

## MATRU-SMRITI TRADERS LIMITED

### NOTICE

Notice is hereby given that the 27<sup>th</sup> Annual General Meeting of the Members of MATRU-SMRITI TRADERS LIMITED will be held on 25<sup>th</sup> June, 2013 at 11.00 A.M at Marshall Building, 2nd Floor, Shoorji Vallabhdas Marg, Ballard Estate, Mumbai – 400038., to transact the following business:-

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2013, and the Profit and Loss Account for the year ended as on that date together with the Reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr. Reshamsingh Saini, who retires by rotation and being eligible offered himself for re-appointment;
3. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

#### **SPECIAL BUSINESS:**

4. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary resolution:

**“RESOLVED THAT** Mr. Alok Bairagra, who was appointed as an additional director of the company and who holds office upto the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956 and in respect of whom the company has received a notice pursuant to Section 257 of the act, be and is hereby appointed as director of the company.

5. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary resolution:

**“RESOLVED THAT** Mr. S. K. Pandey, who was appointed as an additional director of the company and who holds office up to the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956 and in respect of whom the company has received a notice pursuant to Section 257 of the act, be and is hereby appointed as director of the company.

6. To consider and if thought fit to pass with or without modification the following resolution as an Special resolution:

**“RESOLVED THAT** subject to the approval of the Central Government and the members and pursuant to Section 17 of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the alteration of the sub-clause (A) of Clause III of Main objects of the Memorandum of Association of the Company by insertion of the following sub-clause 1 in place of the existing sub-clause 1.

1. To carry on the business of human resources consultants and advisors, representatives, recruitment agents of managerial, technical, clerical personnel and to provide manpower - skilled, semiskilled and unskilled, on contractual basis and also provide process outsourcing, employee engagement, exit interview, reference interviewing, background checks, training, placement services carry on in India or elsewhere, either alone or jointly with one or more persons, firms, companies whether based in India or abroad pertaining to it.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do such other acts and deeds as may be necessary for giving effect to this resolution."

Place: Mumbai  
Date: 29<sup>th</sup> May, 2013

By the order of the Board  
For Matru-Smriti Traders Limited

  
(Director)

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### NOTES:

1. A member entitled to attend and vote at this meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the company. Proxies in order to be effective must be received at the Registered Office of the company not less than Forty Eight hours before the meeting.
2. Members are requested to notify any correction /change in their name /address including Pin Code number immediately to M/s Purva Sharegistry (India) Pvt.Ltd the Company's Registrar and Share Transfer Agent at their office at 9, Shiv Shakti Industrial Estate, Ground Floor, J.R.Boricha Marg, Lower Parel, Mumbai – 400 011. In the event of non – availability of Members latest address either in the Companies records or in Depository Participant's records, members are likely to miss notice and other valuable correspondence sent by the company.
3. Members are requested to kindly mention their Folio Number/ Client ID Number (in case of demat shares) in all their correspondence to enable prompt reply to their queries.
4. Members are requested to bring the Notice of the meeting along with the Attendance slip with them duly filled in and hand over the same at the entrance of the Meeting Room.
5. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days, between 11.00 a.m. to 1.00 p.m. except holidays up to the date of AGM and at AGM.
6. The Register of Member and the Share Transfer Books of the Company will remain closed from 24<sup>th</sup> June 2013, to 25<sup>th</sup> June 2013 (both days inclusive).
7. The trading in Equity Shares of the Company was suspended from trading due to non-compliance of Listing Agreement. The Company has made an Application to BSE for revocation of trading suspension and has filed all requisite documents with BSE. BSE Limited vide its letter dated 19/02/2013 has given in-principle approval for revocation of suspension in the trading of Equity shares of the Company.
8. Members desirous of getting any information about of the Company, are requested to send their queries so as to reach at-least ten days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting.
9. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self attested copy of PAN at the time of sending their request for share transfer/ transmission of name/transposition of name.
10. Member holding shares in physical form and wishing to avail of the nomination facility, are requested to send the duly filled in nomination in the prescribed form (form 2B) to M/s Purva sharegistry (India) Pvt.Ltd., Registrar and share Transfer Agent of the Company, at

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their address given above or to the Compliance Officer at the Registered Office of the Company.

11. Members are requested to bring copies of Annual Report to the Annual General Meeting.
12. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s Purva Sharegistry (India) Pvt. Ltd., Registrar and Share Transfer Agents of the Company, at their address given above.
13. The Equity shares of the Company are listed on Bombay Stock Exchange Ltd, and Listing Fees up to the financial year 2013-2014 has been paid to BSE.

For MATRU SMRITI TRADERS LIMITED

*S.K. Pandey*  
DIRECTOR

## MATRU-SMRITI TRADER LIMITED

### ANNEXURE TO NOTICE

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 IN RESPECT OF THE SPECIAL RESOLUTION SET OUT IN THE NOTICE CONVENING THE ANNUAL GENERAL MEETING:

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##### Item 4:

Mr. Alok Bairagra was appointed as an Additional director of the Company in terms of Section 260 of the Companies Act, 1956 ('the Act'). Due notice under Section 257 of the Act has been received from a member of the company proposing his appointment as Director of the Company. Requisite consent has been filed by Mr. Alok Bairagra, pursuant to the provisions of Section 264(1) of the Act, to act as a Director, if appointed. The Board recommends the resolution as set out in Item No. 4 for the approval of the members.

None of the Directors of the Company, except Mr. Alok Bairagra is concerned or interested in this resolution.

##### Item 5:

Mr. S. K. Pandey was appointed as an Additional director of the Company in terms of Section 260 of the Companies Act, 1956 ('the Act'). Due notice under Section 257 of the Act has been received from a member of the company proposing his appointment as Director of the Company. Requisite consent has been filed by Mr. S. K. Pandey, pursuant to the provisions of Section 264(1) of the Act, to act as a Director, if appointed. The Board recommends the resolution as set out in Item No.5 for the approval of the members.

None of the Directors of the Company, except Mr. S. K. Pandey is concerned or interested in this resolution.

##### Item No. 6:

There has been tremendous growth in the field of Human Resources Management and consultancy business and the Company desires to enter

into that field. For entering into the Human Resources Management and consultancy business, the Company is required to change its Main Object.

The above amendment to the Memorandum of Association of the Company can be carried out only by passing a Special Resolution and hence the Directors recommend the Special Resolution for your approval.

The Directors of the Company are concerned or interested in above resolutions to the extent of their shareholdings.

By the order of the Board  
For Matru-Smriti Traders Limited

Place: Mumbai

Date: 29/05/2013

  
(Director)

# MATRU-SMRITI TRADERS LIMITED

## DIRECTORS' REPORT

To,  
The Shareholders,

Your directors have pleasure in presenting the 27<sup>th</sup> Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2013.

### 1. SUMMARISED FINANCIAL RESULTS:

Particulars	2012-2013	2011-2012
Total Income	3067433.00	977589.00
Less: Total Expenditure	3577256.00	2646162.00
Profit/(Loss) before Tax	(509823.00)	(1668573.00)
Profit/(Loss) after Tax	(509823.00)	(1668573.00)
Profit & Loss Account Balance c/f	3223964.00	3787441.00

### 2. REVIEW OF OPERATIONS:

The company has incurred loss for an amount of Rs. 509823/- during the year as compared to last year's loss for an amount of Rs. 1668573/-. The Company has surrendered Corporate Membership of BSE in December 2012 and has diversified into manpower recruitment activities. There has been marginal rise in the income during the year. The Company has redeemed 300000 Redeemable Preference Shares of Rs. 10/- each during the year.

### 3. DIVIDEND:

In view of the loss incurred during the year under review, your directors do not recommend any dividend for the Financial Year ended on 31<sup>st</sup> March, 2013.

### 4. DIRECTORS:



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