

Matru-Smriti Traders Limited

[28th Annual Report]

[CIN NO: L74900MH1985PLCO35243]



Annual Report
2013-2014

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Company Information

BOARD OF DIRECTOR

Mr. S.K. Pandey	:	Non – Executive Independent Director
Mr. Alok S. Bairagra	:	Non – Executive Independent Director
Mr. Reshamsingh Saini*	:	Director (Resigned on 19/03/2014)
Mr. Jatinder Singh Patpatia**	:	Independent Director (Resigned on 20/03/2014)
Mr. Sarabjit Singh Saini	:	Executive Director

AUDITORS:

M/s. H. K. Dedhia & Co.,
(Chartered Accountants)
62, 2nd Floor, Vijay Nagar,
Dadar West, Mumbai – 400 028.
Tel.: 022 24300807

BANKERS:

Bank of India
Punjab & Sindh Bank
AXIS Bank Ltd.

REGISTRAR & SHARE TRANSFER AGENTS:

M/S. Purva Sharegistry (India) Pvt. Ltd
Unit No.9, Shiv Shakti Industrial Estate,
Ground Floor, J.R. Boricha Marg,
Opp. Kasturba Hospital, Lower Parel,
Mumbai – 400 011.
Tel.: 022 23016761 Fax: 022 23012517
Email ID: busicomp@vsnl.com

REGISTERED OFFICE:

Marshall Building, 2nd Floor,
Soorji Vallabhdas Marg,
Ballard Estate, Mumbai - 400038
Tel.: 022 66390257 / 65047520
Fax: 022 66390257
Email:- matrusmriti1985@gmail.com
Website: www.matrusmrititraders.com

LISTED AT STOCK EXCHANGE:

BSE Limited,
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001.

NOTICE

Notice is hereby given that the 28th Annual General Meeting of Matru-Smriti Traders Limited will be held at Registered Office of the Company situated at Marshall Building, 2nd Floor, Soorji Vallabhdas Marg, Ballard Estate, Mumbai - 400038, on Wednesday 24th September, 2014 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014, the Profit & Loss Account of the Company for the financial year ended on that date and the Reports of the Auditors and Directors thereon.
2. To consider and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:
“**RESOLVED THAT** pursuant to the provisions of Section 139 and applicable provisions, if any, of the Companies Act, 2013 M/s. H.K. Dedhia, Chartered Accountant, Mumbai, bearing Membership No. 30839 be and is hereby appointed as the Statutory Auditors of the Company, to hold office for a term of Five Years from the conclusion of this Annual General Meeting till the conclusion of Annual general meeting of the Company to be held in the Year 2019 (subject to ratification of their appointment at every Annual general Meeting) and to fix remuneration as agreed between them and Company for the year 2014-15.”

SPECIAL BUSINESS

3. To consider and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:
“**RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act') read with Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. S K Pandey (DIN – 00118217), Independent Director of the Company is hereby appointed as an Independent Director not liable to retire by rotation for a period up to March 31, 2019.
4. To consider and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act') read with Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Alok Bairagra (DIN – 00035568), Independent Director of the Company is hereby appointed as an Independent Director not liable to retire by rotation for a period up to March 31, 2019.

By Order of the Board
For Matru-Smriti Traders Limited

SD/-

S.K. Pandey
Director

DIN – 00118217

Place: Mumbai.

Date: August 28, 2014

NOTES:

1. A Member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf and such proxy need not be a member of the Company. A person can act as a proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of Total Paid-up Share Capital of the Company. Any Member holding more than 10% of Total Paid-up Share Capital of the Company may appoint a single person as proxy and in such case, the said person shall not act as proxy for any other person or member. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting.
2. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed.
4. Members are requested to bring their admission slip along with copy of the report and accounts to Annual General Meeting.
5. All Documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday /Sunday & Public Holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from 23rd September, 2014 to 24th September, 2014 (Both Days Inclusive) for the purpose of the Annual General Meeting.
7. Members are requested to notify immediately any change in their addresses to the Registrar and Share Transfer Agent the details of any address so as to enable the Company to address any future communication at their correct address.
8. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.
9. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days prior to the Annual General Meeting so that the requested information can be made available at the time of the meeting.

10. Members holding shares in physical forms are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Member can contact the Company or the Company's Registrar and Transfer Agent, Purva Sharegistry India Private Limited, for assistance in this regard. Members are requested to note that the Company's shares are under compulsory demat trading for all investors. Members are, therefore, requested to dematerialize their shareholding to avoid inconvenience.
11. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
12. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in single name are advised, in their own interest to avail of the nomination facility by filling form 2B. Members holding shares in the dematerialized form may contact their depository Participant for recording nomination with their depository Participant for recording nomination in respect of their shares.
13. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken "Green Initiative in Corporate Governance" and allowed Companies to share documents with its shareholders through an electronic mode. Electronic copy of the Annual Report for 2014 is being sent to all the members who's Email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014 is being sent in the permitted mode.
14. Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report for 2014 will also be available on the Company's website www.matrusmrititaders.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated E-mail: matrusmriti1985@gmail.com.
15. Members are requested to support this green initiative by registering / updating their e-mail addresses, in respect of shares held in dematerialized form with their

respective Depository participants and in respect of old shares held in physical form with the Company's Registrar & Share Transfer Agent.

16. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
17. In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to Ms. Mruga K Vasavada, Scrutinizer, C/o. 202, May Building, 297/299/301, Princess Street, Near Marine Lines Flyover, Mumbai – 400 002. Tel.: 022-49227200, E-mail: mruga@sara-india.com so as to reach her on or before Monday, September 22, 2014 by 5.30 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
18. Members can request for a Ballot Form at Matru-Smriti Traders Limited, Marshall Building, 2nd Floor, S.V. Marg, Ballard Estate, Mumbai – 400 038 or they may also address their request through E-mail to: matrusmriti1985@gmail.com, Contact No 022-66390257.
19. The E-voting period for all items of business contained in this Notice shall commence from Saturday the 20th September, 2014 at 9.00 a.m. and will end on Saturday, the 20th September, 2014 at 6.00 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of August 28, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.
The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on August 28, 2014.
20. Mruga K. Vasavada, Practicing Company Secretaries (Membership No. ACS 26793) an Independent Professional has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received

from the members who do not have access to the e-voting process) in a fair and transparent manner.

21. The Scrutinizer shall within a period of not exceeding three working days from the conclusion of voting period, shall unblock the votes in presence of two witness, who are not in employment of the Company and after scrutinizing such votes received shall make a Scrutinizer's report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.
22. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.
23. Voting through electronic means;

In compliance with provisions 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 at the 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The E-Voting Particulars are set out below:

EVSN (E-Voting Sequence)	User ID	PAN / PIN	DOB / PIN	Dividend Bank Details / PIN
140905056	Refer Point No. (iii) of E-Voting			

The instructions for e-voting are as under:

- (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*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <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 for the relevant <Matru-Smriti Traders Limited> on which you choose to vote.
- (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.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - 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 favor 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. (xvi) Above to cast vote.
- (B) The voting period begins on Saturday the 20th September, 2014 at 9.00 a.m. and will end on Saturday, the 20th September, 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 28, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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.com under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board
For Matru-Smriti Traders Limited
SD/-
S.K. Pandey
Director
DIN – 00118217

Place: Mumbai.
Date: August 28, 2014

EXPLANATORY STATEMENT

The following explanatory statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), set out all material facts relating to the business mentioned at the Item No. 3 & 4 the accompanying Notice dated 28th August, 2014.

Item No. 3 & 4

The Company had pursuant to the Listing Agreements entered with the Stock Exchanges, appointed Mr. S.K. Pandey & Mr. Alok Bairagra as Independent Directors at various times, in compliance with the requirements of the Clause.

Pursuant to the provisions of section 149 of the Companies Act, 2013 which came into effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation. The tenure of the Independent Director will be for a period of 5 years.

The Board has recommended the appointment of these directors as Independent Directors in accordance with the provisions of sec. 149 of the Companies Act, 2013 to hold office for a term up to 5 consecutive years (for a period up to March 31, 2019) on the Board of Directors of the Company.

The Company has received Notices in writing from Members along with the requisite deposits in accordance with sec. 160 of the Companies Act, 2013, proposing the candidature of Mr. S.K.Pandey & Mr. Alok Bairagra as Independent Director. Mr. S.K. Pandey & Mr. Alok Bairagra, Non-Executive Independent Directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

Santosh Kamleshchandra Pandey	
Fathers' Name	Kamleshchandra Pandey
Date of Birth	10th August 1962
Date of Appointment	29 th May, 2013
Expertise in specific functional areas	He is having vast experience in the field of Capital Market, Company Law & Finance
Years of Experience	30 years
Qualification	B.Com & Practicing Company Secretary
List of Outside Directorship held in other Public Limited Companies	Nil
Member/Chairman of the Committee	Nil
No. of shares held in own name or in the name of relatives	Nil

Alok Shrikrishna Bairagra	
Fathers' Name	Shrikrishna Bairagra
Date of Birth	28 th January, 1977
Date of Appointment	23 rd November, 2012.
Expertise in specific functional areas	He is having vast experience in the field of finance, Taxation & Legal. He is innovative with need based financial products.
Years of Experience	15 years
Qualification	Practicing Chartered Accountant
List of Outside Directorship held in other Public Limited Companies	Nil
Member/Chairman of the Committee	Nil
No. of shares held in own name or in the name of relatives	Nil

Mr. S.K. Pandey & Mr. Alok Bairagra, respectively, are concerned or interested in the Resolutions mentioned at Item Nos. 3 & 4 of the accompanying Notice relating to their own appointment. None of the other Directors, key managerial personnel or their relatives is concerned or interested in these items of business.

The Board recommends the resolution set forth in Item Nos. 3 & 4 for the approval of the members.

DIRECTOR'S REPORT

Your Directors are pleased to present their Annual Report on the Business and operations of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2014.

FINANCIAL RESULTS

The financial performance of your Company for the year ended March 31, 2014 is summarized below:

(Rupees in Lacs)

Particulars	2013-2014	2012-2013
Sales	-	27.04
Other Income	4.65	3.63
Total Income	-	30.67
Total Expenses	3.69	35.77
Profit/(Loss)Before Tax	0.96	(5.10)
Tax Expenses	0.19	0.53
Net Profit After Tax	0.77	(5.63)

1. REVIEW OF OPERATIONS:

The company has incurred a profit of Rs. 0.77 Lac during the year as compared to last year's loss for an amount of Rs. 5.63 Lacs. The Company has not done any activities during the year & is exploring various business activities. The trading in the equity shares of the Company was revoked by BSE Limited i.e. 25th June, 2013.

2. DIVIDEND:

Your directors do not recommend any dividend for the Financial Year ended on 31st March, 2014.

3. DIRECTORS:

Mr. Reshamsingh Saini, director of the company resigned during the year on account of ill-health. Mr. Jatinder Singh Patpatia, director of the Company also resigned during the year as he was in-charge of Corporate Membership of BSE Limited which has been surrendered

during the year, hence he has resigned. The Board of Directors of the Company places on record their valuable contribution given to the Company during their tenure.

During the year under review, Mr. S.K.Pandey and Mr. Alok Bairagra were appointed as Non-Executive Independent Directors of the Company for the terms of 5 Years, up to 31st March, 2019.

4. FIXED DEPOSITS:

During the Year under review, the Company has neither invited nor accepted any fixed deposits from the public.

5. AUDITORS:

The Statutory Auditors, M/s. H. K. Dedhia & Co., Chartered Accountants, Mumbai, had been appointed to hold office until the conclusion of the ensuing Annual General Meeting; however he is also eligible for re- appointment and his willingness for re- appointment have been intimated to the Company well in advance. Further he has also confirmed that he is not disqualified for re- appointment within the meaning of Section 141 of the Companies Act, 2013 and his appointment, if made would be within the limits specified in Section 139 of the said Act.

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made there under, the current auditors of the Company, M/s. H. K. Dedhia & Co., Chartered Accountants, Mumbai, is eligible to hold the office for a period of five years. The members are therefore requested to appoint M/s. H. K. Dedhia & Co., Chartered Accountants as auditors for five years from the conclusion of the this Annual General Meeting till the conclusion of Annual general meeting of the Company to be held in the Year 2019 (subject to ratification of their appointment at every Annual general Meeting) and to fix their remuneration for the year 2014-15.

6. AUDITORS REPORT:

The Auditors have not made any qualification to the financial statement. Their reports on relevant notes on accounts are self explanatory and do not call for any comments under section 217 (3) of the companies Act, 1956.

7. CORPORATE GOVERNANCE:

Though the Clause 49 of the Listing Agreement is not applicable to the Company, the company makes its best efforts to voluntarily ensure proper Corporate Governance in the affairs of the company and its daily functioning. The paid-up capital & reserve is below the threshold limit of Rs. 3.00 Crore prescribed by SEBI/Stock Exchange for Corporate Governance, hence the same is not applicable to the Company.

8. PARTICULARS OF EMPLOYEES:

Particulars of the employees of the Company pursuant to Section 217 (2A) of the Companies Act, 1956 is not given, as none of the employees come under the purview of these provisions.

9. COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988:

The details relating to Conservation of energy, Technology Absorption, and Foreign Exchange Earning and Outflow required to be attached in terms of section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the report of board of directors) Rules, 1988 are not given in view of the nature of activities of the company. There are no Foreign Exchange earnings or outgo during the year under review.

10. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) That in the preparation of the accounts for the financial year ended 31st March, 2014, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year under review;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies

Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (iv) That the Directors have prepared the accounts for the financial year ended 31st March 2014 on a 'going concern' basis.

11. SUBSIDIARY COMPANY:

The Company does not have any subsidiary Company.

12. INDEPENDENT DIRECTOR:

As per provisions of Section 149 of the Companies Act, 2013 independent directors shall hold office for a term up to five consecutive years on the board of a company, but shall be eligible for re-appointment for another term up to five years on passing of a special resolution by the company and disclosure of such appointment in Board's Report. Further Section 152 of the Act provides that the independent directors shall not be liable to retire by rotation in the Annual General Meeting ('AGM') of the Company.

As per Revised Clause 49 of the Listing Agreement (applicable from October 1, 2014), any person who has already served as independent director for five years or more in a company as on October 1, 2014 shall be eligible for appointment, on completion of the present term, for one more term of up to 5 (five) years only. Though Clause 49 of the Listing Agreement is not applicable, but as a prudent & good Corporate Governance, the Company proposes to pass the resolution in the ensuing Annual General Meeting.

13. ACKNOWLEDGEMENTS:

Your Directors would like to express their sincere appreciation and gratitude for the co-operation and assistance from its shareholders, bankers, regulatory bodies and other business constituents during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for the contribution and commitment displayed by the employees.

By Order of the Board
For Matru-Smriti Traders Limited
SD/-
S.K. Pandey
Director
DIN – 00118217

Place: Mumbai.
Date: August 28, 2014

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF MATRU SMRITI TRADERS LIMITED

Report on the Financial Statements

I have audited the accompanying financial statements of Matru Smriti Traders Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and for the year ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. I conducted audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that I comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for audit opinion.

Opinion

In my opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

Contd...2

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
- (b) in the case of the Statement of Profit and Loss, of the Profit of the Company for the year ended on that date, and
- (c) in the case of the Cash Flow Statement, of the Cash Flows for the period ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, I give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
 - (a) I have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of my audit.
 - (b) In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
 - (d) In my opinion, the Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2014 & taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

For H. K. Dedhia & Co.
Chartered Accountants
Hasmukh Dedhia
Proprietor
Membership No.: 30839

Place: Mumbai
Date: 29/05/2014

ANNEXURE TO THE AUDITORS' REPORT

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
- (b) I am informed that Fixed Assets has been physically verified by the management and no discrepancies were observed between book record and physical verification.
- (c) The Company has disposed off substantial part of Fixed Asset during the year which has no effect to its going concern.
- (ii) In my opinion and according to the information and explanation given to me the company does not hold any inventories during the period under review; hence the clause (ii) (a) to (c) of the said order is not applicable.
- (iii) In my opinion and according to the information and explanation given to me there are adequate internal control procedures commensurate with the size of the company and the nature of its business, for the purchase and sale of inventory, fixed assets and with regard to the sale of services. During, the course of my audit, I have not observed any continuing failure to correct major weakness in internal controls.
- (iv) The company has no transactions of purchase and sale of services made in pursuance of contracts and arrangements entered in the register mentioned under section 301 of the Companies Act and aggregating during the year to Rs. 500000/- or more in respect of each party.
- (v) The Company has not taken unsecured loan from companies, listed in the register maintained under sec 301 of the Companies Act, 1956. In my opinion the rate of interest and the other terms & conditions of such loans are not prima facie prejudicial to the interest of the company.
- (vi) The Company has not given interest free loans to employees.
- (vii) The company has not accepted any deposit from public under provisions of section 58A of the Companies Act, 1956 and accordingly, the provision of section 58A of the Companies Act and Rules framed there under are not applicable.
- (viii) The Company is not required to have an internal audit system.
- (ix) As explained to me the Company has not been prescribed by the Central Government to maintain cost records under Sec 209(1) (d) of the Companies Act, 1956.
- (x) The Company is regular in depositing undisputed statutory dues including Income tax, Service Tax, Wealth Tax, customs duty, excise duty, cess and any other material statutory dues wherever applicable with the appropriate authorities. I am informed that there are no arrears of outstanding statutory dues as on 31st March 2014, which are outstanding for more than six months.
- (xi) According to the information and explanations given to me, no personal expenses of employees or directors have been charged to the revenue account, other than those payable under contractual obligations with the generally accepted business practice.
- (xii) The company is not a Sick Industrial Company within the meaning of Clause (O) of sub-section 1 of section 3 of the Sick Industrial Companies (Special Provision) Act, 1985.

H. K. DEDHIA & CO.
CHARTERED ACCOUNTANTS
62, 2ND FLOOR, VIJAY NAGAR, DADAR (WEST), MUMBAI – 400 028
TEL NO. 24300807

- (xiii) In my opinion and according to the information and explanation given to me, the company has no dues outstanding with the financial institutions, banks as at the balance sheet date.
- (xiv) The company has not granted any loans or advance on the basis of security by way of pledge of shares and debentures or any other securities.
- (xv) In our opinion, the company is not a chit fund or a nidhi mutual benefit fund/society. Therefore, the provisions of clause (xiii) of the companies (Auditor's Report) Order, 2003 are not applicable to the companies.
- (xvi) The company has, in my opinion maintained proper records and contracts with respect to its investments & dealing in shares and securities where the timely entries of transaction are made in the register maintained for it. All investments at the close of the year are held in the name of the company.
- (xvii) The Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xviii) In my opinion the company is not a dealer or traders in share securities, debenture and other investments.
- (xix) In my opinion and according to the information and explanation given to me, the company has not taken any term loan.
- (xx) According to the information and explanations given to me and on an overall examination of the Balance sheet of the company, I report that the no fund raised on short term basis have been used for long term investment. No long term funds have been used to finance short term assets except permanent working capital.
- (xxi) The company has not made any preferential allotment of shares during the year.
- (xxii) The company has not issued any debentures.
- (xxiii) The company has not raised any money by public issue during the year.
- (xxiv) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.
- (xxv) During the course of my examination of the books and records of the company carried out in accordance with the generally accepted auditing practices in India, and I have neither come across any instance of fraud on or by the company, noticed or reported during the period nor I have informed of such case by the management.

For H. K. Dedhia & Co.
Chartered Accountants
Hasmukh Dedhia
Proprietor
Membership No.: 30839

Place: Mumbai
Date: 29/05/2014

Matru-Smriti Traders Limited
Balance Sheet as at 31st March, 2014

Particulars	Note	As at 31st March, 2014	As at 31st March, 2013
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	5,437,220	4,500,000
(b) Reserves and Surplus	3	2,364,636	3,223,964
(2) Share Application Money pending allotment		-	-
(3) Non-Current Liabilities			
(a) Long-Term Borrowings		-	-
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Long Term Liabilities	4	9,494,400	-
(d) Long-Term Provisions		-	-
(4) Current Liabilities			
(a) Short-Term Borrowings	5	-	1,100,000
(b) Trade Payables		-	-
(c) Other Current Liabilities	6	23,596	489,694
(d) Short-Term Provisions		-	-
TOTAL		17,319,852	9,313,658
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	7	-	177,678
(ii) Intangible Assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible Assets under development		-	-
(v) Fixed Assets held for sale		-	-
(b) Non-Current Investments		-	-
(c) Deferred Tax Assets (Net)		-	-
(d) Long-Term Loans and Advances	8	4,539,847	370,510
(e) Other Non-Current Assets		-	-
(2) Current Assets			
(a) Current Investments		-	-
(b) Inventories		-	-
(c) Trade Receivables	9	-	2,711,391
(d) Cash and Cash Equivalents	10	10,266,787	4,929,079
(e) Short-Term Loans and Advances	11	2,513,218	1,125,000
(f) Other Current Assets		-	-
TOTAL		17,319,852	9,313,658
See accompanying notes to the financial statements	1		

As per our report of even date

For H K Dedhia & Co.

Chartered Accountants

Hasmukh Dedhia

Proprietor

Membership No. 30839

Place : Mumbai

Date : 29/05/2014

For and on behalf of the Board of Directors

S.K. Pandey

Director

Alok Bairagra

Director

Matru-Smriti Traders Limited

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

Note : 1

Significant Accounting Policies & Notes to the Accounts

A SIGNIFICANT ACCOUNTING POLICIES:

1 ACCOUNTING CONVENTION

The financial statements are prepared on accrual basis, under the historical cost convention in accordance with the generally accepted accounting principles in India, the Accounting Standards issued by the Institute of Chartered Accountants of India and the requirements of the Companies Act, 1956.

2 FIXED ASSETS

The company has disposed off the fixed asset during the year.

3 DEPRECIATION:

Since the company has disposed off the fixed asset, there is no depreciation.

4 Other Accounting Policies

These are consistent with general accepted Accounting practice.

5 EARNINGS PER SHARE

The earnings per share is calculated by dividing the net profit / (loss) for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. The company has not issued any potential equity shares.

	<u>2013-2014</u>	<u>2012-2013</u>
Net Profit after Tax as per statement of Profit & Loss account attributable to Equity Share holder	77,890	(563,477)
Total No. of Shares Outstanding	543,722	450,000
Weighted Average No. of Shares Outstanding	543,722	450,000
EPS	0.14	(1.25)
Diluted EPS	0.14	(1.25)

6 CONTINGENT LIABILITIES

As stated by the directors, company does not have any contingent liabilities in the contract Execution/Completion.

7 RELATED PARTY TRANSACTIONS

As per the Accounting standard -18 issued by the Institute of Chartered Accountants of India, the disclosure of transaction with related parties as defined in the accounting standard are given below:

Name of the parties	Nature of Relationship	Transaction	Amount (Rs.)
Reshamsingh & Co. Pvt Ltd	Company in which director of the Company is Director	Sale of Fixed Assets	294,042

Matru-Smriti Traders Limited

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

Significant Accounting Policies & Notes to the Accounts

B EXPENDITURE IN FOREIGN CURRENCY

	<u>2013-2014</u>	<u>2012-2013</u>
a) Value of Import on CIF Basis	NIL	NIL
b) Expenditure in Foreign Currency	NIL	NIL
c) Earning in Foreign Currency	NIL	NIL
d) Remittance in Foreign Currency	NIL	NIL

Previous years figures are regrouped wherever if found necessary, so as to make it comparable with those of current year's figures.

As per our report of even date attached

For H K Dedhia & Co.
Chartered Accountants
Hasmukh Dedhia
Proprietor
Membership No: 30839

For and on behalf of the Board

S.K. Pandey
Director

Alok Bairagra
Director

Date: 29/05/2014
Place: Mumbai

Matru-Smriti Traders Limited
Notes Annexed to and Forming part of the Financial Statements

Particulars	As at 31st March, 2014	As at 31st March, 2013
NOTE: 2		
Share Capital		
(a) Authorised Capital:		
(i) 7,00,000 Equity Shares of Rs.10/- each (as at March 31, 2013: 7,00,000 Equity Shares of Rs. 10/- each)	7,000,000	7,000,000
(ii) 3,00,000 0% Non-convertible redeemable preference shares of Rs. 10/- each (as at March 31, 2013: 3,00,000 Preference Shares of Rs. 10/- each)	3,000,000	3,000,000
	10,000,000	10,000,000
(b) Issued, Subscribed and Paid up:		
(i) 4,50,000 Equity Shares of Rs.10/- each (as at March 31, 2013: 4,50,000 Equity Shares of Rs. 10/- each)	4,500,000	4,500,000
Add: 93722 Equity Shares of Rs. 10/- each issued shares as Bonus on 1:1 basis (Bonus shares allotted to other than promoter shares)	937,220	-
	5,437,220	4,500,000
Reconciliation Of Number Of Shares		
Equity share:		
Balance as at the beginning of the year	450,000	450,000
Change during the Year		
Bonus Issued	93,722	-
Balance at end of the Year	543,722	450,000
Preference share:		
Balance as at the beginning of the year	-	300,000
Change during the Year		(300,000)
Balance at end of the Year	-	-
Details of Shares held by Shareholders holding more than 5% of the aggregate shares in the company		
	No. Of Share & Percentage	No. Of Share & Percentage
Equity Shares		
Mr. Reshamsingh Pyarasingh	192,501 35.40%	192,501 42.78%
Mr. Sabarjitsingh Reshamsingh	102,267 18.81%	102,267 22.73%
Mr. Gurmitkaur Reshamsingh	61,510 11.31%	61,510 13.67%
Dharmesh M Kansara HUF	30,000 5.52%	-
Vijay Kumar Tibrewala HUF	41,900 7.71%	-
Umashankar Beriwal HUF	32,524 5.98%	-
NOTE: 3		
Reserves and Surplus		
(a) General Reserve		
Balance as per Last Balance Sheet	-	-
Less: Transferred to Capital Redemption Reserve	-	-
Add: Transferred During the Period	-	-
	-	-
(b) Capital Redemption Reserve		
As per Last Balance Sheet	3,000,000	-
Amount Transferred from General Reserve during the year	-	3,000,000
Less: Amount utilised for issue of bonus shares during the year	937,220	-
	2,062,780	3,000,000

(c) Surplus i.e. Balance in the Statement of Profit & Loss		
As per last Balance Sheet	223,966	3,787,441
Add/Less: Net Profit / (Net Loss) for the year	77,890	(509,823)
Transfer from / (to) CRR	-	(3,000,000)
Add/Less: Adjustment of earlier years	-	(53,654)
Proposed Dividend	-	-
Tax on Proposed Dividend	-	-
Add: Excess/(Short) Income Tax Provision	-	-
Transfer to Reserves	301,856	223,964
	<u>2,364,636</u>	<u>3,223,964</u>
Particulars	As at	As at
	31st March, 2014	31st March, 2013
NOTE: 4		
Other Long Term Liabilities		
Advances	9,494,400	-
	<u>9,494,400</u>	<u>-</u>
NOTE: 5		
Short-Term Borrowings		
From Directors	-	1,100,000
	<u>-</u>	<u>1,100,000</u>
NOTE: 6		
Other Current Liabilities		
Service Tax Payable	-	170,598
TDS on Salary	-	8,200
Advance received against sale of assets	-	294,042
Audit fees Payables	16,854	16,854
Professional Fee Payable	6,742	-
	<u>23,596</u>	<u>489,694</u>
NOTE: 8		
Long-Term Loans and Advances		
5E Venture Holdings Pvt. Ltd.	3,198,295	-
Cherry Commosales Pvt. Ltd.	1,000,000	-
Advance Income Tax (Net of Provisions)	341,552	370,510
	<u>4,539,847</u>	<u>370,510</u>
NOTE: 9		
Trade Receivable		
Trade Receivable outstanding for a period less than six months from the date they are due for payment		
Unsecured, considered good	-	2,711,391
Trade Receivable outstanding for a period more than six months from the date they are due for payment		
Unsecured, considered good	-	-
	<u>-</u>	<u>2,711,391</u>
NOTE: 10		
Cash and Cash Equivalents		
Cash in Hand	69,275	111,414
Balances with Banks		
On current accounts	10,197,512	2,584,662
On fixed deposits	-	2,233,003
	<u>10,266,787</u>	<u>4,929,079</u>
NOTE: 11		
Short term loans and advances		
Unsecured/ considered Good		
Deposit with BSE		
Membership card	-	1,000,000
Capital Fund	-	125,000
K. M. Developers	1,000,000	-
Shatrunjay Credit Services Ltd.	1,500,000	-
Cenvat Credit Receivable	13,218	-
	<u>2,513,218</u>	<u>1,125,000</u>

Matru-Smriti Traders Limited
Notes Annexed to and Forming part of the Financial Statements

Note 7: Tangible Assets

	GROSS BLOCK				DEPRECIATION			NET BLOCK	
	Gross Block as at 01.04.2013	Additions	Deletions / Adjustments	Gross Balance as on 31.03.2014	Accumulated Depreciation as at 01.04.2013	Depreciation/ amortization for the year	Accumulated Depreciation as at 31.03.2014	31.03.2014	31.03.2013
Office Equipment	703,200	-	177,678	525,522	525,522	-	525,522	-	177,678
Total	703,200	-	177,678	525,522	525,522	-	525,522	-	177,678
Previous Year	1,381,443	-	615,666	765,777	368,327	219,772	588,099	177,678	

Matru-Smriti Traders Limited
Statement of Profit and Loss for the Year Ended 31st March, 2014

Particulars	Note No.	As at 31st March, 2014	As at 31st March, 2013
I. Revenue from Operations	12	-	2,704,565
II. Other Incomes	13	465,320	362,868
III. Total Revenue (I + II)		465,320	3,067,433
IV. Expenses:			
Employee Benefit Expenses	14	-	943,232
Admin & Selling Expenses	15	368,929	2,414,252
Depreciation		-	219,772
Total Expenses		368,929	3,577,256
V. Profit before Tax		96,390	(509,823)
VI Tax Expenses			
Current Tax		18,500	-
Deferred Tax		-	-
Prior Period Adjustment		-	53,654
VII Profit/ (Loss) for the Period		77,890	(563,477)
VIII Earnings Per Equity Share			
(1) Basic		0.14	(1.13)
(2) Diluted		0.14	(1.13)
See Accompanying Notes to the Financial Statements	1		

As per our report of even date

For H K Dedhia & Co.
Chartered Accountants
Hasmukh Dedhia
Proprietor
Membership No. 30839

For and on behalf of the Board of Directors

S.K. Pandey
Director

Alok Bairagra
Director

Place : Mumbai
Date : 29/05/2014

Matru-Smriti Traders Limited
Notes Annexed to and Forming part of the Financial Statements

Particulars	Year Ended 31st March, 2014	Year Ended 31st March, 2013
NOTE: 12		
Revenue From Operations		
Brokerage Received (BSE)	-	23,311
Manpower Recruitment income	-	2,681,254
	-	2,704,565
NOTE: 13		
Other Incomes		
Interest on Bank FD	168,799	309,863
Interest on Income tax Refund	2,101	-
Interest Received	172,832	-
Other Income	5,225	-
Profit on sale of Fixed Asset	116,363	-
Dividend Received	-	32,893
Profit on Sale of Shares-Long Term	-	20,113
	465,320	362,868
NOTE: 14		
Employee Benefit Expenses		
Salaries & Allowances	-	930,794
Staff Welfare Expenses	-	12,438
	-	943,232

NOTE: 15		
Other Expenses		
Particulars	Year Ended 31st March, 2014	Year Ended 31st March, 2013
<u>Auditors Remuneration</u>		
Audit Fees	15,000	16,854
Internal Audit Fees	-	33,708
Advertisement, Publicity & Sales Promotion	53,626	-
Books and Periodicals	-	7,191
Bank Charges	2,936	1,535
BSE Membership Department	29,883	-
Conveyance	21,589	22,491
BSE Reinstatement fees	-	1,230,000
Director Remuneration	-	525,000
Depository Charges	-	34,179
BSE Listing Fees	15,000	16,854
Insurance	-	6,742
Legal & Professional Fees	130,052	33,708
BSE Expences (Bonus Issue,Listing fees)	-	30,000
Loss on sale of asset	-	123,322
Annual Fees (BSE & F&O)	-	119,352
Miscellaneous Expenses	21,224	24,389
CDSL Bonus Issue Processing Charges	11,000	-
Office and General Expenses	18,577	22,877
Interest on TDS	742	-
Interest on ST Paid	10,348	-
Printing & Stationery	1,041	-
Rates and Taxes	-	34,310
Repairs and Maintainence	8,755	12,700
Annual Maintainence Charges	-	11,236
NSDL (Annual Custody Fees)	4,876	-
Telephone & Internet Expenses	24,280	107,805
	368,929	2,414,252

Matru-Smriti Traders Limited

Cash Flow Statement For The Year Ended 31st March 2014

Particulars	For the year ended 31 March 2014		For the year ended 31 March 2013	
	Rs.	Rs.	Rs.	Rs.
Cash Flow from Operative Activities				
Profit/(Loss) before extraordinary items and tax	96,390		(509,823)	
Adjustments for:				
Depreciation	-		219,772	
Profit/Loss on sale of Investments	-		(20,113)	
Dividend Received	-		(32,893)	
Profit on Sale of Tangible Assets	(116,363)			
Interest Income	(343,732)		(309,863)	
Preliminary Expenses written off during the year	-		-	
Operating profit Before Working Capital Changes	(363,705)		(652,920)	
Adjustments for:				
<u>(Increase)/Decrease in Working Capital</u>				
Inventories	-		-	
Trade Receivables	2,711,391		(2,711,391)	
Short-term loans and advances	(1,406,718)		-	
Long-term loans and advances	(4,169,337)		(332,261)	
Other Current Assets	-		174,082	
Other non-current Assets	-		-	
Trade Payables	-		-	
Other current liabilities	(466,098)		445,637	
Other Long term liabilities	9,494,400		-	
Short-term provisions	-		(76,718)	
Prior Period Items	-		(53,654)	
Long-term provisions	-		-	
Cash Generated from operations	5,799,934		(3,207,226)	
Net income tax (paid)/refunds	-		-	
Net Cash Used in Operation (A)		5,799,934		(3,207,226)
Cash Flow from Investing Activities				
Interest Income	343,732		309,863	
Dividend Received	-		32,893	
Fixed Assets Purchase/Sales	294,041		615,666	
Sale/(Purchase) of Current Investments			2,958,410	
Net Cash used in Investing activities (B)		637,773		3,916,832
Cash Flow from Financing Activities				
Shares Issued / Redeemed during the Year			(3,000,000)	
Share Application Money Pending Allotment	-			
Loan Taken				
- Secured Loan	-		-	
- Unsecured Loan	(1,100,000)		1,100,000	
Loan Repaid				
Interest Paid	-		-	
Net Cash used in financing activities (C)		(1,100,000)		(1,900,000)
Net increase/ (decrease) in cash and Cash Equivalent (A+B+C)		5,337,708		(1,190,394)
Cash and Cash Equivalent at the beginning of the year		4,929,079		6,119,473
Cash and Cash Equivalent at the end of the year		10,266,787		4,929,079
Net increase/ (decrease) as disclosed above		5,337,708		(1,190,394)

As per our report of even date attached

For H.K. Dedhiya & Co.
Chartered Accountants
Hasmukh Dedhiya
(Proprietor)
M.No. 30839
Place : Mumbai
Date : 29/05/2014

For Matru Smiriti Private Limited

S.K. Pandey Alok Bairagra
Director Director

Matru-Smriti Traders Limited

Details of Advance Tax or Provision for Tax (NET) FY 2013-14

Particulars	A.Y. 2014-15	A.Y. 2013-14
TDS	27,791	332,261
Advance Income Tax S.A. Tax Paid	27,791	332,261
Provision for Income Tax	18,500	-
Income Tax Refund Recd		
Refund Receivable / Excess / Short Prov	9,291	332,261
Net To be Disclosed in B/s Advance Tax (Net)		341,552

Matru-Smriti Traders Limited

Details of Shares held by Shareholders holding more than 5% of the aggregate shares in the company as on 31/03/2014

	No of Shares	Amount
Issued Subscribed and Paid up Capital	543,722	5,437,220

Sr. No.	Name of the Shareholder	No of Shares Held	% of share holding
1	Mr. Reshamsingh Pyarasingh	192,501	35.40
2	Mr. Sabarjitsingh Reshamsingh	102,267	18.81
3	Mr. Gurmitkaur Reshamsingh	61,510	11.31
4	Dharmesh M Kansara HUF	30,000	5.52
5	Vijay Kumar Tibrewala HUF	41,900	7.71
6	Umashankar Beriwal HUF	32,524	5.98
		460,702	84.73

SHAREHOLDING STRUCTURE**ISIN No.**

The Company's Demat International Security Identification Number (ISIN) for its equity shares in NSDL and CDSL is INE 365O01010.

❖ Distribution of Shareholding as on March 31, 2014, Are As Follows:

No. of Shares Range	No. of Shareholders	% of Shareholders	Value of Shares Held	% of Shareholding
Up To 5,000	138	82.63	312000	5.74
5,001 to 10,000	18	10.78	154000	2.83
10,001 to 20,000	2	1.20	24200	0.45
30,001 to 40,000	1	0.60	40000	0.74
50,001 to 1,00,000	1	0.60	100000	1.84
1,00,001 & Above	7	4.19	4807020	88.41
Total	167	100.00	5437220	100.00

❖ Shareholding Pattern as on 31st March, 2014

Sr. Nos.	Category	No. of Shares held	% of Shareholding
A	Promoters		
1.	Individuals/HUF	356278	65.53
	TOTAL (A)	356278	65.53
B	Public Shareholding		
	Institutions	0	0
	Non-Institutions	0	0
1.	Bodies Corporate	1	0
2. (a)	Individual Shareholders holding up to Rs.1 Lac	53019	9.75
(b)	Individual Shareholders holding above Rs.1 Lac	20000	3.68
3.	NRIs/ HUF's / Clearing Members	114424	21.04
	TOTAL (B)	187444	34.47
	TOTAL (A+B)	543722	100.00

❖ Outstanding GDRs/ ADRs:

The Company has not issued any GDRs/ADRs.

❖ Dematerialization of Shares and Liquidity:

The Company's equity shares are available for trading in the depository systems of National Securities Depository Limited and Central Depository Services (India) Limited.

As on 31st March, 2014, 1,34,524 equity shares, constituting 24.74% of the paid-up equity capital of the Company, stood dematerialized.

❖ Financial Calendar (Tentative):

Financial Year	: 01 April, 2014- 31st March, 2015
First quarter result	: 14th August, 2014.
Half-yearly results	: 14th November, 2014
Third quarter results	: 14th February, 2015
Annual results	: End of May, 2015
Annual General Meeting	: September, 2015

❖ Address for Correspondence:

Matru-Smriti Traders Limited
Marshall Building, 2nd Floor,
Soorji Vallabhdas Marg,
Ballard Estate, Mumbai - 400038
Tel.: 022 66390257 / 65047520
Fax: 022 66390257

Place: Mumbai.
Date: August 28, 2014

By Order of the Board
For Matru-Smriti Traders Limited
SD/-
S.K. Pandey
Director
DIN – 00118217

Disclosures

- During the financial year 2013-14, there was no materially significant Related Party Transaction, with the Directors, or the Management, their relatives etc. having potential conflict with the interests of the Company at large. Further as a matter of policy, all the transactions with related parties, as per requirements of Accounting Standard 18, are disclosed in the Annual Report of the Company on a regular basis.
- There was no related party transaction during the year, i.e. transactions of the Company of material nature, with its promoters, Directors or the management that may have potential conflict with the interests of Company at large.
- The Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.
- The Company has adopted the Code of Ethics and Business principles for the members of Board and senior management personnel.
- The Company has adopted a 'Code of Conduct for Prevention of Insider Trading ("the Code") in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and its subsequent amendment. The code expressly lays down the guidelines and the procedure to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences of non-compliance thereof. However whistle blower policy has not been formed during the year under review.
- The Company has ensured that the person who is being appointed as an Independent Director has the requisite qualifications and experience which would be of use to the Company and which in the opinion of the Company would enable him to contribute effectively to the Company in his capacity as an Independent Director.
- The Quarterly, Half-Yearly and Annual Financial Results of the Company are forwarded to the Bombay Stock Exchange immediately upon its approval by the Board of Directors and are simultaneously published in leading newspapers in English and Marathi (regional language).
- In accordance with the Listing Agreement requirements, data pertaining to Shareholding Pattern, Quarterly Financial Results and Other Details are forwarded to the Stock Exchange.
- During the year under review, no presentation was made to the institutional investors or analysts.

- No Dividend has been recommended for the year under review. The Company has paid Listing fees for the year 2014-15 to the Stock Exchange.
- The Share transfer is processed by the Registrar & Share Transfer Agent and approved by Share Transfer Committee, if the documents are complete in all respects, within 21 days from the date of lodgment.
- The Company is registered with SEBI under the SCORES system.
- The Company's Demat International Security Identification Number (ISIN) for its equity shares in NSDL and CDSL is INE365O01010.
- The Company has not issued any GDRs/ADRs.
- The Company's equity shares are available for trading in the depository systems of National Securities Depository Limited and Central Depository Services (India) Limited.
- There are no Audit qualifications in the Company's financial statement for the year under review.

MATRU-SMRITI TRADERS LIMITED

Marshall Building, 2nd Floor, Soorji Vallabhdas Marg, Ballard Estate, Mumbai – 400038.
Tel.: 022 66390257 / 65047520, Fax: 022 66390257, E-mail:- matrusmriti1985@gmail.com, Website: www.matrusmrititraders.com
CIN: L74900MH1985PLC035243

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the meeting hall.

Name and Address of the Member	Registered Folio No.	Client ID & DP ID No.	Number of Shares held

I/We hereby record my/our presence at the Annual General Meeting of the Company to be held on Wednesday 24th September, 2014 at 11.00 a.m. at the Registered Office of the Company situated at Marshall Building, 2nd Floor, Soorji Vallabhdas Marg, Ballard Estate, Mumbai - 400038.

Signature of the Member or the Proxy Attending the Meeting

If Member, please sign here	If Proxy, please sign here

Note: members are requested to bring their copies of Notice and the Annual Report to the meeting as the same will not be circulated at the meeting.

MATRU-SMRITI TRADERS LIMITED

Marshall Building, 2nd Floor, Soorji Vallabhdas Marg, Ballard Estate, Mumbai – 400038.
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CIN: L74900MH1985PLC035243

PROXY CUM BALLOT FORM

I/We _____ of _____ being Member/ Members of Matru-Smriti Traders Limited, hereby appoint _____ of _____ or failing him/ her _____ of _____ as my/ our proxy to attend and vote on my/ our behalf at the Annual General Meeting of the Company to be held on Wednesday 24th September, 2014 at 11.00 a.m. at the Registered Office of the Company situated at Marshall Building, 2nd Floor, Soorji Vallabhdas Marg, Ballard Estate, Mumbai – 400038 and at any adjournment thereof.

Signed this _____ day of _____ 2013.

L.F. No. / DP ID and Client ID _____ No. of Shares held _____ Affix
Revenue Stamp Signed on this _____ day of _____ 2014.
Signed by the said _____
Signature of Proxy _____
Attested by Shareholder _____



Affix Rs.1/- Revenue Stamp here & Sign

Particulars	For	Against
<u>Ordinary Business</u>		
1. Adoption of Financial Statements for the year ended March 31, 2014		
2. Appointment of M/s. H K Dedhia & Co., Chartered Accountants as Statutory Auditors for a term of five years		
<u>Special Business</u>		
3. Appointment of Mr. S K Pandey as an Independent Director for a term of 5 Years.		
4. Re-appointment Mr. Alok Bairagra, as an Independent Director for a term of 5 years.		

Note: The Proxy form duly completed must be deposited at the Registered Office of the Company, not less than 48 hours before the time of holding the meeting. The Proxy need not be a member of the Company.

Form A

Format of covering letter of the Annual Report to be filed with the Stock Exchange

1	Name of the Company	Matru-Smriti Traders Limited
2	Annual Financial Statement for the year ended	31 st March, 2014
3	Type of Audit Observation	Un-qualified
4	Frequency of observation	Not Applicable
5	To be Signed by	
	<p>S.K.Pandey ❖ (Director)</p>	<p><i>S.K. Pandey</i></p> 
	<p>(Name) ❖ (Chief Financial Officer)</p>	N.A
	<p>H.K.Dedhia & Co. (Hasmukh Dedhia-Proprietor) ❖ (Auditor of the Company)</p>	<p>For H. K. DEDHIA & CO.</p> <p><i>H.K. Dedhia</i></p> <p>Proprietor</p> 
	<p>(Name) ❖ (Audit Committee Chairman).</p>	N.A



If Undelivered please return to:

REGISTERED OFFICE;

Marshall Building, 2nd Floor,

Soorji Vallabhdas Marg,

Ballard Estate, Mumbai - 400038

Tel.: 022 66390257 / 65047520

Fax: 022 66390257

Email:- matrusmriti1985@gmail.com

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