

MATRU-SMRITI TRADERS LIMITED

36/37/38A, 3rd Floor, 227, Nariman Bhavan, Backbay Reclamation, Nariman Point, Mumbai – 400 021.

Tel No.:+91 22 6179 0000, Fax:+91 22 6179 0010, Email Id: matrusmriti1985@gmail.com

Website: www.matrusmrititraders.com CIN No.: L74120MH1985PLC035243

CERTIFIED TRUE COPY OF RESOLUTION PASSED IN THE MEETING OF MEMBERS OF MATRU-SMRITI TRADERS LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 36/37/38A, 3RD FLOOR, 227, NARIMAN BHAVAN, BACKBAY RECLAMATION, NARIMAN POINT, MUMBAI 400021 ON TUESDAY, THE 23RD DAY OF FEBRUARY, 2016 AT 11.30.A.M.

1. ISSUE OF BONUS SHARES

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

"RESOLVED THAT pursuant to Section 63 and all other applicable provisions of the Companies Act, 2013 or any amendment or re-enactment thereof and as authorized by Articles of Association of the Company and in accordance with the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and subject to such consents and approvals as may be required from the appropriate authorities and subject to such terms and modifications as may be specified while according such approvals, the Board of Directors (which term shall include any Committee thereof) of the Company be and is hereby authorized to capitalize a sum of Rs. 12,20,60,540 (Rupees Twelve crore twenty lacs sixty thousands five hundred and forty only) out of the Company's Free Reserve, Securities Premium Account, Capital Reserve, Capital Redemption Reserves Account, or such other accounts as are permissible to be utilized for the purpose and as per the interim audited financial accounts of the Company for the nine months ended 31st December, 2015 and that the said amount be transferred to the Share Capital Account and be applied for issue and allotment of 1,22,06,054 (One crore Twenty Two lacs Six Thousand and Fifty Four only) Equity Shares of Rs.10/- each as Bonus Equity Shares credited as fully paid up, to the eligible Members of the Company holding equity shares of Rs. 10/- each whose names appear in the Register of Members/Beneficial Owners' position of the Company on such date ("Record Date") as the Board may determine, in the proportion of 7 (Seven) new Equity Share of Rs. 10/- each for every 1 (One) Equity Share of Rs. 10/- each held as on the Record Date and that the new Bonus Equity Shares so issued and allotted shall be treated for all purposes as an increase of the Equity Share Capital of the Company held by each such members and not as income in lieu of dividend.

RESOLVED FURTHER THAT the new equity shares of Rs. 10/- each to be allotted as bonus shares shall be subject to the terms of Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to dividend(s) to be declared after the bonus shares are allotted.

RESOLVED FURTHER THAT no letter of allotment shall be issued to the allottees of the new equity bonus shares and the share certificate(s) in respect of the new equity bonus 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, except that the new equity bonus shares will be credited to the demat account of the allottees, who are holding the existing equity shares in electronic form.



MATRU-SMRITI TRADERS LIMITED

36/37/38A, 3rd Floor, 227, Nariman Bhavan, Backbay Reclamation, Nariman Point, Mumbai – 400 021.

Tel No.:+91 22 6179 0000, Fax:+91 22 6179 0010, Email Id: matrusmriti1985@gmail.com

Website: www.matrusmrititraders.com CIN No.: L74120MH1985PLC035243

RESOLVED FURTHER THAT the allotment of the new equity Bonus Shares to the extent that they relate to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchange(s) and other applicable guidelines, rules and regulations.

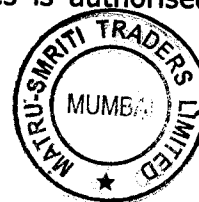
FURTHER RESOLVED THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may in its absolute discretion, deem necessary, expedient including settling any question, doubt or difficulties that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution and the Board's decision in this regard shall be final and binding."

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

The equity shares of the Company are listed and traded on BSE and MSEI Limited. The members are aware that the operations and performance of the Company has grown significantly over the past few months. In order to improve the liquidity of the Company's shares in the stock market, the Board of Directors of the Company at their meeting held on January 7, 2015, considered it desirable to recommend issue of fully paid up Bonus shares in the proportion of Seven new equity shares of Rs. 10/- each for every One Equity share of Rs. 10/- each subject to approval of the shareholders and such other authorities as may be necessary. The fully paid-up Bonus Shares shall be distributed to the Members of the Company, whose names shall appear on its Register of Members on the Record Date as determined by the Board of Directors of the Company (which term shall be deemed to include any Committee thereof) for the purpose of issue of Bonus Shares. The Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date, save and except that they shall not participate in any dividend that may be declared before the 'Record Date'.

Presently, the authorized share capital of your Company is 2 crore divided into 20,00,000 (twenty lac only) equity shares of Rs.10/- (Rupees ten only) each. The issue of bonus shares as aforesaid would require increase in the authorized capital of the Company to 15 crore divided into 1,50,00,000 (One crore fifty lacs only) equity shares of Rs.10/- each (Rupees ten only) and consequential amendments to the existing Clause V of the Memorandum of Association and of the Company.

The issue of Bonus shares by capitalization of reserves is authorised by the existing Articles of Association of the Company.



MATRU-SMRITI TRADERS LIMITED

36/37/38A, 3rd Floor, 227, Nariman Bhavan, Backbay Reclamation, Nariman Point, Mumbai – 400 021.

Tel No.:+91 22 6179 0000, Fax:+91 22 6179 0010, Email Id: matrusmriti1985@gmail.com

Website: www.matrusmrititraders.com CIN No.: L74120MH1985PLC035243

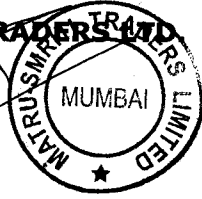
None of the Directors / Key Managerial Personnel or their relatives is concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

The Board of Directors of your Company recommends this Resolution for your approval

//CERTIFIED TRUE COPY//

FOR MATRU-SMRITI TRADERS LTD


Abhishek Bansal
Managing Director
DIN:-01445730



MATRU-SMRITI TRADERS LIMITED

36/37/38A, 3rd Floor, 227, Nariman Bhavan, Backbay Reclamation, Nariman Point, Mumbai – 400 021.

Tel No.:+91 22 6179 0000, Fax:+91 22 6179 0010, Email Id: matrusmriti1985@gmail.com

Website: www.matrusmrititraders.com CIN No.: L74120MH1985PLC035243

CERTIFIED TRUE COPY OF RESOLUTION PASSED IN THE MEETING OF MEMBERS OF MATRU-SMRITI TRADERS LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 36/37/38A, 3RD FLOOR, 227, NARIMAN BHAVAN, BACKBAY RECLAMATION, NARIMAN POINT, MUMBAI 400021 ON TUESDAY, THE 23RD DAY OF FEBRUARY, 2016 AT 11.30.A.M.

1. INCREASE IN AUTHORISED CAPITAL OF THE COMPANY AND CONSEQUENT CHANGES IN MEMORANDUM OF ASSOCIATION

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 Sections 13, 61 and all other applicable provisions of Companies Act, 2013 ("the Act") and the Rules made there under (including any statutory modifications or re-enactments thereof for the time being in force) the Authorized Share Capital of the Company be and is hereby increased from 2,00,00,000 (Rupees Two Crore Only) divided into 20,00,000 (twenty lakh) equity shares of Rs. 10/- each (Rupees ten Only) to 15,00,00,000 (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lac) equity shares of Rs. 10/- each (Rupees ten Only) by creation of additional 1,30,00,000 (One Crore Thirty Lac) 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. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lac) 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."



MATRU-SMRITI TRADERS LIMITED

36/37/38A, 3rd Floor, 227, Nariman Bhavan, Backbay Reclamation, Nariman Point, Mumbai – 400 021.

Tel No.:+91 22 6179 0000, Fax:+91 22 6179 0010, Email Id: matrusmriti1985@gmail.com

Website: www.matrusmrititraders.com CIN No.: L74120MH1985PLC035243

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

The equity shares of the Company are listed and traded on BSE and MSEI Limited. The members are aware that the operations and performance of the Company has grown significantly over the past few months. In order to improve the liquidity of the Company's shares in the stock market, the Board of Directors of the Company at their meeting held on January 7, 2015, considered it desirable to recommend issue of fully paid up Bonus shares in the proportion of Seven new equity shares of Rs. 10/- each for every One Equity share of Rs. 10/- each subject to approval of the shareholders and such other authorities as may be necessary. The fully paid-up Bonus Shares shall be distributed to the Members of the Company, whose names shall appear on its Register of Members on the Record Date as determined by the Board of Directors of the Company (which term shall be deemed to include any Committee thereof) for the purpose of issue of Bonus Shares. The Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date, save and except that they shall not participate in any dividend that may be declared before the 'Record Date'.

Presently, the authorized share capital of your Company is 2 crore divided into 20,00,000 (twenty lac only) equity shares of Rs.10/- (Rupees ten only) each. The issue of bonus shares as aforesaid would require increase in the authorized capital of the Company to 15 crore divided into 1,50,00,000 (One crore fifty lacs only) equity shares of Rs.10/- each (Rupees ten only) and consequential amendments to the existing Clause V of the Memorandum of Association and of the Company.

The issue of Bonus shares by capitalization of reserves is authorised by the existing Articles of Association of the Company.

None of the Directors / Key Managerial Personnel or their relatives is concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

The Board of Directors of your Company recommends this Resolution for your approval

//CERTIFIED TRUE COPY//

FOR MATRU-SMRITI TRADERS LTD.


Abhishek Bansal
Managing Director
DIN: 01445730

