

**S.K.PANDEY**

**Practicing Company Secretary**

**Raja Bahadur Building, 1<sup>st</sup> Floor, 45 Tamarind Lane, M. P. Shetty Marg, Fort, Mumbai – 400 001.**

**Mobile No: - +91 9821051427 Email ID: - pandeysk2004@yahoo.co.in**

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SCRUTINIZER'S REPORT

[Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

MATRU - SMRITI TRADERS LIMITED

Chairman

Reg.Office: B-207, Patel Shopping Centre,

Chandavarkar Road,

Borivali (west),

Mumbai - 400 092.

ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF MATRU-SMRITI TRADERS LIMITED HELD ON 29<sup>TH</sup> SEPTEMBER, 2015 AT 11.00 A.M. AT B-207, PATEL SHOPPING CENTRE, CHANDAVARKER ROAD, BORIVALI (WEST), MUMBAI - 400 092.

Dear Sir,

I have been appointed as a Scrutinizer for the purpose of the e-voting/ poll taken on the below mentioned resolutions at the Annual General Meeting of the Equity Shareholders of MATRU-SMRITI TRADERS LIMITED HELD ON 29<sup>TH</sup> SEPTEMBER, 2015 AT 11.00 A.M. AT B-207, PATEL SHOPPING CENTRE, CHANDAVARKER ROAD, BORIVALI (WEST), MUMBAI - 400 092.

The Company had appointed Central Depository Securities (India) Limited (CDSL) as the service provider for remote E-Voting/ E-voting to the shareholders from 26.09.2015 (9.00 a.m) to 28.09.2015 (5.00 p.m.). On completion of e-voting period, in compliance of the provisions of Rule 20 (4)(xii) of the Companies (Management and administration) Amendment Rule, 2015, I have unblocked the Votes on 29.09.2015.

At the Annual General Meeting of the Company held on 29<sup>th</sup> September, 2015, the Company has also provided facility for voting by Ballot or Polling paper to the members attending the meeting, who have not already cast their vote by remote e-voting/ E-voting. The chairman of the AGM has appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizers report in MGT 13.

1. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll/ E-voting is as under:



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Ordinary Resolution:Item No. 1: Adoption of Audited Financial statement for the year ended 31<sup>st</sup> March, 2015

Total No. of Shareholders	165						
Total No. of Shares	543722						
No. of Votes	7						
Particular of Business		Votes in favor of the resolution		Votes in against of the resolution		Invalid Votes	
		No.	%	No.	%	No.	%
Total Votes Cast through e-Voting	A	0	0.00	0	0.00	0	0.00
Total Votes Cast through Ballot Forms/Poll	B	421878	100.00	0	0.00	0	0.00
Total of e-voting/ Ballot Form/ Poll (A+B)	C	421878	100.00	0	0.00	0	0.00

Item No. 2: Appointment of M/S Paresh Rakesh &amp; Associates, Charter Accountant as Statutory Auditor &amp; Fix their remuneration.

Total No. of Shareholders	165						
Total No. of Shares	543722						
No. of Votes	7						
Particular of Business		Votes in favor of the resolution		Votes in against of the resolution		Invalid Votes	
		No.	%	No.	%	No.	%
Total Votes Cast through e-Voting	A	0	0.00	0	0.00	0	0.00
Total Votes Cast	B	421878	100.00	0	0.00	0	0.00



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through Ballot Forms/Poll							
Total of e-voting/ Ballot Form/ Poll (A+B)	C	421878	100.00	0	0.00	0	0.00

**Special Resolution**

Item No. 3: To fix the borrowing limit upto Rs. 200 crores.

Total No. of Shareholders	165						
Total No. of Shares	543722						
No. of Votes	7						
Particular of Business		Votes in favor of the resolution		Votes in against of the resolution		Invalid Votes	
		No.	%	No.	%	No.	%
Total Votes Cast through e-Voting	A	0	0.00	0	0.00	0	0.00
Total Votes Cast through Ballot Forms/Poll	B	421878	100.00	0	0.00	0	0.00
Total of e-voting/ Ballot Form/ Poll (A+B)	C	421878	100.00	0	0.00	0	0.00

Item No. 4: To give loan / guarantee upto Rs. 200 crores.

Total No. of Shareholders	165						
Total No. of Shares	543722						
No. of Votes	7						
Particular of Business		Votes in favor of the resolution		Votes in against of the resolution		Invalid Votes	
		No.	%	No.	%	No.	%



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		No.	%	No.	%	No.	%
Total Votes Cast through e-Voting	A	0	0.00	0	0.00	0	0.00
Total Votes Cast through Ballot Forms/Poll	B	421878	100.00	0	0.00	0	0.00
Total of e-voting/ Ballot Form/ Poll (A+B)	C	421878	100.00	0	0.00	0	0.00

Item No. 5: To Adopt new set of AOA

Total No. of Shareholders	165						
Total No. of Shares	543722						
No. of Votes	7						
Particular of Business		Votes in favor of the resolution		Votes in against of the resolution		Invalid Votes	
		No.	%	No.	%	No.	%
Total Votes Cast through e-Voting	A	0	100.00	0	0.00	0	0.00
Total Votes Cast through Ballot Forms/Poll	B	421878	100.00	0	0.00	0	0.00
Total of e-voting/ Ballot Form/ Poll (A+B)	C	421878	100.00	0	0.00	0	0.00

Item No. 6: Appointment of Mrs. Mohini Bipinbhai Patel as an Non-Executive Non-Independent Director, liable to retire by rotation.

Total No. of Shareholders	165						
Total No. of Shares	543722						



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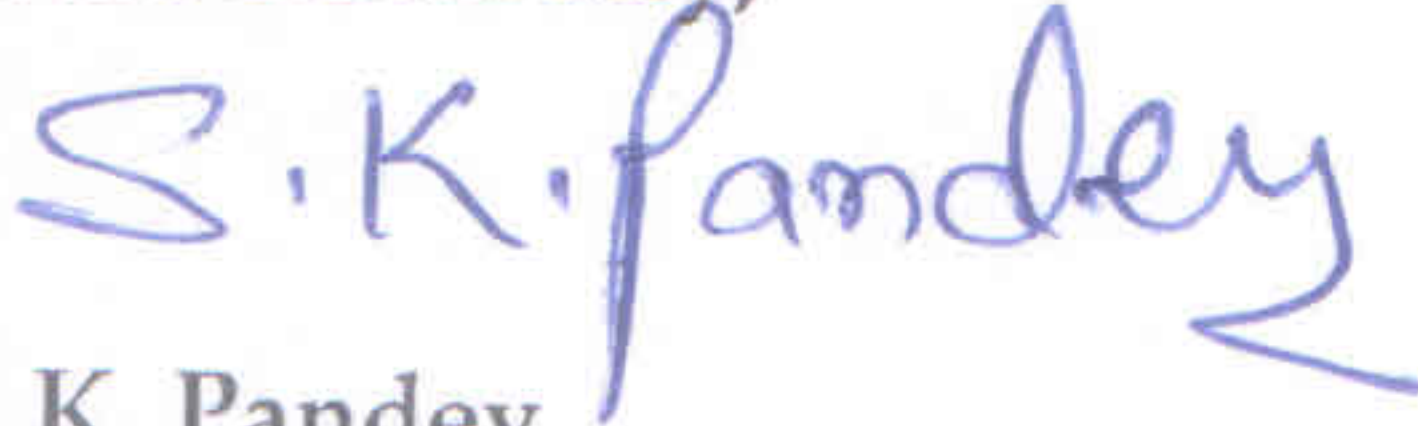
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Particular of Business	No. of Votes	Votes in favor of the resolution		Votes in against of the resolution		Invalid Votes	
		No.	%	No.	%	No.	%
Total Votes Cast through e-Voting	A	0	100.00	0	0.00	0	0.00
Total Votes Cast through Ballot Forms/Poll	B	421878	100.00	0	0.00	0	0.00
Total of e-voting/ Ballot Form/ Poll (A+B)	C	421878	100.00	0	0.00	0	0.00

5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

Thanking You,  
Yours Faithfully,



S. K. Pandey  
(Name and Signature of the Scrutinizer)



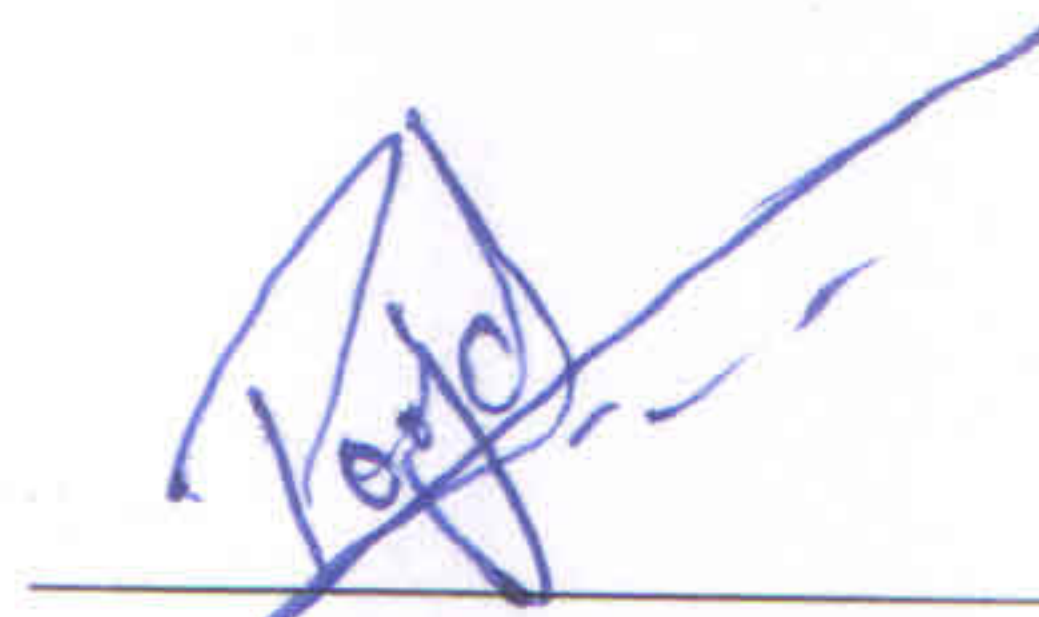
Date: 30/09/2015

Place: Mumbai

Signature of Witnesses



(Aparna Tripathi)



(Pooja Jobanputra)