

# **MATRU-SMRITI TRADERS LIMITED**

**ANNUAL REPORT 2012-2013**



# CORPORATE INFORMATION

## Board of Directors

- Mr. Reshamsingh Saini - Chairman  
Mr. Sarabjitsingh Saini - Executive Director  
Mr. Jatinder Singh Patpatia - Independent Director  
Mr. S. K. Pandey - Independent Director  
Mr. Alok S. Bairagra - Independent Director

## Auditors

M/s. H. K. Dedhia & Co.,  
Chartered Accountants

## Bankers

Bank of India.  
Punjab & Sindh Bank.  
Axis Bank Ltd.

## Registrar & Share Transfer Agent

Purva Sharegistry (India) Pvt Ltd  
9, Shiv Shakti Industrial Estate,  
J R Boricha Marg, Lower Parel (E),  
Mumbai - 400011.  
Tel:- 022-23016761 Fax:- 022-23012517  
ISIN No. - INE265O01010

## Registered Office

Marshall Building, 2nd Floor,  
Soorji Vallabhdas Marg,  
Ballard Estate, Mumbai - 400038.  
Tel:- 022-66390257/65047520  
Fax:- 022-66390257  
**Website: - [www.matrusmrititraders.com](http://www.matrusmrititraders.com)**



## MATRU-SMRITI TRADERS LIMITED

### NOTICE

Notice is hereby given that the 27<sup>th</sup> Annual General Meeting of the Members of MATRU-SMRITI TRADERS LIMITED will be held on 25<sup>th</sup> June, 2013 at 11.00 A.M at Marshall Building, 2nd Floor, Shoorji Vallabhdas Marg, Ballard Estate, Mumbai – 400038., to transact the following business:-

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2013, and the Profit and Loss Account for the year ended as on that date together with the Reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr. Reshamsingh Saini, who retires by rotation and being eligible offered himself for re-appointment;
3. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

#### **SPECIAL BUSINESS:**

4. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary resolution:

**“RESOLVED THAT** Mr. Alok Bairagra, who was appointed as an additional director of the company and who holds office upto the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956 and in respect of whom the company has received a notice pursuant to Section 257 of the act, be and is hereby appointed as director of the company.

5. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary resolution:



**"RESOLVED THAT** Mr. S. K. Pandey, who was appointed as an additional director of the company and who holds office up to the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956 and in respect of whom the company has received a notice pursuant to Section 257 of the act, be and is hereby appointed as director of the company.

6. To consider and if thought fit to pass with or without modification the following resolution as an Special resolution:

**"RESOLVED THAT** subject to the approval of the Central Government and the members and pursuant to Section 17 of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the alteration of the sub-clause (A) of Clause III of Main objects of the Memorandum of Association of the Company by insertion of the following sub-clause 1 in place of the existing sub-clause 1.


1. To carry on the business of human resources consultants and advisors, representatives, recruitment agents of managerial, technical, clerical personnel and to provide manpower - skilled, semiskilled and unskilled, on contractual basis and also provide process outsourcing, employee engagement, exit interview, reference interviewing, background checks, training, placement services carry on in India or elsewhere, either alone or jointly with one or more persons, firms, companies whether based in India or abroad pertaining to it.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do such other acts and deeds as may be necessary for giving effect to this resolution."

Place: Mumbai

Date: 29<sup>th</sup> May, 2013

By the order of the Board  
For Matru-Smriti Traders Limited

  
(Director)



## MATRU-SMRITI TRADERS LIMITED

### NOTES:

1. A member entitled to attend and vote at this meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the company. Proxies in order to be effective must be received at the Registered Office of the company not less than Forty Eight hours before the meeting.
2. Members are requested to notify any correction /change in their name /address including Pin Code number immediately to M/s Purva Sharegistry (India) Pvt.Ltd the Company's Registrar and Share Transfer Agent at their office at 9, Shiv Shakti Industrial Estate, Ground Floor, J.R.Boricha Marg, Lower Parel, Mumbai – 400 011. In the event of non – availability of Members latest address either in the Companies records or in Depository Participant's records, members are likely to miss notice and other valuable correspondence sent by the company.
3. Members are requested to kindly mention their Folio Number/ Client ID Number (in case of demat shares) in all their correspondence to enable prompt reply to their queries.
4. Members are requested to bring the Notice of the meeting along with the Attendance slip with them duly filled in and hand over the same at the entrance of the Meeting Room.
5. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days, between 11.00 a.m. to 1.00 p.m. except holidays up to the date of AGM and at AGM.
6. The Register of Member and the Share Transfer Books of the Company will remain closed from 24<sup>th</sup> June 2013, to 25<sup>th</sup> June 2013 (both days inclusive).
7. The trading in Equity Shares of the Company was suspended from trading due to non-compliance of Listing Agreement. The Company has made an Application to BSE for revocation of trading suspension and has filed all requisite documents with BSE. BSE Limited vide its letter dated 19/02/2013 has given in-principle approval for revocation of suspension in the trading of Equity shares of the Company.
8. Members desirous of getting any information about of the Company, are requested to send their queries so as to reach at-least ten days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting.
9. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self attested copy of PAN at the time of sending their request for share transfer/ transmission of name/transposition of name.
10. Member holding shares in physical form and wishing to avail of the nomination facility, are requested to send the duly filled in nomination in the prescribed form (form 2B) to M/s Purva sharegistry (India) Pvt.Ltd., Registrar and share Transfer Agent of the Company, at



## MATRU-SMRITI TRADERS LIMITED

their address given above or to the Compliance Officer at the Registered Office of the Company.

11. Members are requested to bring copies of Annual Report to the Annual General Meeting.
12. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s Purva Sharegistry (India) Pvt. Ltd., Registrar and Share Transfer Agents of the Company, at their address given above.
13. The Equity shares of the Company are listed on Bombay Stock Exchange Ltd, and Listing Fees up to the financial year 2013-2014 has been paid to BSE.

For MATRU SMRITI TRADERS LIMITED

*S.K. Pandey*  
DIRECTOR



## MATRU-SMRITI TRADER LIMITED

### ANNEXURE TO NOTICE

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 IN RESPECT OF THE SPECIAL RESOLUTION SET OUT IN THE NOTICE CONVENING THE ANNUAL GENERAL MEETING:

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##### Item 4:

Mr. Alok Bairagra was appointed as an Additional director of the Company in terms of Section 260 of the Companies Act, 1956 ('the Act'). Due notice under Section 257 of the Act has been received from a member of the company proposing his appointment as Director of the Company. Requisite consent has been filed by Mr. Alok Bairagra, pursuant to the provisions of Section 264(1) of the Act, to act as a Director, if appointed. The Board recommends the resolution as set out in Item No. 4 for the approval of the members.

None of the Directors of the Company, except Mr. Alok Bairagra is concerned or interested in this resolution.

##### Item 5:

Mr. S. K. Pandey was appointed as an Additional director of the Company in terms of Section 260 of the Companies Act, 1956 ('the Act'). Due notice under Section 257 of the Act has been received from a member of the company proposing his appointment as Director of the Company. Requisite consent has been filed by Mr. S. K. Pandey, pursuant to the provisions of Section 264(1) of the Act, to act as a Director, if appointed. The Board recommends the resolution as set out in Item No.5 for the approval of the members.

None of the Directors of the Company, except Mr. S. K. Pandey is concerned or interested in this resolution.

##### Item No. 6:

There has been tremendous growth in the field of Human Resources Management and consultancy business and the Company desires to enter



into that field. For entering into the Human Resources Management and consultancy business, the Company is required to change its Main Object.

The above amendment to the Memorandum of Association of the Company can be carried out only by passing a Special Resolution and hence the Directors recommend the Special Resolution for your approval.

The Directors of the Company are concerned or interested in above resolutions to the extent of their shareholdings.

By the order of the Board  
For Matru-Smriti Traders Limited

Place: Mumbai

Date: 29/05/2013

  
(Director)



# MATRU-SMRITI TRADERS LIMITED

## DIRECTORS' REPORT

To,  
The Shareholders,

Your directors have pleasure in presenting the 27<sup>th</sup> Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2013.

### 1. SUMMARISED FINANCIAL RESULTS:

Particulars	2012-2013	2011-2012
Total Income	3067433.00	977589.00
Less: Total Expenditure	3577256.00	2646162.00
Profit/(Loss) before Tax	(509823.00)	(1668573.00)
Profit/(Loss) after Tax	(509823.00)	(1668573.00)
Profit & Loss Account Balance c/f	3223964.00	3787441.00

### 2. REVIEW OF OPERATIONS:

The company has incurred loss for an amount of Rs. 509823/- during the year as compared to last year's loss for an amount of Rs. 1668573/-. The Company has surrendered Corporate Membership of BSE in December 2012 and has diversified into manpower recruitment activities. There has been marginal rise in the income during the year. The Company has redeemed 300000 Redeemable Preference Shares of Rs. 10/- each during the year.

### 3. DIVIDEND:

In view of the loss incurred during the year under review, your directors do not recommend any dividend for the Financial Year ended on 31<sup>st</sup> March, 2013.

### 4. DIRECTORS:



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Mr. Reshamsingh Saini, director of the company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re - appointment. During the year under review, Mr. Alok Bairagra and Mr. S. K. Pandey were appointed as an Additional Directors and holds office upto the date of this Annual General Meeting. Pursuant to notice received under section 257 of the Companies Act, 1956 his appointment as a Director is being considered at the ensuing Annual General Meeting. Mrs. Gurmitkaur Reshamsingh Saini has resigned from directorship of the company during the year. The Board places on record the good services rendered by her during her tenure as Director.

**5. FIXED DEPOSITS:**

During the Year under review, the Company has neither invited nor accepted any fixed deposits from the public.

**6. AUDITORS:**

M/s. H. K. Dedhiya & Co., Chartered Accountants, Mumbai, being appointed as Statutory Auditors of the Company from the conclusion of the ensuing Annual General Meeting till the conclusion of the next Annual General Meeting.

M/s. H. K. Dedhiya & Co., Chartered Accountants have also expressed their willingness to act as Auditors of the Company, if appointed, and have further confirmed that the said appointment would be in conformity with the provisions of Section 224 (1B) of the Companies Act, 1956.

**7. AUDITORS REPORT:**

The Auditors have not made any qualification to the financial statement. Their reports on relevant notes on accounts are self explanatory and do not call for any comments under section 217 (3) of the companies Act, 1956.

**8. CORPORATE GOVERNANCE:**



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Though the Clause 49 of the Listing Agreement is not applicable to the Company, the company makes its best efforts to voluntarily ensure proper Corporate Governance in the affairs of the company and its daily functioning.

**9. PARTICULARS OF EMPLOYEES:**

Particulars of the employees of the Company pursuant to Section 217 (2A) of the Companies Act, 1956 is not given, as none of the employees come under the purview of these provisions.

**10. COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988:**

The details relating to Conservation of energy, Technology Absorption, and Foreign Exchange Earning and Outflow required to be attached in terms of section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the report of board of directors) Rules, 1988 are not given in view of the nature of activities of the company. There is no Foreign Exchange earning or outgo during the year under review.

**11. DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) That in the preparation of the accounts for the financial year ended 31<sup>st</sup> March, 2013, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year under review;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the



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Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (iv) That the Directors have prepared the accounts for the financial year ended 31<sup>st</sup> March 2013 on a 'going concern' basis.

**12. SUBSIDIARY COMPANY:**

The Company does not have any subsidiary Company.

**13. EVENTS AFTER THE END OF FINANCIAL YEAR:**

The promoter and their group holding as on 31<sup>st</sup> March, 2013 was 79.17% of the paid-up Capital of the Company.

Under the SCRR, a listed company is required to have minimum public shareholding of 25% of the paid-up capital of the Company. Any Company having a lower public shareholding is required to increase the same to 25% by 3<sup>rd</sup> June, 2013.

Clause 40A of the Listing Agreement, lists various methods in which a Company may increase its public shareholding in order to comply with the SCRR.

Hence, Board of Directors have allotted on 8<sup>th</sup> May, 2013, 93722 fully paid-up equity shares of Rs. 10/- each as Bonus shares in the ratio of ONE Bonus shares for each ONE equity share held by public shareholders of the Company. The promoter group has agreed to forgo their Bonus entitlement. The shareholding pattern pre and post Bonus issue is as under:

	Pre-bonus		Post-bonus	
	No. of shares	%	No. of Shares	%
Promoter	356278	79.17%	356278	65.53%
Public	93722	20.83%	187444	34.47%
Total	450000	100%	543722	100%

**14. ACKNOWLEDGEMENTS:**

Your Directors would like to express their sincere appreciation and gratitude for the co-operation and assistance from its shareholders, bankers, regulatory bodies and other business constituents during the year under review.



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Your Directors also wish to place on record their deep sense of appreciation for the contribution and commitment displayed by the employees.

15. As per Clause 31(a) of the Listing Agreement Form A is applicable for the Company for the financial year ended 31<sup>st</sup> March, 2013.

FOR AND ON BEHALF OF THE BOARD

*[Handwritten signature]* *S.K. Pandey*

Director

Director

Place: Mumbai

Dated: 29/05/2013





INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF MATRU SMRITI TRADERS LIMITED

**Report on the Financial Statements**

I have audited the accompanying financial statements of Matru Smriti Traders Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2013, the Statement of Profit and Loss and for the year ended, and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditors' Responsibility**

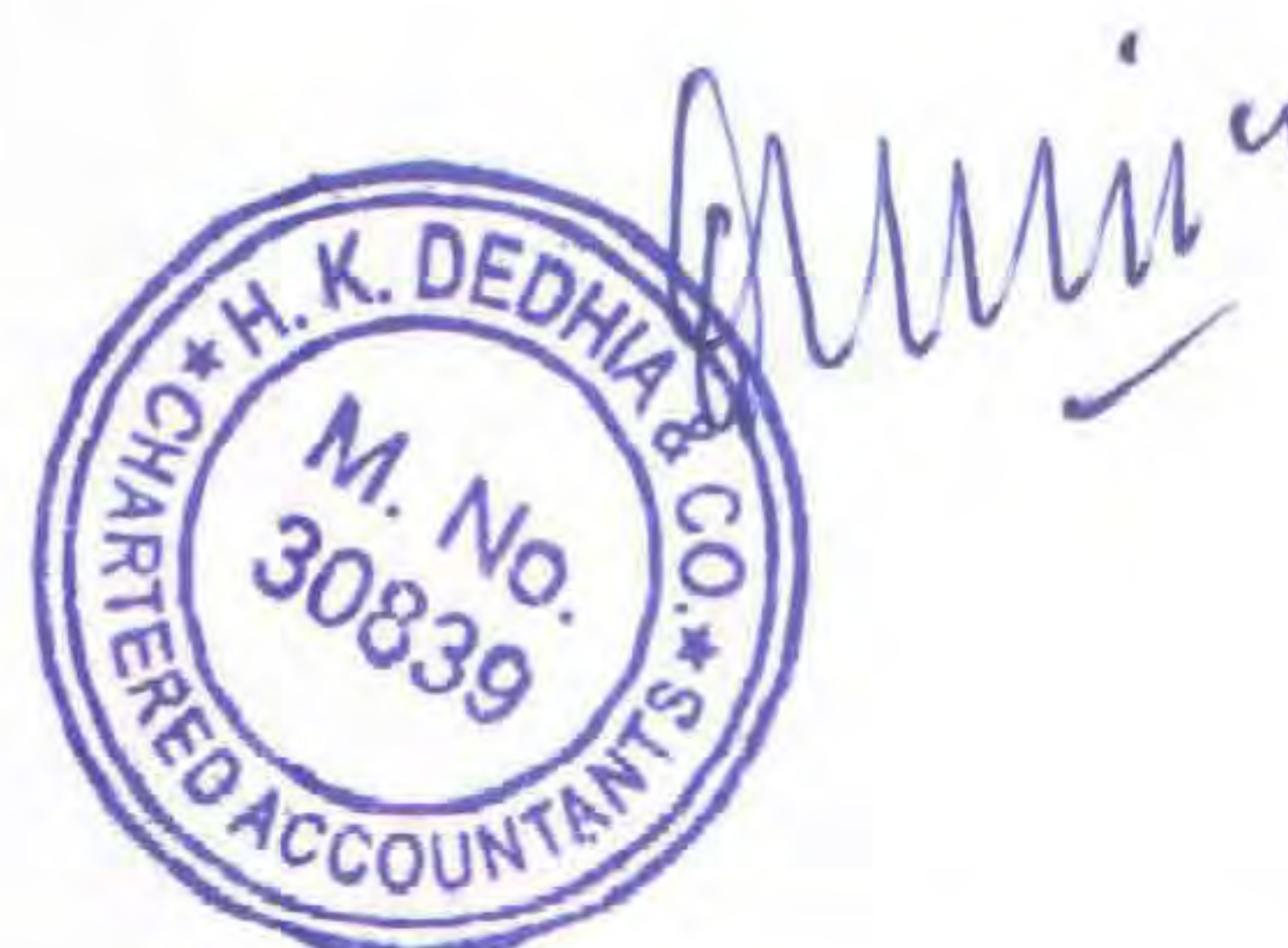
Our responsibility is to express an opinion on these financial statements based on our audit. I conducted audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that I comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for audit opinion.

**Opinion**

In my opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:



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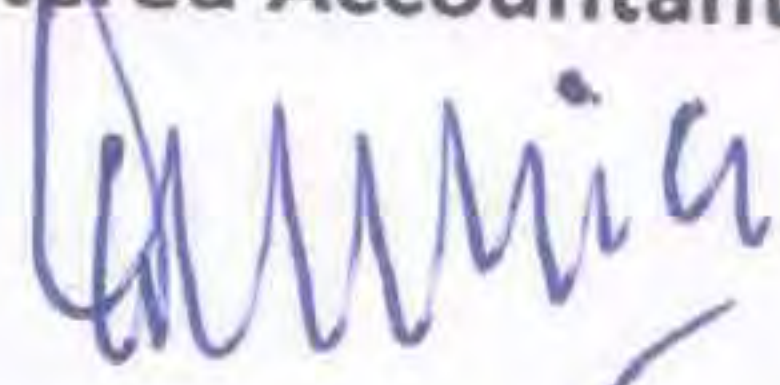
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- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2013;
- (b) in the case of the Statement of Profit and Loss, of the loss of the Company for the year ended on that date, and
- (c) in the case of the Cash Flow Statement, of the Cash Flows for the period ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2003("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, I give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
  - (a) I have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of my audit.
  - (b) In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
  - (d) In my opinion, the Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act.
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2013 & taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

For H. K. Dedhia & Co.  
Chartered Accountants



Hasmukh Dedhia  
Proprietor  
Mem. No: 30839



Place: Mumbai  
Date: 29.05.2013



**ANNEXURE TO THE AUDITORS' REPORT**

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
- (b) I am informed that Fixed Assets has been physically verified by the management and no discrepancies were observed between book record and physical verification.
- (c) The Company has not disposed off substantial part of Fixed Asset during the year to effect to its going concern.
- (ii) In my opinion and according to the information and explanation given to me the company does not hold any inventories during the period under review; hence the clause (ii) (a) to (c) of the said order is not applicable.
- (iii) In my opinion and according to the information and explanation given to me there are adequate internal control procedures commensurate with the size of the company and the nature of its business, for the purchase and sale of inventory, fixed assets and with regard to the sale of services. During, the course of my audit, I have not observed any continuing failure to correct major weakness in internal controls.
- (iv) The company has no transactions of purchase and sale of services made in pursuance of contracts and arrangements entered in the register mentioned under section 301 of the Companies Act and aggregating during the year to Rs. 500000/- or more in respect of each party.
- (v) The Company has not taken unsecured loan from companies, listed in the register maintained under sec 301 of the Companies Act, 1956. In my opinion the rate of interest and the other terms & conditions of such loans are not prima facie prejudicial to the interest of the company.
- (vi) The Company has not given interest free loans to employees.
- (vii) The company has not accepted any deposit from public under provisions of section 58A of the Companies Act, 1956 and accordingly, the provision of section 58A of the Companies Act and Rules framed there under are not applicable.
- (viii) The Company is not required to have an internal audit system.
- (ix) As explained to me the Company has not been prescribed by the Central Government to maintain cost records under Sec 209(1) (d) of the Companies Act, 1956.
- (x) The Company is regular in depositing undisputed statutory dues including Income tax, Service Tax, Wealth Tax, customs duty, excise duty, cess and any other material statutory dues wherever applicable with the appropriate authorities. I am informed that there are no arrears of outstanding statutory dues as on 31<sup>st</sup> March 2013, which are outstanding for more than six months.
- (xi) According to the information and explanations given to me, no personal expenses of employees or directors have been charged to the revenue account, other than those payable under contractual obligations with the generally accepted business practice.
- (xii) The company is not a Sick Industrial Company within the meaning of Clause (O) of sub-section 1 of section 3 of the Sick Industrial Companies (Special Provision) Act, 1985.



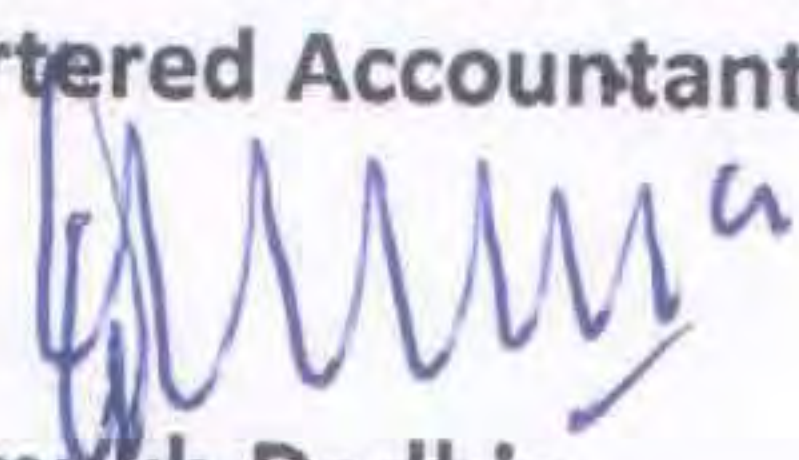


**H. K. DEDHIA & CO.**  
**CHARTERED ACCOUNTANTS**  
**62, 2<sup>ND</sup> FLOOR, VIJAY NAGAR, DADAR (WEST), MUMBAI – 400 028**  
**TEL NO. 24300807**

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- (xiii) In my opinion and according to the information and explanation given to me, the company has no dues outstanding with the financial institutions, banks as at the balance sheet date.
- (xiv) The company has not granted any loans or advance on the basis of security by way of pledge of shares and debentures or any other securities.
- (xv) In our opinion, the company is not a chit fund or a nidhi mutual benefit fund/society. Therefore, the provisions of clause (xiii) of the companies (Auditor's Report) Order, 2003 are not applicable to the companies.
- (xvi) The company has, in my opinion maintained proper records and contracts with respect to its investments & dealing in shares and securities where the timely entries of transaction are made in the register maintained for it. All investments at the close of the year are held in the name of the company.
- (xvii) The Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xviii) In my opinion the company is not a dealer or traders in share securities, debenture and other investments.
- (xix) In my opinion and according to the information and explanation given to me, the company has not taken any term loan.
- (xx) According to the information and explanations given to me and on an overall examination of the Balance sheet of the company, I report that the no fund raised on short term basis have been used for long term investment. No long term funds have been used to finance short term assets except permanent working capital.
- (xxi) The company has not made any preferential allotment of shares during the year.
- (xxii) The company has not issued any debentures.
- (xxiii) The company has not raised any money by public issue during the year.
- (xxiv) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.
- (xxv) During the course of my examination of the books and records of the company carried out in accordance with the generally accepted auditing practices in India, and I have neither come across any instance of fraud on or by the company, noticed or reported during the period nor I have informed of such case by the management.

**For H. K. Dedhia & Co.**  
**Chartered Accountants**

  
**Hasmukh Dedhia**  
**Proprietor**  
**Mem. No: 30839**

**Place: Mumbai**  
**Date: 29.05.2013**





**MATRU-SMRITI TRADERS LTD**  
Balance Sheet as at 31st March, 2013

Particulars	Note No.	As at 31st March, 2013	As at 31st March, 2012
<b>I. EQUITY AND LIABILITIES</b>			
(1) <b>Shareholder's Funds</b>			
(a) Share Capital	1	4,500,000	7,500,000
(b) Reserves and Surplus	2	3,223,964	3,787,441
(2) <b>Share Application Money pending allotment</b>		-	-
(3) <b>Non-Current Liabilities</b>			
(a) Long-Term Borrowings		-	-
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Long Term Liabilities		-	-
(d) Long-Term Provisions		-	-
(4) <b>Current Liabilities</b>			
(a) Short-Term Borrowings	3	1,100,000	-
(b) Trade Payables		-	-
(c) Other Current Liabilities	4	472,840	27,203
(d) Short-Term Provisions	5	16,854	93,572
<b>TOTAL</b>		<b>9,313,658</b>	<b>11,408,216</b>
<b>II. ASSETS</b>			
(1) <b>Non-Current Assets</b>			
(a) Fixed Assets		-	-
(i) Tangible Assets	6	177,678	1,013,116
(ii) Intangible Assets		-	-
(iii) Capital Work-in-Progress		-	-
(iv) Intangible Assets Under Development		-	-
(v) Fixed Asset Held for Sale		-	-
(b) Non-Current Investments		-	-
(c) Deferred Tax Assets (Net)		-	-
(d) Long-Term Loans and Advances	7	370,510	38,249
(e) Other Non-Current Assets		-	-
(2) <b>Current Assets</b>			
(a) Current Investments	8	-	2,938,297
(b) Inventories		-	-
(c) Trade Receivables	9	2,711,391	-
(d) Cash and Cash Equivalents	10	4,929,079	6,119,473
(e) Short-Term Loans and Advances		-	-
(f) Other Current Assets	11	1,125,000	1,299,082
<b>TOTAL</b>		<b>9,313,658</b>	<b>11,408,216</b>
<b>See accompanying notes to the financial statements</b>	16		

As per our report of even date

**For H K Dedhia & Co.**

Chartered Accountants

**Hasmukh Dedhia**

Proprietor

Membership No: 30839



**For and on behalf of the Board of Directors**

Directors

Directors

Place : Mumbai

Date : 29/05/2013





**MATRU-SMRITI TRADERS LTD**  
**Statement of Profit and Loss for the Year Ended 31<sup>st</sup> March, 2013**

Particulars	Note No.	As at 31st March, 2013	As at 31st March, 2012
Revenue from Operations	12	2,704,565	72,333
Other Incomes	13	362,868	905,256
Total Revenue (I + II)		3,067,433	977,589
Expenditure			
Employee Benefit Expenses	14	943,232	1,370,675
Administrative and Selling Expenses	15	2,414,252	977,115
Depreciation and Amortisation Expenses		219,772	298,372
Total Expenses		3,577,256	2,646,162
Surplus before Tax		(509,823)	(1,668,573)
Tax Expenses		-	-
Current Tax		-	-
Surplus after Tax		(509,823)	(1,668,573)
Less: Prior Period Adjustment		53,654	996,395
Surplus (Deficit) for the Year		(563,477)	(2,664,968)
Earnings Per Equity Share			
(1) Basic		(1.13)	(3.71)
(2) Diluted		(1.13)	(3.71)
See accompanying notes to the financial statements	16		

As per our report of even date  
**For H K Dedhia & Co.**  
Chartered Accountants

**Hasmukh Dedhia**  
**Proprietor**  
**Membership No: 30839**

Place : Mumbai  
Date : 29/05/2013



For and on behalf of the Board of Directors

Directors

Directors





**MATRU-SMRITI TRADERS LTD**  
Notes Forming Part of the Financial Statements

Note 1: Share Capital

Particulars	As at 31 <sup>st</sup> March, 2013		As at 31 <sup>st</sup> March, 2012	
	Number of shares	Amount (Rs)	Number of shares	Amount (Rs)
<b>Authorised</b> 7,00,000 (Previous Year 7,00,000) Equity Shares of Rs. 10/- each	700,000	7,000,000	700,000	7,000,000
3,00,000 (Previous Year 3,00,000) 0% Non Convertible Redeemable Preference Shares of Rs. 10/- each	300,000	3,000,000	300,000	3,000,000
<b>Issued, Subscribed and Fully Paid - Up</b> 4,50,000 (Previous Year 4,50,000) Equity Shares of Rs. 10/- each	450,000	4,500,000	450,000	4,500,000
NIL (Previous Year: 3,00,000) 0% Non Convertible Redeemable Preference Shares of Rs. 10/- each (Issued During the Year)	-	-	300,000	3,000,000
	450,000	4,500,000	750,000	7,500,000

a) Reconciliation of Number of Shares

Particulars	As at 31 <sup>st</sup> March, 2013		As at 31 <sup>st</sup> March, 2012	
	Number of Shares	Amount (Rs)	Number of Shares	Amount (Rs)
<b>Equity Shares</b> Opening Balance	450,000	4,500,000	450,000	4,500,000
Changes During the Year	-	-	-	-
Closing Balance	450,000	4,500,000	450,000	4,500,000
<b>Preference Shares</b> Opening Balance	300,000	3,000,000	-	-
Changes During the Year	(300,000)	(3,000,000)	300,000	3,000,000
Closing Balance	-	-	300,000	3,000,000

b) Details of Shares held by Shareholders holding more than 5% of the aggregate shares in the company

Particulars	As at 31 <sup>st</sup> March, 2013		As at 31 <sup>st</sup> March, 2012	
	Number of shares	Percentage	Number of shares	Percentage
<b>Equity Shares</b>				
Mr. Reshamsingh Pyarasingh	192,501	42.78%	192,501	42.78%
Mr. Sarabjitsingh Reshamsingh	102,267	22.73%	102,267	22.73%
Mr. Gurmitkaur Reshamsingh	61,510	13.67%	61,510	13.67%
<b>Preference Shares</b>				
Mr. Gurmitkaur Reshamsingh	-	-	20,000	6.67%
Mr. Reshamsingh Pyarasingh	-	-	20,000	6.67%
Mr. Harda Shivilal Nayak (Prop of Tirth Enterprises)	-	-	20,000	6.67%
Mr. Jayvan Ashok Surve (Prop of Jiya Enterprises)	-	-	20,000	6.67%
Mr. Vinod C Solanki(Prop of Kewal Corporation)	-	-	20,000	6.67%
Mr. Nilesh Patkure (Prop of Yash Corporation)	-	-	20,000	6.67%
Mr. Prahlad C Jayaswal (prop of Pawan Enterprises)	-	-	20,000	6.67%
Mr. G. D. Singh	-	-	30,000	10.00%
Mr. G. R. Singh	-	-	30,000	10.00%
Mr. Sarabjitsingh Reshamsingh	-	-	30,000	10.00%



For MATRU SMRITI TRADERS LIMITED  
S.K. Pandey  
DIRECTOR





**MATRU-SMRITI TRADERS LTD**  
Notes Forming part of the Financial Statements

	As at 31st March, 2013	As at 31st March, 2012
<b>NOTE: 2</b>		
<b>Reserves and Surplus</b>		
(a) Surplus i.e. Balance in the Statement of Profit & Loss As per last Balance Sheet	3,787,441	6,452,409
Less: Transfer to Capital Redemption Reserve	(3,000,000)	-
Add/Less: Profit/Loss for the year	(509,823)	(1,668,573)
	277,618	4,783,836
Add/Less: Adjustment of Earlier Years	(53,654)	(996,395)
Transfer to Reserves	223,964	3,787,441
	223,964	3,787,441
<b>(b) Capital Redemption Reserve</b>		
As per Last Balance Sheet	-	-
Add: Amount Transferred from statement of profit and loss account	3,000,000	-
	3,000,000	-
	3,223,964	3,787,441
<b>NOTE: 3</b>		
<b>Short Term Borrowings</b>		
<b>Particulars</b>	<b>As at 31st March, 2013</b>	<b>As at 31st March, 2012</b>
From Directors	1,100,000	-
	1,100,000	-
<b>NOTE: 4</b>		
<b>Other Current Liabilities</b>		
<b>Particulars</b>	<b>As at 31st March, 2013</b>	<b>As at 31st March, 2012</b>
Duties & Taxes	178,798	12,203
Others Payable	-	15,000
Advance Received against Sale of Assets	294,042	-
	472,840	27,203
<b>NOTE: 5</b>		
<b>Short Term Provisions</b>		
<b>Particulars</b>	<b>As at 31st March, 2013</b>	<b>As at 31st March, 2012</b>
Others Payable	16,854	93,572
	16,854	93,572

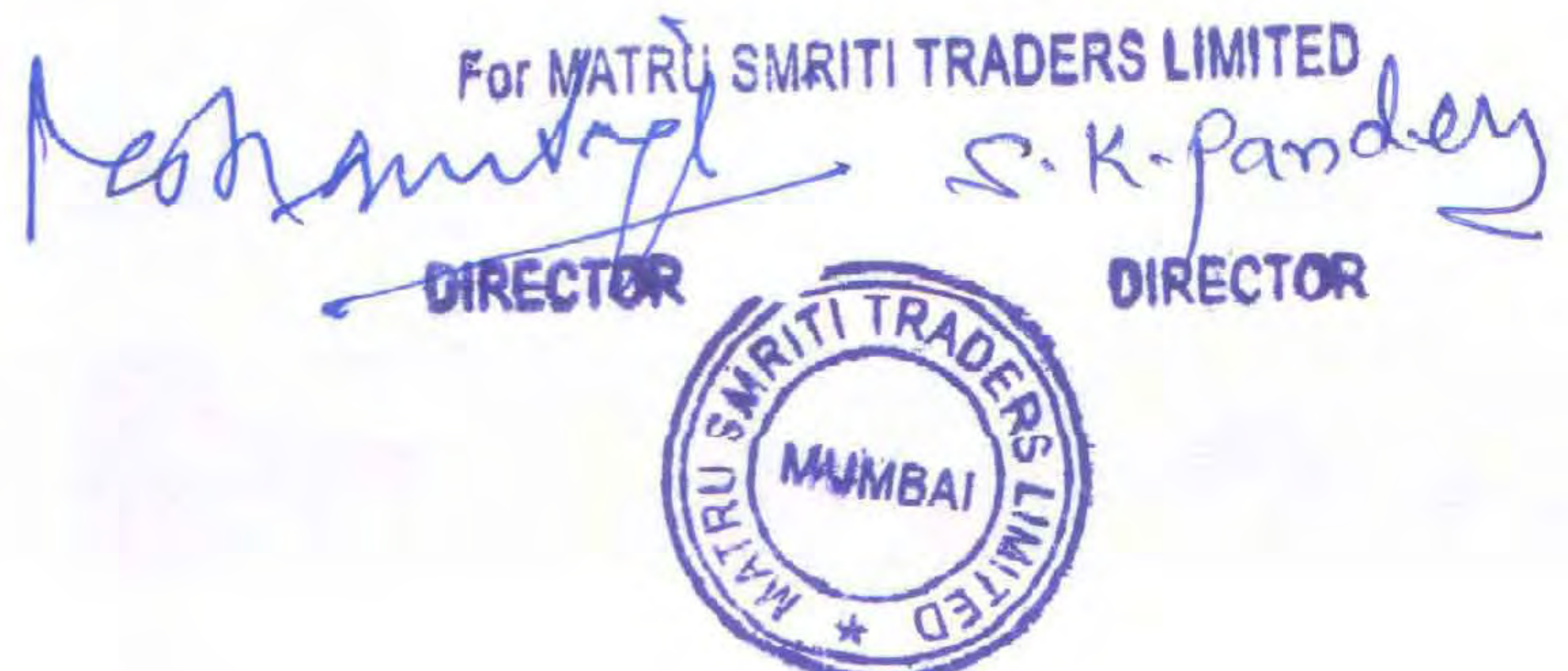


For MATRU SMRITI TRADERS LIMITED  
 S.K. Pandey  
 DIRECTOR DIRECTOR





<b>NOTE: 7</b>		
<b>Long Term Loans and Advances</b>		
<b>Particulars</b>	<b>As at 31st March, 2013</b>	<b>As at 31st March, 2012</b>
Advance Tax (Including Refund Receivable)	-	-
Tax Deducted at Source	370,510	38,249
	370,510	38,249
<b>NOTE: 8</b>		
<b>Current Investments</b>		
<b>Particulars</b>	<b>As at 31st March, 2013</b>	<b>As at 31st March, 2012</b>
Investments in Shares (Quoted)	-	2,938,297
	-	2,938,297
<b>NOTE: 9</b>		
<b>Trade Receivables</b>		
<b>Particulars</b>	<b>As at 31st March, 2013</b>	<b>As at 31st March, 2012</b>
Trade receivables outstanding for a period less than six months from the date they are due for payment Unsecured, considered good	2,711,391	-
Trade receivables outstanding for a period more than six months from the date they are due for payment Unsecured, considered good	-	-
	2,711,391	-
<b>NOTE: 10</b>		
<b>Cash and Cash Equivalents</b>		
<b>Particulars</b>	<b>As at 31st March, 2013</b>	<b>As at 31st March, 2012</b>
Balance with Banks :-		
Balances with Banks	4,817,665	6,021,443
Cash in hand	111,414	98,030
	4,929,079	6,119,473
<b>NOTE: 11</b>		
<b>Short Term Loans and Advances</b>		
<b>Particulars</b>	<b>As at 31st March, 2013</b>	<b>As at 31st March, 2012</b>
(Unsecured, Considered Good)		
(a) Deposit with BSE		
Membership Card	1,000,000	1,000,000
Capital Fund	125,000	125,000
(b) Advance to Party	-	174,082
	1,125,000	1,299,082





**MATRU-SMRITI TRADERS LTD**  
Notes Forming part of the Financial Statements

<b>NOTE: 12</b>		
<b>Revenue From Operations</b>		
<b>Particulars</b>	<b>Year Ended 31st March, 2013</b>	<b>Year Ended 31st March, 2012</b>
<u>Sale of Services</u>		
<u>Local</u>		
Brokerage Received (BSE)	23,311	72,333
Manpower Recruitment Income	2,681,254	-
	<b>2,704,565</b>	<b>72,333</b>
<b>NOTE: 13</b>		
<b>Other Income</b>		
<b>Particulars</b>	<b>Year Ended 31st March, 2013</b>	<b>Year Ended 31st March, 2012</b>
Interest on Bank Fixed Deposit	309,863	382,400
Dividend Received	32,893	17,675
Interest Received	-	-
Interest on Income Tax Refund	-	4,270
Interest on Bonds	-	205,951
Profit on Sale of Shares (Long Term)	20,113	222,579
Profit on Sale of Shares (Short Term)	-	72,382
	<b>362,868</b>	<b>905,256</b>
<b>NOTE: 14</b>		
<b>Employee Benefit Expenses</b>		
<b>Particulars</b>	<b>Year Ended 31st March, 2013</b>	<b>Year Ended 31st March, 2012</b>
Salaries, Wages, Bonus etc	930,794	1,290,213
Exgratia	-	19,250
Staff Welfare	12,438	61,212
	<b>943,232</b>	<b>1,370,675</b>
<b>NOTE: 15</b>		
<b>Other Expenses</b>		
<b>Particulars</b>	<b>Year Ended 31st March, 2013</b>	<b>Year Ended 31st March, 2012</b>
<b>Office and Administrative Expenses</b>		
Bank Charges	1,535	1,828
Books and Periodicals	7,191	-
BSE Expenses (Bonus Issue, Listing Fees)	30,000	-
BSE Reinstatement Fees	1,230,000	-
Conveyance Charges	22,491	34,690
Depository Charges	34,179	-
Legal & Professional Charges	33,708	27,060
Filing Fees	-	8,000
Office & General Expenses	22,877	53,480
Annual Maintenance Chages	11,236	-
Listing Fees	16,854	-
Loss on Sale of Fixed Assets	123,322	-
Annual Fees (BSE & F&O)	119,352	-
Directors Remuneration	525,000	450,000
Miscellaneous Expenses	24,389	-
Documents & Legalisation	-	35,367
Fees & Subscription Fees	-	13,412
Printing & Stationery	-	52,891
Postage Expenses	-	512
Repairs & Maintainence	12,700	27,631
Telephone and Internet Charges	107,805	237,992
Rebate & Discount	-	39
Rates and Taxes	34,310	-
Insurance Expenses	6,742	6,618
Audit Fees	50,562	27,596
	<b>2,414,252</b>	<b>977,115</b>



*[Signature]*  
DIRECTOR

For MATRU SMRITI TRADERS LIMITED

*[Signature]*  
DIRECTOR





**MATRU-SMRITI TRADERS LTD**  
Notes Forming part of the Financial Statements

Note:6 Tangible Assets										
	Gross Block			Gross Block			Depreciation		Net Block	
	Gross Block as at 31.03.2012	Additions	Deletions / Adjustment	Gross Balance as on 31.03.2013	Accumulated Depreciation as on 31.03.2012	Depreciation / Amortisation for the year	Accumulated Depreciation as at 31.03.2013	31.03.2013	31.03.2012	31.03.2012
Furniture & Fixtures	200,000	-	137,423	62,577	23,000	39,577	62,577	-	177,000	
Office Equipment	1,181,443	-	478,243	703,200	345,327	180,195	525,522	177,678	836,116	
<b>Total</b>	1,381,443	-	615,666	765,777	368,327	219,772	588,099	177,678	1,013,116	

*H.K. Dedhia*  
  
**H.K. DEDHIA & CO.**  
 CHARTERED ACCOUNTANTS  
 M. No. 30839

*S.K. Pandey*  
**S.K. PANDEY**  
 DIRECTOR

  
**MATRU SMRITI TRADERS LIMITED**  
 MUMBAI



# MATRU-SMRITI TRADERS LTD

## SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

Note : 16

### Significant Accounting Policies & Notes to the Accounts

#### A SIGNIFICANT ACCOUNTING POLICIES:

##### 1 ACCOUNTING CONVENTION

The financial statements are prepared on accrual basis, under the historical cost convention in accordance with the generally accepted accounting principles in India, the Accounting Standards issued by the Institute of Chartered Accountants of India and the requirements of the Companies Act, 1956.

##### 2 FIXED ASSETS

The fixed assets are valued at cost less accumulated depreciation. Depreciation is provided on WDV method at the rates and manner prescribed in the Companies Act, 1956.

##### 3 DEPRECIATION:

The company has provided depreciation on its assets on written down value method basis as per the rates provided in Schedule XIV of the Companies Act.

##### 4 Other Accounting Policies

These are consistent with general accepted Accounting practice.

##### 5 EARNINGS PER SHARE

The earnings per share is calculated by dividing the net profit / (loss) for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. The company has not issued any potential equity shares.

	2012-2013	2011-2012
Net Profit after Tax as per statement of Profit & Loss account attributable to Equity Share holder	(509,823)	(1,668,573)
Total No. of Shares Outstanding	450,000	450,000
Weighted Average No. of Shares Outstanding	450,000	450,000
EPS	(1.13)	(3.71)
Diluted EPS	(1.13)	(3.71)

##### 6 CONTINGENT LIABILITIES

As stated by the directors, company does not have any contingent liabilities in the contract Execution/Completion.

##### 7 RELATED PARTY TRANSACTIONS

As per the Accounting standard -18 issued by the Institute of Chartered Accountants of India, the disclosure of transaction with related parties as defined in the accounting standard are given below:

Name of the parties	Nature of Relationship	Transaction	Amount (Rs.)
Reshamsingh & Co. Pvt Ltd	Company in which director of the Company is Director	Sale of Fixed Assets	492,344
Reshamsingh & Co. Pvt Ltd	Company in which director of the Company is Director	Sale of Investments in Shares at Cost (Mkt Value less than Book Value)	518,466
Sarabjitsingh Reshamsingh	Director	Sale of Investments in Shares at Cost (Mkt Value less than Book Value)	570,968
Satinderpal Investments Pvt Ltd	Company in which director of the Company is Director	Advance against Sale of Fixed Assets	226,744



For MATRU SMRITI TRADERS LIMITED  
S.K. Pandey  
DIRECTOR





**MATRU-SMRITI TRADERS LTD**

**SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS**

**Note : 16**

**Significant Accounting Policies & Notes to the Accounts**

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**B EXPENDITURE IN FOREIGN CURRENCY**

	<u>2012-2013</u>	<u>2011-2012</u>
a) Value of Import on CIF Basis	NIL	NIL
b) Expenditure in Foreign Currency	NIL	NIL
c) Earning in Foreign Currency	NIL	NIL
d) Remittance in Foreign Currency	NIL	NIL

Previous years figures are regrouped wherever if found necessary, so as to make it comparable with those of current year's figures.

As per our report of even date attached

**For H K Dedhia & Co.**  
**Chartered Accountants**

*Hasmukh Dedhia*  
**Hasmukh Dedhia**  
**Proprietor**  
**Membership No: 30839**



Date: 29/05/2013  
Place: Mumbai

For and on behalf of the Board

*S. K. Pandey*  
**Directors**

**Directors**

**Directors**

Date: 29/05/2013  
Place: Mumbai





**MATRU-SMRITI TRADERS LTD**

**Cash Flow Statement For The Year Ended 31st March 2013**

Particulars	For the year ended 31 March 2013		For the year ended 31 March 2012	
	Rs.	Rs.	Rs.	Rs.
<b>Cash Flow from Operative Activities</b>				
Profit/(Loss) before extraordinary items and tax	(509,823)		(1,668,573)	
<b>Adjustments for:</b>				
Depreciation	219,772		298,372	
Profit/Loss on sale of Investments	(20,113)		(294,961)	
Dividend Received	(32,893)		(17,675)	
Interest Income	(309,863)		(592,621)	
Preliminary Expenses written off during the year	-		-	
<b>Operating profit Before Working Capital Changes</b>	<b>(652,920)</b>		<b>(2,275,457)</b>	
<b>Adjustments for:</b>				
<b>(Increase)/Decrease in Working Capital</b>				
Inventories	-		-	
Trade Receivables	(2,711,391)		524,860	
Short-term loans and advances	-		632,370	
Long-term loans and advances	(332,261)		436,704	
Other Current Assets	174,082		-	
Other non-current Assets	-		-	
Trade Payables	-		(216,663)	
Other current liabilities	445,637		(2,377,785)	
Other Long term liabilities	-		-	
Short-term provisions	(76,718)		(9,216)	
Prior Period Items	(53,654)		(996,395)	
Long-term provisions	-		-	
Cash Generated from operations	(3,207,226)		(4,281,583)	
Net income tax (paid)/refunds	-		-	
<b>Net Cash Used in Operation (A)</b>		<b>(3,207,226)</b>		<b>(4,281,583)</b>
<b>Cash Flow from Investing Activities</b>				
Interest Income	309,863		592,621	
Dividend Received	32,893		17,675	
Fixed Assets Purchase/Sales	615,666		(57,908)	
Sale/(Purchase) of Current Investments	2,958,410		534,598	
<b>Net Cash used in Investing activities (B)</b>		<b>3,916,832</b>		<b>1,086,985</b>
<b>Cash Flow from Financing Activities</b>				
Shares Issued / Redeemed during the Year	(3,000,000)		3,000,000	
Loan Taken				
- Secured Loan	-		-	
- Unsecured Loan	1,100,000		-	
Loan Repaid				
Interest Paid	-		-	
<b>Net Cash used in financing activities (C)</b>		<b>(1,900,000)</b>		<b>3,000,000</b>
<b>Net increase/ (decrease) in cash and Cash Equivalent (A+B+C)</b>		<b>(1,190,394)</b>		<b>(194,598)</b>
Cash and Cash Equivalent at the beginning of the year		6,119,473		6,314,071
Cash and Cash Equivalent at the end of the year		4,929,079		6,119,473
<b>Net increase/ (decrease) as disclosed above</b>		<b>(1,190,394)</b>		<b>(194,598)</b>

As per our report of even date attached

For H.K. Dedhiya & Co.  
Chartered Accountants

Hasmukh Dedhiya  
(Partner)  
M.No. 30839  
Place : Mumbai  
Date : 29/05/2013



For Matru-Smiriti Private Limited

*[Signature]* S.K. Pandey  
Directors

Directors

Directors





# MATRU-SMRITI TRADERS LIMITED

MARSHALL BUILDING, 2<sup>ND</sup> FL., SHOORJI VALLABHDAS MARG, BALLARD ESTATE, MUMBAI-400038

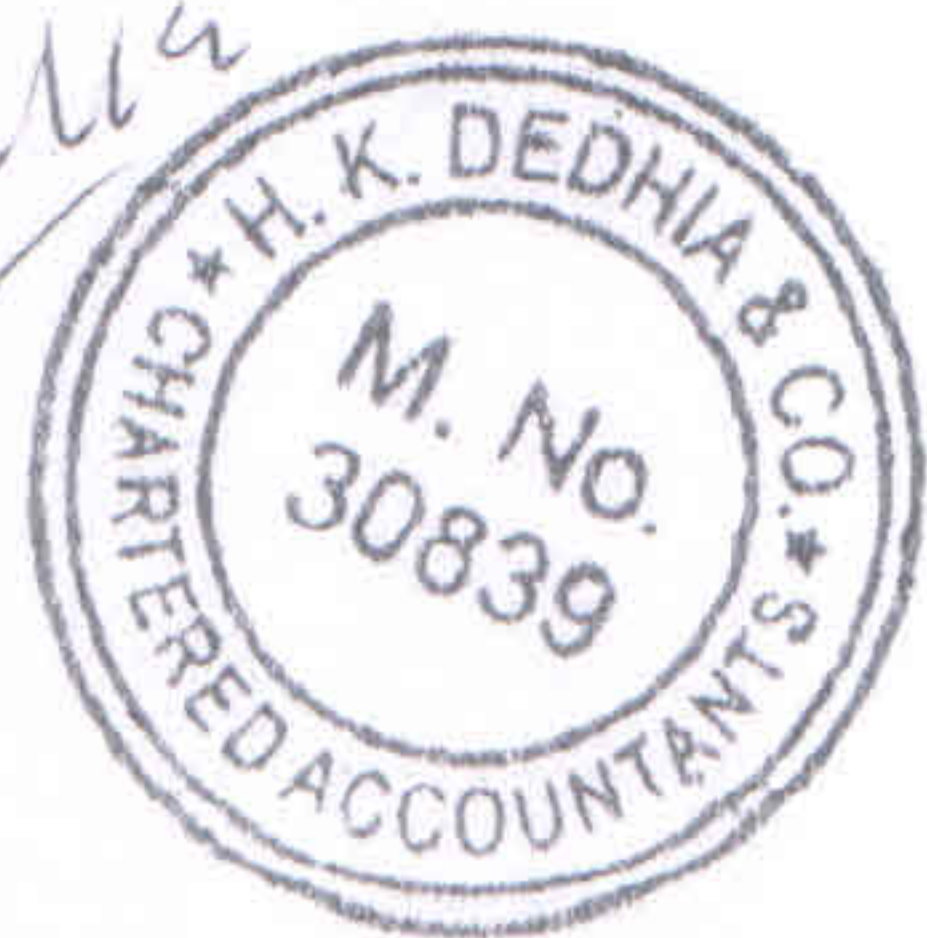
TEL: 66390257/65047520 FAX NO. 66390257 EMAIL ID:- matrusmriti1985@gmail.com

## Form A

1	Name of the Company	Matru-Smriti Traders Limited
2	Annual financial statements for the year ended	31 <sup>st</sup> March, 2013
3	Type of Audit observation	Un-qualified
4	Frequency of observation	N.A.

For H.K.Dedhia & Co.

(Proprietor)



For Matru-Smriti Traders Limited

(Director)



(Director)

Note:- CFO – None

Audit Committee Chairman – N.A

*Certified True copy*  
For MATRU SMRITI TRADERS LIMITED

*S.K. Pandey*  
DIRECTOR



**H. K. DEDHIA & CO.**  
**CHARTERED ACCOUNTANTS**  
**62, 2<sup>ND</sup> FLOOR, VIJAY NAGAR, DADAR (WEST), MUMBAI – 400 028**  
**TEL NO. 24300807**

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**Auditor's Unqualified Report On Quarterly Financial Results and Year to Date Results of the Company Pursuant to the Clause 41 of the Listing Agreement**

To  
Board of Directors  
MATRU-SMRITI TRADERS LIMITED  
Marshall Building, 2<sup>nd</sup> floor,  
Shoorji Vallabhadas Marg,  
Ballad Estate,  
Mumbai -400038

Dear Sirs,

We have audited the quarterly financial results of Matru-Smriti Traders Limited for the quarter ended 31<sup>st</sup> March, 2013 and the year to date results for the period 1<sup>st</sup> April, 2012 to 31<sup>st</sup> March, 2013, attached herewith, being submitted by the Company pursuant to the requirement of clause 41 of the Listing Agreement except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. These quarterly financial results as well as the year to date financial results have been prepared from interim financial statements, which are the responsibility of the Company management. Our responsibility is to express an opinion on these financial results based on our audit of such interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS) 25, Interim Financial Reporting, issued pursuant to the Companies (Accounting Standards) Rules, 2006 as per section 211(3C) of the Companies Act, 1956 or by the Institute of Chartered Accountants of India<sup>11</sup> and other accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

In our opinion and to the best of our information and according to the explanations given to us these Quarterly financial results as well as the year to date results:

- (i) have been presented in accordance with the requirements of clause 41 of the Listing Agreement in this regard.
- (ii) give a true and fair view of the net profit/(loss) for the quarter ended 31<sup>st</sup> March, 2013 as well as the year to date results for the period from 1<sup>st</sup> April, 2012 to 31<sup>st</sup> March, 2013.





Further, we also report that we have, on the basis of the books of account and other records and information and explanations given to us by the management, also verified the number of shares as well as percentage of shareholdings in respect of aggregate amount of public shareholdings, as furnished by the company in terms of clause 35 of the Listing Agreement and found the same to be correct.

For Hasmukh Dedhia & Co.  
Chartered Accountants

  
(Hasmukh Dedhia)  
Proprietor

Place :- Mumbai  
Date: 29/05/2013

