

# MATRU-SMRITI TRADERS LIMITED

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

E-mail ID: matrusmriti1985@gmail.com; CIN: L74120MH1985PLC035243

Recommendations of the Committee of Independent Directors (IDC) of Matru-Smriti Traders Limited ("MSTL" or "Target Company") in relation to the Open Offer made by Mr. Abhishek Bansal (hereinafter refer to as "Acquirer") to the public shareholders, for acquisition of 4,43,722 Equity Shares under Regulation 26(7) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations").

1	Date	November 03, 2015
2	Name of the Target Company (TC)	Matru-Smriti Traders Limited
3	Details of the Offer pertaining to Target Company	Open Offer is for the acquisition of 4,43,722 (Four Lac Forty Three Thousand Seven Hundred and Twenty Two) Equity Shares of the face value of ₹ 10/- each, being constituting 25.45% of the Equity Share Capital of the Target Company at a price of ₹ 110/- (Rupees One Hundred and Ten Only) per fully paid-up Equity Share, payable in cash in terms of Regulations 3(1) & 4 and all other applicable provisions of the SEBI (SAST) Regulations, 2011.
4	Name(s) of the acquirer and PAC with the acquirer	Acquirer is Mr. Abhishek Bansal and there is no other person acting in concert (PAC) with the Acquirer.
5	Name of the Manager to the offer	Aryaman Financial Services Limited
6	Members of the Committee of Independent Directors	<ul style="list-style-type: none"><li>• Mr. Jyotindra Parikh (Chairman)</li><li>• Mr. Nandlal Chaturvedi (Member) and</li><li>• Mrs. Purvi Mahant (Member)</li></ul>
7	IDC Member's relationship with the TC (Director, Equity shares owned, any other contract/ relationship), if any	All Members of the IDC are directors of the Target Company. Further IDC Members do not hold any equity shares of the Target Company and other than their position as director of the Target Company. There is no other contract or relationship between the IDC Members and the Target Company.
8	Trading in the Equity shares/other securities of the TC by IDC Members	None of the IDC Members have traded in the equity shares of Target Company during 12 months prior to the date of the Public Announcement of the Offer.
9	IDC Member's relationship with the acquirer (Director, Equity shares owned, any other contract/relationship), if any	None of the IDC Members holds any contract or relationship with the Acquirer.
10	Trading in the Equity shares/other securities of the acquirer by IDC Members	Not Applicable as Acquirer is Individual.
11	Recommendation on the Open offer, as to whether the offer is fair and reasonable	IDC Members believes that the Open Offer is fair and reasonable.
12	Summary of reasons for recommendation	IDC Members have reviewed (a) the Public Announcement ("PA"), (b) Detailed Public Statement ("DPS") and (c) Letter of Offer ("LOF"). Based on review of the above mentioned documents, the IDC Members are of the view that the Offer price is in line with the parameters prescribed by SEBI in the Regulations.
13	Details of Independent Advisors, if any	None
14	Any other matter(s) to be highlighted	None

To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the Target Company under the SEBI (SAST) Regulations.

For Matru-Smriti Traders Limited

Sd/-

Jyotindra Parikh

(Chairman - Committee of Independent Directors)

Place : Mumbai

Date : November 03, 2015

PRESSMAN