

MATRU - SMRITI TRADERS LIMITED

Marshall Building, 2nd Floor, Shoorji Vallabhdas Marg, Ballard Estate, Mumbai - 400 038,

Tel. No.: 022 - 6504 7520 and Fax. No.: 022 - 6639 0257

Recommendations of the Committee of Independent Directors (IDC) on the Open Offer to the Equity Shareholders of Matru-Smrity Traders Limited (hereinafter referred to as "Target Company" or "MSTL") by Shreeji Corporate Solutions and Trade Private Limited (hereinafter referred to as "Acquirer") for acquisition of upto 1,41,368 equity shares under Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

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| 1 | Date | February 20, 2015 |
| 2 | Name of the Target Company | Matru-Smrity Traders Limited |
| 3 | Details of the Offer pertaining to the Target Company | The Open Offer is being made by the Acquirer for acquisition of 1,41,368 fully paid up equity shares representing 26.00% of the total paid up equity share capital and voting capital of the Target Company at a price of ₹ 15/- per fully paid up equity shares of ₹ 10/- each payable in cash pursuant to Regulation 3(1) and 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. |
| 4 | Name of the Acquirer and PAC with the Acquirer | Acquirer: Shreeji Corporate Solutions and Trade Private Limited There is no Person Acting in Concert with the Acquirer. |
| 5 | Name of the Manager to the offer | Ladderup Corporate Advisory Private Limited 102-A, 1 st Floor, Hallmark Business Plaza, Gurunank Hospital Road, Bandra (E), Mumbai - 400 051, Tel.: 022 - 4033 6363, Fax: 022 - 4033 6364 E-mail:- Sheetal.Bangar@ladderup.com Contact Person:- Sheetal Bangar/ Prachi Maheshwari |
| 6 | Members of the Committee of Independent Directors ("IDC") | 1. Santoshkumar Kamleshchandra Pandey (Chairman) 2. Alok Shrikrishan Bairagra |
| 7 | IDC Member's relationship with the Target Company (Director, Equity shares owned, any other contract/relationship), if any | IDC members are Independent Directors of the Target Company and do not hold any equity shares in the Target Company since their appointment. |
| 8 | Trading in the Equity shares/other securities of the Target Company by IDC Members | None of members of the IDC have done trading in the Equity Shares/other securities of the Target Company. |
| 9 | IDC Members relationship with the Acquirer (Director, Equity shares owned, any other contract/relationship), if any. | None of the IDC members have any relationship with the Acquirer. |
| 10 | Trading in the Equity shares/other securities of the Acquirer by IDC Members | None of members of the IDC have done trading in the Equity Shares/other securities of the Acquirer Company. |
| 11 | Recommendation on the Open offer, as to whether the offer, is or is not, fair and reasonable | IDC members believe that the Open Offer is fair and reasonable. |
| 12 | Summary of reasons for recommendation | IDC recommends acceptance of the Open offer made by the Acquirer as the Offer price of ₹ 15/- (Rupees Fifteen only) per fully paid up equity share is fair and reasonable based on the following reasons: <ol style="list-style-type: none">As per latest audited results available, the Target Company has achieved Turnover of ₹ 4,65,320 & Profit after Tax of ₹ 77,890. Also Earning Per share of the company as on March 31, 2014 is ₹ 0.14. The Book value per share is also ₹ 14.35/-. Hence the offer price of ₹ 15/- per share is higher than the Book value per share.There has been hardly any trading of equity shares on Bombay Stock Exchange (BSE). Thus it's highly illiquid on BSE.It will provide an exit opportunity to the existing shareholders. Keeping in view above facts IDC is of opinion that Open Offer price is fair and reasonable. |
| 13 | Details of Independent Advisors, if any. | Nil |
| 14 | Any other matter to be highlighted | Nil |

"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 Takeover Code."

For MATRU-SMRITI TRADERS LIMITED

Sd/-

Santoshkumar Kamleshchandra Pandey

Chairman - Committee of Independent Directors

Place : Mumbai

Date : February 20, 2015

Ad size: 12(w) x 26(h)