

**PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF
MATRU-SMRITITRADERS LIMITED ("MSTL"/ "TARGET COMPANY"/ "TC")**

CIN No. L74900MH1985PLC035243

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

Email ID: matrusmriti1985@gmail.com

OPEN OFFER FOR ACQUISITION OF 4,43,722 (FOUR LAC FORTY THREE THOUSAND SEVEN HUNDRED AND TWENTY TWO) EQUITY SHARES FROM SHAREHOLDERS OF MATRU SMRITI TRADERS LIMITED ("MSTL") BY MR. ABHISHEK BANSAL (HEREIN AFTER REFER TO AS "ACQUIRER") PURSUANT TO AND IN COMPLIANCE WITH REGULATIONS 3(1) & 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

- **Size:** This Open Offer is being made for 4,43,722 Equity Shares of face value of Rs.10/- (Rupees Ten Only) each of the Target Company ("**Equity Shares**") constituting 25.45 % of the fully diluted Equity Share Capital of the Target Company, as of the 10th (tenth) working day from the closure of the Tendering Period ("**Offer Size**"), subject to the terms and conditions mentioned in this PA, the Detailed Public Statement that will be published and the Letter of Offer that is proposed to be issued in accordance with the SEBI (SAST) Regulations.
- **Price / Consideration:** This Open Offer is being made at a price of Rs. 110.00/- (Rupees One Hundred and Ten) ("**Offer Price**") per fully diluted Equity Share of the Target Company aggregating to Rs. 4,88,09,420/- (Rupees Four Crore Eighty Eight Lacs Nine Thousand Four Hundred and Twenty Only) ("**Offer Consideration**")
- **Mode of Payment:** The Offer Price is payable in cash, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- **Type of Offer:** This is a Triggered Offer, being made by the Acquirer in accordance with Regulations 3(1) & 4 of the SEBI (SAST) Regulations.

2) TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION)

Details of underlying Transaction						
Type of Trans-action (Direct / Indirect)	Mode of Transaction (Agreement / Allotment / Market Purchase)	Shares / Voting Rights acquired / proposed to be acquired		Total Consideration for Shares / Voting Rights (VR) acquired (Rs. in Lacs)	Mode of payment (Cash / Securities)	Regulation which has triggered
		Number	% vis a vis total Equity / Share Capital.			
<p>The transaction involves a direct acquisition as follows:</p> <p>(i) Preferential issue of Equity Shares of 68.82% of the post preferential issue share capital at a price of Rs. 110/- per Equity Share</p> <p>(ii) Acquisition of 5.73% of the post preferential issue share capital at a price of Rs. 20/- per equity share from Shreeji Corporate Solutions and Trade Private Limited.</p>	<p>In respect of the Preferential Issue, the Acquirer is being allotted 12,00,000 Equity Shares of face value of Rs.10/- (Rupees Ten Only) each of the Target Company.</p> <p>In respect of acquisition of 5.73% of the post preferential issue share capital, the Acquirer has entered into a Share Purchase Agreement dated June 25, 2015 with the Selling Shareholders to acquire 1,00,000 equity shares.</p>	13,00,000 Equity Shares	74.55%	Rs. 1340 lacs	Cash	Reg. 3(1) & 4 of the SEBI (SAST) Regulations

3) ACQUIRER(S) / PAC

Details	Acquirer	PAC	Total
Name of Acquirer	Mr. Abhishek Bansal	NA	
Address	Flat No. 28, Sea Glimpse Building, 7 th Floor, B. J. Road Bandra (W), Mumbai – 400 050	NA	
Names of Persons in Control / Promoters of Acquirers where Acquirer are Companies	NA	NA	
Name of the Group, if any, to which the Acquirer belongs to	Abans Group	NA	
Pre Transaction Shareholding			
Number	Nil	Nil	Nil
% of total Equity Shares Capital	Nil	Nil	Nil
Proposed shareholding after the acquisition of shares which triggered the Open Offer (not taking into account the Equity Shares validly accepted in the Offer, if any)	13,00,000 Equity Shares	NA	13,00,000 Equity Shares
Number & % Equity Shares Capital	74.55% of fully diluted Equity Share Capital	NA	74.55% of fully diluted Equity Share Capital
Any other interest in the TC	Nil	NA	NA

Note: Due to the operation of Regulations 2(1)(q) of the SEBI (SAST) Regulations, there could be persons who could be deemed to be acting in concert with the Acquirer. However, such persons are not persons acting in concert for the purposes of this Open Offer.

4) DETAILS OF SELLING SHAREHOLDERS:

Name of Seller	Part of Promoter Group (Yes / No)	Details of shares held by the Seller			
		Pre Transaction		Post Transaction	
		Number of Equity Shares	% of fully diluted Equity Share Capital of the Target Company	Number of Equity Shares	% of fully diluted Equity Share Capital of the Target Company
Shreeji Corporate Solutions and Trade Private Limited	Yes	3,56,278	20.43%	2,56,278	14.70%

5) TARGET COMPANY

Name:	Matru-Smriti Traders Limited
CIN No:	L74900MH1985PLC035243
Registered Office:	B - 207, Patel Shopping Centre, Chandavarkar Road, Borivali (W), Mumbai 400 092.
Exchange where the Equity shares of the Target Company are listed	BSE Limited (Scrip Code: 512165)

6) OTHER DETAILS

- The Detailed Public Statement pursuant to this Public Announcement and in terms of the provisions of Regulation 14(3) of SEBI (SAST) Regulations, 2011 shall be published on or before July 02, 2015 in all editions of any one English national daily with wide circulation, any one Hindi national daily with wide circulation and one Marathi language daily newspaper – Mumbai edition.
- The Acquirer undertakes that it is aware of and will comply with its obligations under the SEBI (SAST) Regulations, 2011.
- The Acquirer has given an undertaking that if pursuant to this Open Offer, the Public Shareholding in the Target Company falls below 25% of the Equity Shares Capital of the Company, they shall bring down the non public shareholding to the level specified (i.e 75% of the Voting Rights / Paid-up Equity Shares Capital) within such period from the date of completion of Open Offer as specified under Securities Contracts (Regulation) Rules, 1957 and in accordance with such directions as may be issued by the Stock Exchange on which Shares of the Target Company are listed.
- The Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations. This PA is not being issued pursuant to a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.

ISSUED BY MANAGER TO THE OFFER:



Aryaman Financial Services Limited

(CIN No.: L74899DL1994PLC059009)

60, Khatau Building, Alkesh Dinesh Modi Marg,
Opp. P. J. Towers (BSE Building), Fort, Mumbai – 400 001.

Tel: 022 – 2261 8264 / 2261 8635; Fax: 022 – 2263 0434

Website: www.afsl.co.in; Email: info@afsl.co.in

Contact Person: Mr. Deepak Biyani / Mr. Krish Sanghvi

For and on behalf of the acquirer:

Mr. Abhishek Bansal

Flat No. 28, Sea Glimpse Building,
7th Floor, B. J. Road
Bandra (W), Mumbai – 400 050

Place: Mumbai

Date: June 25, 2015