

OFFER OPENING PUBLIC ANNOUNCEMENT MATRU-SMRITI TRADERS LIMITED ("MSTL" or "Target Company")

a company incorporated under the Companies Act, 1956 having its registered office at
Marshall Building, 2nd Floor, Shoorji Vallabhdas Marg, Ballard Estate, Mumbai - 400 038

This Advertisement is being issued by Ladderup Corporate Advisory Private Limited (hereinafter referred to as "Manager to the Offer") on behalf of Shreeji Corporate Solutions & Trade Private Limited (hereinafter referred to as "Acquirer") pursuant to Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (hereinafter referred to as "SEBI (SAST) Regulations, 2011" or "Regulations") in respect of the open offer to acquire up to 1,41,368 fully paid up equity shares of Matru-Smrity Traders Limited constituting 26.00% of the total paid up equity share capital/voting rights of the Target Company. The Detailed Public Statement (DPS) with respect to the aforementioned offer was made on August 28, 2014 in Business Standard (English & Hindi - All Editions) & Navshakti (Marathi - Mumbai Edition).

- The offer is being made at a price of ₹ 15/- (Rupees Fifteen Only) per fully paid up equity share of ₹ 10.00/- each payable in cash. There was no revision in the offer price since the offer was made.
- A Committee of Independent Directors (hereinafter referred to as "IDC") of the Target Company recommends acceptance of the open offer price of ₹ 15/- per fully paid up equity shares & is fair and reasonable. The IDC's recommendation was published on February 21, 2015 (Saturday) in Business Standard (English & Hindi - All Editions) & Navshakti (Marathi - Mumbai Edition).
- There has been no Competitive bid to this offer.
- The Letter of offer had been sent to all the shareholders of the Target Company on February 16, 2015.
- Please note that a copy of the Letter of Offer (including Form of Acceptance cum acknowledgment) will also be available on SEBI's website (<http://www.sebi.gov.in>) during the offer period and shareholders can also apply by downloading such forms from the website. Further, in case of non-receipt/non-availability of the form of acceptance, the application can be made on plain paper along with the following details:
 - In case of physical shares:** Name(s) & Address(es) of the First Holder or Joint Holder(s) if any, Number of Shares held, Number of Shares offered, Distinctive Numbers, Folio Number, Original share Certificate(s), Valid share transfer form(s). In case of unregistered shareholders, along with the above document, Broker contract note would also be required & details of the Acquirers to be kept blank, failing which; the same will be invalid under the Offer.
 - In Case of Dematerialized Shares:** Name, Address, Number of Equity shares held, Number of Equity shares tendered, DP Name, DP ID, Beneficiary Account no. and a photocopy or counterfoil of the delivery instructions in "Off-Market" mode duly acknowledged by the DP in favour of Special Depository Account:
A special depository account has been opened, details thereof are as under:

Depository Name	Central Depository Services (India) Limited
DP Name	R R S Shares & Stock Brokers Private Limited
Account Name	PSIPL ESCROW A/C - MATRU - SMRITI OPEN OFFER
DP ID Number	12029000
Beneficiary Account Number	00037421

Shareholders having their beneficiary account with National Securities Depository Limited (NSDL) have to use Inter depository delivery instruction slip for the purpose of crediting their shares in favour of the Special Depository Account with CDSL.

- In terms of Regulation 16(1) of the SEBI (SAST) Regulations, 2011, the Draft Letter of Offer was submitted to SEBI on September 05, 2014. We have received the final observations in terms of Regulation 16(4) of the SEBI (SAST) Regulations from SEBI vide its letter No. CFD/DCR-1/4011/15 dated February 05, 2015, which have been incorporated in the Letter of Offer.
- Material changes from the date of the PA is as under:-
 - In terms of Regulation 24(1) of the SEBI (SAST) Regulations, 2011, Mr. Ashish Shah, representing the Acquirer i.e. Shreeji Corporate Solutions & Trade Private Limited has been appointed on the Board of Directors of the Target Company w.e.f. October 09, 2014.
- Details regarding the status of the statutory and other approvals: As on the date of this Advertisement, this offer is not subject to any statutory and regulatory approvals, however, it will be subject to all statutory approvals that may become applicable at a later date.
- Schedule of Activities

Activity	Date	Day
Date of Public Announcement	August 21, 2014	Thursday
Date of Detailed Public Statement	August 28, 2014	Thursday
Date on which Letter of Offer was filed with the SEBI	September 05, 2014	Friday
Last date for a Competitive Bid, if any	September 19, 2014	Friday
Date of receipt of the comments on Letter of Offer from SEBI	February 05, 2015	Thursday
Identified Date*	February 09, 2015	Monday
Date by which Letter of Offer was dispatched to the Shareholders	February 16, 2015	Monday
Last date for Revising the Offer Price/Number of Equity Shares	February 19, 2015	Thursday
Date of announcement containing reasoned recommendation by committee of independent directors of MSTL	February 21, 2015	Saturday
Date of Advertisement announcing the schedule of activities for the open offer, status of statutory & other approvals, status of unfulfilled conditions (if any),	February 24, 2015	Tuesday
Date of opening of the Tendering Period	February 25, 2015	Wednesday
Date of closing of the Tendering Period	March 11, 2015	Wednesday
Date by which the acceptance/rejection would be intimated and the corresponding payment for the acquired shares and/or share certificate for the rejected shares will be dispatched	March 25, 2015	Wednesday
Date by which the underlying Transaction which Triggered the open offer will be completed	Not later than 26 weeks from the expiry of March 25, 2015 i.e. completion of offer period	

*"Identified Date" is only for the purpose of determining the Shareholders as on such date to whom the letter of offer would be mailed. It is clarified that all owners (registered or unregistered) of the Shares of the Target Company (except the Acquirers and Sellers who own the shares of the MSTL are eligible to participate in the Offer any time before the closing of the Offer).

Capitalized terms used in this announcement, but not defined, shall have the same meaning assigned to them in the PA, DPS and the LOF.

This Issue Opening Public Announcement to be read in continuation and in connection with the Detailed Public Statement issued on August 28, 2014 ("Detailed Public Statement"/"DPS"), corrigendum to the DPS dated February 10, 2015 ("Corrigendum") and Letter of Offer dated February 15, 2015 ("LOF") pursuant to and in compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (the "SEBI (SAST) Regulations" or "Regulations").

The Acquirer and all the directors of the Acquirer accept full responsibility for the information contained in this Announcement and also for the obligations of the Acquirer laid down in the SEBI (SAST) Regulations, 2011 and subsequent amendments made thereof.

This Advertisement is expected to be available on the SEBI website at <http://www.sebi.gov.in>

ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRER:



Ladderup
Engineering Growth

Ladderup Corporate Advisory Private Limited

102-A, 1st floor, Hallmark Business Plaza, Gurananak Hospital Road, Bandra (E),
Mumbai - 400 051, Tel. No.: 022 4033 6363, Fax. No.: 022 4033 6364

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SEBI Registration No.: INM000011765

Date: February 23, 2015

Place: Mumbai

Ad size: 12 (w) x 36 (h)