

REPORT OF SCRUTINIZER

To,
The Chairman
M/s Matru-Smriti Traders Pvt Ltd,
B-207, Patel Shopping Centre, Chandavarkar Road,
Borivali (W), Mumbai – 400092.

EXTRA-ORDINARY GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF M/S. MATRU-SMRITI TRADERS LIMITED HELD ON 29TH MAY, 2015 AT 3.00PM AT THE REGISTERED OFFICE OF THE COMPANY AT B-207, PATEL SHOPPING CENTRE, CHANDAVARKAR ROAD, BORIVALI(W), MUMBAI – 400092.

Dear Sir,

I, Vikas Sharma, have been appointed by the Board of Directors of M/s. Matru-Smriti Traders Ltd as the Scrutinizer for e-voting under the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

I have also been appointed as Scrutinizer for the purpose of poll taken on resolutions at the Extra-Ordinary General Meeting of the Company held on 29th May, 2015 at 3.00pm at the Registered Office of the Company at B-207, Patel Shopping Centre, Chandavarkar Road, Borivali (W), Mumbai- 400092.

I, hereby submit my report as under:

1. The E-voting period remained open from 26th May, 2015, Tuesday at 10.00am to 28th May, 2015, Thursday, 5.00pm
2. The shareholders holding shares as on the "cut off" date i.e 15th May, 2015 shall be entitled to vote for the proposed 5 resolutions mentioned in the Notice of Extra-Ordinary General Meeting.
3. Thereafter the votes were unblocked in the presence of two witnesses who are not in the employment of the Company.
4. Thereafter the details containing the list of shareholders, who voted 'for' or 'against' were downloaded from the E-voting website of the Central Depository Services (India) Limited(<https://www.evotingindia.com>).
5. The Register, all other papers and relevant records relating to electronic voting shall remain in our custody until the Chairman considers, approves and sign the minutes of the aforesaid Extra-Ordinary Meeting and thereafter the same would be handed over to the company.

Thanking you,

Yours Truly,

For V. P. Sharma & Co

V. Sharma

Vikas Sharma

Chartered Accountant

Membership No: 151109

FRN No: 139276W

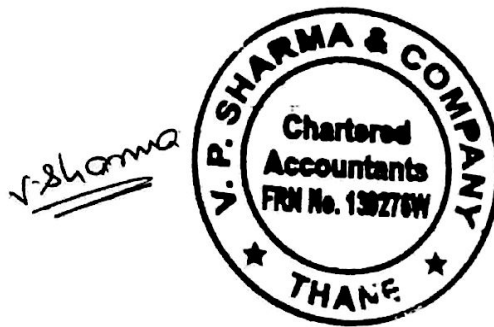


Date: 29th May, 2015

Annexure to Scrutinizers Report on E-voting

Result of E-voting

| Resolution No | Subject of Resolution | Type of Resolution | Valid Votes | | | | | | Total Valid Votes | Invalid Votes | |
|---------------|---|--------------------|--------------------------|------------------|-----------------------------|-------------------------|------------------|-----------------------------|-------------------|--|---------------------|
| | | | Votes in Favour (assent) | | | Votes against (dissent) | | | | No. of Members whose votes were declared invalid | No of invalid votes |
| | | | No of Member | No of votes cast | % of total no of valid vote | No of Member | No of votes cast | % of total no of valid vote | | | |
| 1. | Appointment of Mr Ashish Shah as Managing Director | Ordinary | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| 2. | Appointment of Auditors on account of casual vacancy | Ordinary | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| 3. | Appointment of Mr. J O Parikh as an Independent Director | Ordinary | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| 4. | Appointment of Mrs Purvi Mahant as an Independent Director | Ordinary | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| 5. | Appointment of Mr Nandlal Chaturvedi as an Independent Director | Ordinary | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |



FORM NO. MGT-13

Report of Scrutinizer(s)

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

To
The Chairman of
Extra Ordinary General Meeting of
M/s Matru-Smriti Traders Pvt Ltd,
Held on 29th May, 2015 at 3.00pm at
B-207, Patel Shopping Centre, Chandavarkar Road,
Borivali (W), Mumbai – 400092.

Dear Sir,

I, Vikas Sharma, Chartered Accountant in Practice (Membership No: 151109) was appointed as a scrutinizer for the purpose of scrutinizing the poll in a fair and transparent manner on the below mentioned resolutions at Extra-Ordinary General Meeting of the shareholders of M/s Matru-Smriti Traders Ltd held on 29th May, 2015 at 3.00pm at B-207, Patel Shopping Centre, Chandavarkar Road, Borivali (W), Mumbai – 400092 submit my report as under:

1. After completion of the poll the ballot box kept for polling was sealed in my presence with due identification marks
2. The locked ballot boxes were subsequently opened in my presence alongwith two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the poll is annexed as an annexure.
5. A Compact Disc(CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to Mr. Abbas Hussain-CFO authorized by the Board for safe keeping.

Thanking you,

Yours Truly,

For V. P. Sharma & Co

V. Sharma

Vikas Sharma

Chartered Accountant

Membership No: 151109

FRN No: 139276W



Date: 29th May, 2015

Annexure to Scrutinizers Report on Poll

Result of voting through Poll

| Resolution No | Subject of Resolution | Type of Resolution | Valid Votes | | | | | | Total Valid Votes | Invalid Votes | |
|---------------|---|--------------------|--------------------------|------------------|-----------------------------|-------------------------|------------------|-----------------------------|-------------------|--|---------------------|
| | | | Votes in Favour (assent) | | | Votes against (dissent) | | | | No. of Members whose votes were declared invalid | No of invalid votes |
| | | | No of Member | No of votes cast | % of total no of valid vote | No of Member | No of votes cast | % of total no of valid vote | | | |
| 1. | Appointment of Mr Ashish Shah as Managing Director | Ordinary | 5 | 362878 | 100% | NIL | NIL | NIL | | NIL | NIL |
| 2. | Appointment of Auditors on account of casual vacancy | Ordinary | 5 | 362878 | 100% | NIL | NIL | NIL | | NIL | NIL |
| 3. | Appointment of Mr. J O Parikh as an Independent Director | Ordinary | 5 | 362878 | 100% | NIL | NIL | NIL | | NIL | NIL |
| 4. | Appointment of Mrs Purvi Mahant as an Independent Director | Ordinary | 5 | 362878 | 100% | NIL | NIL | NIL | | NIL | NIL |
| 5. | Appointment of Mr Nandlal Chaturvedi as an Independent Director | Ordinary | 5 | 362878 | 100% | NIL | NIL | NIL | | NIL | NIL |

