

MATRU-SMRITI TRADERS LIMITED

B-207, PATEL SHOPPING CENTRE, CHANDAVARKAR ROAD, BORIVALI (W), MUMBAI – 400 092.

TEL NO.: 66390257/65047520 FAX NO.: 66390257 EMAIL ID: matrusmriti1985@gmail.com

WEBSITE: www.matrusmrititraders.com CIN NO.: L74900MH1985PLC035243

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force, the Resolution appended hereunder for alteration of the Main Object Clause of the Company in terms of Section 13(1) read with sub-section (9) of the Companies Act, 2013 ('the Act') be passed by the Members through Postal Ballot / Electronic Voting (e-voting).

The proposed resolution along with the explanatory statement setting out the material facts and reasons thereto, are appended below and a Postal Ballot Form is enclosed for your consideration.

The Board of Directors of the Company has appointed Mr. Vikas Sharma, Practicing Chartered Accountant as the Scrutinizer for conducting the Postal Ballot and e-voting process. Members desiring to exercise their votes by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than June 13, 2015.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means' in this Notice.

Based on the Scrutinizer's Report to the Chairman of the Company, the Results of the Postal Ballot and e-voting will be declared on June 15, 2015 at 2.00pm at the Registered Office of the Company. Such Results, along with the Scrutinizer's Report, will be available on the Company's website www.matrusmrititraders.com and will be forwarded to the Stock Exchanges, Depository and Registrar and Share Transfer Agent.

Accordingly, this Notice is hereby given to the Members of the Company for seeking the approval of the members by way of Postal Ballot / e-voting, for the following Special Resolution, together with the Explanatory Statement as required under Section 102 of the Companies Act, 2013 setting out the material facts and reasons for the Resolution, along with a Postal Ballot Form for your consideration:

SPECIAL BUSINESS:

To alter the Main Object Clause of Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to provisions of Section 13(1) read with sub-section (9) of the Companies Act, 2013 and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the rules made there under and subject to the approval of the Registrar of Companies, Mumbai and such other statutory authorities as may be required, Clause 1 of III (A) of the Memorandum of Association of the Company be and is hereby replaced by the following new clause:

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"To carry on the activities of trading, processing, manufacturing, broking and consulting in all kind of commodities, agricultural products, base metals, precious metals and stones and trading in commodities, shares and derivatives of all kind in electronic exchanges."

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 may be necessary or desirable in connection with or incidental to giving effect to the above resolution."

By Order of the Board
FOR MATRU-SMRITI TRADERS LIMITED

Date: 29/04/2015
Place: Mumbai

Sd/-
Mr. Ashish Shah
Managing Director
DIN: 06701501

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed herewith.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 the item of the business items as set out in the notice above are sought to be passed by Postal Ballot or by Electronic mode
3. The Board of Directors has appointed Mr. Vikas Sharma, Practicing Chartered Accountant, as the scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny of the postal ballots (including e-voting). The result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on June 15, 2015 at the registered office of the Company and will also be displayed on the website of the Company (www.matrusmrititraders.com), besides being communicated to the Stock Exchanges, the Depository and the Registrar and Share Transfer Agents on the said date.
4. The Postal Ballot form and self addressed, pre-paid postage envelopes, are enclosed for use of the shareholders and it bears the address to which the duly completed postal ballot forms are to be sent.
5. The shareholders are requested to read carefully the instructions given below for the Postal Ballot form and return the form (original) duly completed and signed in the attached self addressed, pre-paid postage envelopes so as to reach the Scrutinizer before the close of the business hours i.e. 5.00 pm on June 13, 2015. Postal Ballot Forms received after this date will be treated as invalid.
6. In compliance with Clause 35B of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged services of CDSL for the

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purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast votes and is optional. If a member cast their vote, via Physical Postal Ballot and by e-voting, both then voting done through Physical Postal Ballot would prevail.

7. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company during business hours between 11.00 a.m. and 1.00 p.m. on all working days, excluding Sundays and Public Holidays, up to the date of announcement of result of Postal Ballot.
8. Shareholders are requested to notify immediately any change in their address to the Company's Registrar and Transfer Agents i.e. Purva Sharegistry (I) Pvt. Ltd.
9. The Postal Ballot Notice along with Explanatory Statement is being sent to all the Members, whose names appear on the Register of Members / List of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on May 01, 2015.
10. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Regional news paper and displayed on the Company's website.
11. A Member cannot exercise his / her vote by proxy on postal ballot.
12. The resolution, if approved, shall be taken as passed effectively on the date of declaration of results.

Voting through electronic means

- I. The instructions for e-voting are as under:
 - i. The e-voting period begins on May 14, 2015 at 9.30am and ends on June 13, 2015 at 5.00pm. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date of May 01, 2015, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. The shareholders should log on to the e-voting website www.evotingindia.com
 - iii. Click on Shareholders
 - iv. 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.
 - v. Next enter the Image Verification as displayed and Click on Login.
 - vi. 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.
 - vii. If you are a first time user follow the steps given below:

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	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 8 digits of the sequence number in the PAN field.• In case the sequence 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 sequence number 1 then enter RA00000001 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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

viii. After entering these details appropriately, click on "SUBMIT" tab.

- ix. 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for <Matru-Smriti Traders Limited> on which you choose to vote.
- xii. 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.
- xiii. Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. 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.
- xviii. Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration For bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. 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

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 1

The Memorandum of Association of the Company requires changes in the Main Object clause 1 of III (A) so as to ensure accurately the business activities of the Company. The previous description of the activities of the business was not entirely accurate. Therefore, the alteration will help the Company to carry on its business more economically or more efficiently and in line with proposed activities. Accordingly, it has been found desirable that the clause 1 of III (A) of the Objects Clause of the Memorandum of Association of the Company be amended suitably.

The Board of Directors accordingly recommend the Special Resolution set out at item no.1 of the accompanying notice for the approval of the members.

None of the Directors, Key Managerial Personnel (KMP) of the company and their relative (s) is in any way concerned or interested in the above referred resolution.

By Order of the Board
FOR MATRU-SMRITI TRADERS LIMITED

Date:29/04/2015

Place: Mumabi

Reg Office:
B-207, Patel Shopping Centre
Chandavarkar Road, Borivali (W),
Mumbai – 400 092.

Sd/-
Mr. Ashish Shah
Managing Director
DIN: 06701501

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POSTAL BALLOT FORM

Serial No.

1. Name and Registered Address of the sole / first named Member	
2. Name(s) of Joint-Holder(s), if any	
3. Registered Folio No. /DP ID No.* /Client ID No.* (*Applicable to Members holding Shares in dematerialized form)	
4. Number of equity shares held	

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by convening my/our assent or dissent to the said resolution by placing a tick (√) mark in the appropriate box. (Tick in both boxes will render the ballot invalid)

Sr. No.	Description of Resolution	No. of Shares I/	I/We assent to the Special Resolution (FOR)	I/We dissent to the Special Resolution (AGAINST)
1.	Special Resolution to alter Main Object Clause of the Company.			

Place:

Date:

(Signature of the Member/ Beneficial owner/Power of Attorney holder/Authorized representative)

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ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	*Default PAN/ Sequence number

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of E-voting
May 14, 2015	June 13, 2015

* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.

Notes:

1. Please read the instructions printed overleaf carefully before filling this form and for e-voting. Please refer to the instructions for voting through electronics means provided in the Postal Ballot notice.
2. The last date for the receipt of Postal Ballot Forms by Scrutinizer is June 13, 2015.

Instructions

1. The Postal Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting i.e. either through e-voting or postal ballot, If a member casts votes by both modes, then voting done through e-voting shall prevail and postal ballot shall be treated as invalid.
3. For detailed instructions of e-voting, please refer to the notes appended to the Notice of the Postal Ballot.
4. The Scrutinizer will collate votes downloaded from the e-voting system and votes received through postal ballot forms to declare the final result the Resolution forming part of notice of the Postal Ballot.

Process and manner for members opting to vote by using the Postal Ballot

1. Please complete and sign the Postal Ballot Form (no other form or photo copy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company Mr. Vikas Sharma, Practicing Chattered Accountant. (Membership No.151109), not later than the closing of the working hours i.e. 5.00pm on June 13, 2015. Postal Ballot Forms received after this date will be considered invalid.
2. The form should be signed by the members as per the specimen signature registered with the Company/Depositories. In case of joint holding, the form should be completed and signed by the first named member and in his/her absence, by the next named joint holders. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the company or enclosing an attested copy of the POA. Exercise of votes by Postal Ballots not permitted through proxy.

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3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorized signatory (ies) duly attested.
4. There will be only one Postal Ballot Form for every folio/client id irrespective of the number of the Joint Member(s). On receipt of the duplicate Postal Ballot form, the original will be rejected.
5. Votes should be cast, either in favor or against the resolution by putting the (√) mark in the column provided in the Postal Ballot form.
6. The voting rights of the shareholders shall be in the proportion of the shares held by them in the paid up equity share capital of the company as on May 01, 2015 and as per the Register of Members of the Company.
7. A member may request for a Duplicate Postal Ballot Form, if so required. However Duplicate Postal Ballot form should reach the Scrutinizer not later than the date and time specified above.
8. Unsigned, incomplete, improperly or incorrectly tick marked Postal Ballot form will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the member or as to whether the votes are in favor or against or if the signature cannot be verified.
9. The results declared alongwith the Scrutinizers Report, shall be placed on the Company's website www.matrusmrititraders.com by June 15, 2015 and will also be communicated to the Bombay Stock Exchange where the shares of the company are listed.
10. The Scrutinizer's decision on the Postal Ballot will be final.