

MATRU-SMRITI TRADERS LIMITED

MARSHALL BUILDING, 2ND FLOOR, SHOORJI VALLABHDAS MARG,

BALLARD ESTATE, MUMBAI - 400038. TEL: 66390257/65047520

EMAIL ID: matrusmriti1985@gmail.com WEBSITE: www.matrusmrititraders.com

NOTICE OF VOTING THROUGH POSTAL BALLOT

(Voting to be done on the enclosed form)

(Pursuant to Section 192A (2) of the Companies Act, 1956)

Dear Shareholder(s),

Notice is hereby given that pursuant to Section 192A (2) of the Companies Act, 1956 (the "Act"), read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2001 ("Rules") for the consent of the Members of Matru-Smriti Traders Limited for the proposed special resolutions set out below, which consent is sought to be obtained by means of Postal Ballot. The Explanatory Statement stating all material facts and a postal ballot form (the "POSTAL BALLOT FORM") are enclosed with this Notice.

SPECIAL BUSINESS

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

1. To carry on the business of human resources consultants and advisors, representatives, recruitment agents of managerial, technical, clerical personnel and to provide manpower - skilled, semiskilled and unskilled, on contractual basis and also provide process outsourcing, employee engagement, exit interview, reference

For MATRU SMRITI TRADERS LIMITED

S.K. Pandey
DIRECTOR

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interviewing, background checks, training, placement services carry on in India or elsewhere, either alone or jointly with one or more persons, firms, companies whether based in India or abroad pertaining to it.

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

Place : Mumbai
Date : 29.05.2013

By order of the Board

MATRU-SMRITI TRADERS LIMITED



Director

Registered Office:
Marshall Building, 2nd Floor,
Shoorji Vallabhdas Marg,
Ballard Estate,
Mumbai - 400038.

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Notes:

1. Explanatory statement setting out all the material facts pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special Business as given in the notice is annexed hereto.
2. Pursuant to the Provision of Section 192 A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001 the assent or dissent of the members in respect of the above resolutions contained in Postal Ballot notice dated 31.05.2013 is being determined through Postal Ballot.
3. A Postal Ballot Form and a self-addressed Postage pre-paid envelope are enclosed herewith to enable the Members to exercise their voting rights. Members are requested to indicate their Assent / Dissent about the aforesaid business in the Postal Ballot and return the same to the Scrutinizer not later than 06.00 P.M. on 03.07.2013. Postal Ballot Form(s) received after the said date will be strictly treated as if the reply from Member has not been received.
4. The Board of Directors has appointed Ms. Mruga Vasavada, a practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Board of Directors has appointed Shri S K Pandey, the Compliance Officer as the person responsible for the entire Postal Ballot process.

For MATRU SMRITI TRADERS LIMITED

S.K. Pandey
DIRECTOR

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5. Please read carefully the instructions printed in the Postal Ballot Form.
6. The Notice is given to all the Members by post, whose names appear in the Register of Members as on 29th May, 2013.
7. The date of declaration of the results of the postal ballot will be taken as the date of passing of the resolution proposed in this notice.
8. Postal Ballot shall not be exercised by a Proxy.
9. The envelopes containing the Postal Ballot form, including from those members who have requested for the duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of business hours on 18 hours on 3rd July, 2013. The Postal Ballot Forms received after this date will be treated as if the reply from the Member has not been received.
10. The voting period commences on and from 4th June, 2013 and ends on the close of business hours on 3rd July, 2013.

For MATRU SMRITI TRADERS LIMITED

S.K. Pandey
DIRECTOR

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ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956.

ITEM NO. 1

There has been tremendous growth in the field of Human Resources Management and consultancy business and the Company desires to enter into that field. For entering into the Human Resources Management and consultancy business, the Company is required to change its Main Object.

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

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

Place : Mumbai
Date : 29.05.2013

By order of the Board
MATRU-SMRITI TRADERS LIMITED

S.K. Pandey
Director

Registered Office:
Marshall Building, 2nd Floor,
Shoorji Vallabhdas Marg,
Ballard Estate,
Mumbai - 400038.

MATRU-SMRITI TRADERS LIMITED

Marshall Building, 2nd Floor, Shoorji Vallabhdas Marg, Ballard Estate, Mumbai - 400038.

POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

Notice pursuant to Section 192A (2) of the Companies Act, 1956 read with the Companies Passing of the resolution by Postal Ballot) Rules, 2001.

1. Name(s) of Shareholder(s):
(Including Joint Holders if any)
- 2 Registered Address of the Sole/First Named Shareholder:
- 3 Registered Folio No. /DP ID No. / Client ID No. *:
(*Applicable to investors holding Shares in demat form)
4. No. of 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 dated May 31st, 2013, by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below.

Resolution No.	Description	No. of Shares	I/We assent to the Resolution	I/We dissent to the Resolution
1.	Special Resolution, under the provisions of Section 17 and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause III of the Memorandum of Association of the Company, for change in main object of the company by inserting new sub-clause 1 in place of the existing sub-clause 1 of Clause III of Memorandum of Association of Company.			

Place:

Date:

(SIGNATURE OF THE MEMBER)

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(Please read the instructions carefully before exercising the vote)

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form (no other Form or photocopy thereof is permitted) and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope. However, envelopes containing Postal Ballot, if sent by courier at the expense of the Registered Shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This form must be completed and signed by the Shareholder. In case of joint holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his absence, by the next named Shareholder.

For MATRU SMRITI TRADERS LIMITED
S.K. Pandey
DIRECTOR

4. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
5. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.
6. The Postal Ballot shall not be exercised by a proxy.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 06.00 PM on 03.07.2013. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
8. In case of Shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/ Authorisation together with the specimen signature(s) of the duly authorised signatories. A member may sign the Postal Ballot Form through an attorney appointed specially for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
9. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Shareholder on the date of dispatch of the Notice.
10. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint holders.
12. The results of the Postal Ballot shall be declared on Thursday, 4th July, 2013 at 4.00 PM.
13. Members need not use all the votes nor cast all the votes in the same way.

For MATRU SMRITI TRADERS LIMITED
S.K. Pandey
DIRECTOR