

**Public Announcement under Regulation 15(1) read with Regulation 3(1) & 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Open Offer (the “Offer”) for acquisition of 1,41,368 (One Lac Forty One Thousand Three Hundred and Sixty Eight Only) fully paid up Equity Shares of Rs. 10/- each from the Public Shareholders of Matru-Smriti Traders Limited (hereinafter referred to as the “Target Company” or “MSTL”) by Shreeji Corporate Solutions & Trade Private Limited (Acquirer) pursuant to and in accordance with Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“SEBI (SAST) Regulations”)

**1. Offer Details**

- **Offer Size:** The Acquirer is hereby making a mandatory Open Offer in terms of SEBI (SAST) Regulations, 2011 to the public shareholders of the Target Company to acquire 1,41,368 (One Lac Forty One Thousand Three Hundred and Sixty Eight Only) fully paid up equity shares (“Offer Size”) of Rs. 10/- each representing 26.00% of the total issued, subscribed, paid up and voting capital of the Target Company pursuant to Share Purchase Agreement (SPA) dated August 21, 2014.
- **Price/ consideration :** An offer price of Rs. 15/- per equity share of Rs. 10/- each of the Target Company (hereinafter referred to as “Offer Price”) aggregating to Rs. 21,20,520 (Rupees Twenty One Lacs Twenty Thousand Five Hundred and Twenty Only) (hereinafter referred to as “Offer Consideration”)
- **Mode of payment (cash/ security) :** Cash
- **Type of offer:** This is a Triggered Offer made under Regulation 3(1) & 4 of SEBI (SAST) Regulations, 2011.

**2. Transaction which has triggered the Open Offer obligations (underlying Transaction)**

Details of underlying transaction						
Type of Transaction (direct/ indirect)	Mode of Transaction (Agreement/ Allotment/ market purchase)	Shares/Voting rights acquired/ Proposed to be acquired		Total Consideration for shares /VRs acquired (In Rs.)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis total equity /voting capital			
Direct	SPA dated August 21, 2014	3,56,278	65.53%	53,44,170	Cash	3(1) & 4 of SEBI (SAST) Regulations

### 3. Acquirer

Details	Acquirer	Total
Name of the Acquirer	Shreeji Corporate Solutions and Trade Private Limited	1
Address	B-207, Patel Shopping Centre, Chandavarkar Road, Borivali (West), Mumbai-400 092	-
Name(s) of persons in control/Promoters of Acquirer	Mr. Ashish Ashokkumar Shah Mr. Jyotindra Parikh Ochhavlal	-
Name of the Group, if any, to which the Acquirer belongs to	None	None
Pre Transaction shareholding <ul style="list-style-type: none"> <li>Number</li> <li>% of total</li> </ul>	Nil Nil	Nil Nil
Proposed shareholding after the acquisition of shares which triggered the Open Offer <ul style="list-style-type: none"> <li>Number</li> <li>% of total</li> </ul>	3,56,278 65.53%	3,56,278 65.53%
Any other interest in the Target Company	None	

### 4. Details of selling shareholders, if applicable

Name	Part of promoter group (Yes/No)	Details of shares/voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		Number	%	Number	%
Reshamsingh Pyarasingh Saini	Yes	1,92,501	11.31%	-	-
Sarabjitsingh Reshamsingh Saini	Yes	1,02,267	35.40%	-	-
Gurmitkaur Reshamsingh Saini	Yes	61,510	18.81%	-	-
<b>Total</b>		<b>3,56,278</b>	<b>65.53%</b>	<b>Nil</b>	<b>Nil</b>

Percentage has been calculated w.r.t. total equity/voting capital of the Target Company.

## 5. Target Company

- a. **Name:** Matru-Smriti Traders Limited
- b. **Corporate Identity Number of the Target Company:** L74900MH1985PLC035243
- c. **Registered office:** Marshall Building, 2<sup>nd</sup> Floor, Shoorji Vallabhdas Marg, Ballard Estate, Mumbai - 400038
- d. **Exchange(s) where listed:** The equity shares of the Target Company are listed at BSE Limited, Mumbai ("BSE") (Scrip ID: MATRUTR; Scrip Code: 512165; ISIN: INE365001010)

## 6. Other details

- A Detailed Public Statement (the "Detailed Public Statement" or "DPS") specifying the detailed terms and conditions of this Offer will be published in the newspapers as per Regulation 14(3) of SEBI (SAST) Regulations, 2011 on or before August 28, 2014.
- The Acquirer hereby undertakes that it is aware of and will comply with all obligations under the SEBI (SAST) Regulations, 2011 and has adequate financial resources to meet the Offer obligations.
- This offer is not conditional upon any minimum level of acceptance pursuant to the terms of Regulation 19(1) of SEBI (SAST) Regulations, 2011.
- This offer is not a competing offer in terms of Regulation 20 of SEBI (SAST) Regulations, 2011.
- The Acquirer accepts full responsibility for the information contained in this Public Announcement.

Issued by *Manager to the offer*



### **Ladderup Corporate Advisory Private Limited**

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Contact Person: - Ashish Gada  
SEBI Registration No.: INM000011765

**For and on behalf of Shreeji Corporate Solutions & Trade Private Limited**

**Place: Mumbai**

**Date: August 21, 2014**