For MATRU-SMRITI TRADERS LIMITED

*S.K. Pandey*

(DIRECTOR)





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## Notes:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member. Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. The relative Explanatory Statements pursuant to Section 173 of the Companies Act, 1956, in respect of the business under items 1 to 5 as set out above are annexed hereto.
3. Members are requested to furnish change of address etc., if any, to Purva Sharegistry (India) Private Limited at 9, Shiv Shakti Industrial Estate, J.R.Boricha Marg, Lower Parel (East), Mumbai - 400011, who are the Company's Registrar and Share Transfer Agents so as to reach them latest by 6<sup>th</sup> April, 2013 in order to take note of the same. In respect of members holding shares in electronic mode, the details as would be furnished by the Depositories as at the close of the aforesaid date will be considered by the Company. Hence members holding shares in demat mode should update their records at the earliest.
4. Members/Proxies should bring their attendance slips duly completed for attending the meeting.

By Order of the Board of Directors  
For MATRU-SMRITI TRADERS LIMITED

*S.K. Pandey*

(DIRECTOR)





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## EXPLANATORY STATEMENT AS PER SECTION 173(2) OF THE COMPANIES ACT, 1956

### Resolution 1, 2, & 3: RECLASSIFICATION OF SHARES:-

The Authorized Share Capital of the Company is Rs. 10,00,000/- (Rs. One Crore only) comprising of 7,00,000 (Seven Lacs) Equity Shares of Rs. 10/- each and Rs. 3,00,000 (Three Lacs) Preference Shares of Rs. Ten each.

The Company proposes to reclassify the existing Authorized Share Capital of the Company from Rs. 10,00,000/- (Rupees One Crore only) comprising of 7,00,000 (Seven Lacs) Equity Shares of Rs. 10/- each and 3,00,000 (Three Lacs) Preference Shares of Rs. 10/- each to Rs. 10,00,000/- (Rupees One Crore only) 10,00,000 (Ten Lacs) Equity Shares of Rs. 10/- each.

In view of the proposed reclassification of Equity Shares into Preference Shares, the Memorandum of Association and Articles of Association are required to be amended. Your Directors therefore seek the approval of the Members for the above mentioned resolutions.

### Resolution 4: ISSUE OF BONUS SHARES:-

The Company present share capital is comprised of 4,50,000 equity shares of Rs. 10/- each which are listed on the Bombay Stock Exchange. Presently 20.83% of the Company's shares are held by the 'Public' as defined in Rule 2 of the Securities Contracts (Regulation) Rules, 1957 (SCRR).

Under the SCRR, a listed company is required to have minimum public shareholding of 25% of the paid-up capital of the company. Any company having a lower public shareholding is required to increase the same to 25% by 3<sup>rd</sup> June, 2013.



For MATRU SMRITI TRADERS LIMITED

S.K. Pandey  
DIRECTOR



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Clause 40A (ii) of the Listing Agreement lists the methods in which a company may increase its public shareholding in order to comply with the SCRR. These methods related primarily to the issuance of new shares, or transfer of existing shares held by the promoters to the public or by way of sale in the secondary market or by way of an institutional placement.

By recent amendment to the Listing Agreement and Securities Exchange Board of India (SEBI) vide its circular No: CIR/CFD/DIL/11/2012 dated 29<sup>th</sup> August, 2012 has made the following additional methods for the purpose:-

- a) Rights Issue to public shareholders, with promoters/promoter group shareholders forgoing their rights entitlement.
- b) Bonus Issue to public shareholders, with promoters/promoter group shareholders forgoing their bonus entitlement.

Hence, Board of Directors have decided, subject to the approvals of members and other authorities, to adopt the bonus route whereby only the public shareholders of the Company presently holding 93,722 fully paid equity shares will be allotted equal number of equity shares as bonus shares (credited as fully paid-up) in the ratio of ONE bonus share for each equity share held on the 'Record Date' as may be determined in consultation with the Bombay Stock Exchange.

The shareholders belonging to the Promoter Group have already agreed to forgo their bonus entitlement. The resolution at item No: 4 of the accompanying notice seek authorization from the members to the Board to issue/allot bonus shares to the public shareholders of the Company. Pursuant to the allotment of bonus issue of equity shares of the Company, Promoters holding will come down to 65.53% (3,56,278 equity shares) and Public shares will increase up to 34.47% (1,87,444 equity shares out of 5,43,722



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equity shares, i.e. after allotment of bonus issue). Your approval is sought for the aforesaid Resolution.

None of the Directors of the Company are concerned or interested in the aforesaid resolution.

The Board commends the resolution as set out in the accompanying notice for approval of members.

FOR MATRU-SMRITI TRADERS LIMITED

*S.K. Pandey*

(DIRECTOR)

Place: Mumbai

Date: 14/03/2013

