

Scrutinizer's Report- Combined

Consolidated Report of Scrutinizer's on remote e-voting and voting by poll at the 31st Annual General Meeting

[Pursuant to Sections 108 and 109 of the Companies Act, 2013 and Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the Secretarial Standard-2, (SS-2) on General Meetings issued by the Institute of Company Secretaries of India]

To,

The Chairman of the 31st Annual General Meeting of Members of **ABans Enterprises Limited** [CIN: L74120MH1985PLC035243] ('the Company'), held on Friday, September 29, 2017 at 4.00 p.m. at 36, 37, 38A, 3rd Floor, 227, Nariman Bhavan, Backbay Reclamation, Nariman Point, Mumbai - 400 021.

Dear Sir,

Sub.: Scrutinizers' Report on remote e-voting and voting by poll in terms of provisions of the Companies Act, 2013 read with Rules 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Secretarial Standards - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for 31st Annual General Meeting (AGM) of ABans Enterprises Limited held on Friday, September 29, 2017 at 4.00 p.m.

1. I, Hemanshu Kapadia, Practicing Company Secretary (C.P. No.: 2285 and Membership No.: F3477), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai, have been appointed as Scrutinizer by the Board of Directors of **ABans Enterprises Limited** ('the Company') for the purpose of scrutinizing the remote e-voting process pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) as amended by Companies (Management and Administration) Amendment Rules, 2015 and the Secretarial Standard - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015;
2. The Company had availed the remote e-voting facility provided by National Securities Depository Limited (NSDL) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Monday, September 25, 2017, at (9:00 a.m. IST) and ended on Thursday, September 28, 2017 (5:00 p.m. IST) and the NSDL remote e-voting platform was blocked thereafter.
3. On the basis of the votes exercised by the Members of the Company through remote e-voting, I have issued separate Scrutinizer's Report dated September 29, 2017 **on the remote e-voting.**
4. Under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and the Secretarial Standard - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India we,



Hemanshu Kapadia, Practicing Company Secretary (C.P. No.: 2285 and Membership No.: F3477), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai and Ms. Darshana Soni, the authorized representative of Shreeji Corporate Solutions and Trade Private Limited, Member of the Company holding shares under DP & Client ID: 12066900 00070355, have been appointed as the Scrutinizers by the Chairman of the 31st Annual General Meeting ['AGM'] of the Company to conduct the Poll process in fair and transparent manner on all the resolutions of the 31st AGM of the Members of the Company held on Friday, September 29, 2017 at 4.00 p.m. at 36, 37, 38A, 3rd Floor, 227, Nariman Bhavan, Backbay Reclamation, Nariman Point, Mumbai - 400 021.

5. On the basis of the votes cast by the Shareholders through Poll, we have issued separate Scrutinizers' Report dated September 29, 2017 on the poll taken on all the resolutions contained in the notice to the 31st AGM of the Company.
6. As requested by the Management of the Company, we submit herewith our combined report on the result of e-voting together with that of Poll as under with brief description of resolutions. Kindly refer the notice of 31st AGM of the Company for the complete details of resolutions:

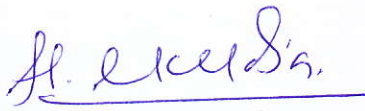
Item of Notice	No. of votes cast- in favour	No. of votes cast- against	No. of invalid votes cast	% of votes cast in favour	% of votes cast against
I. Ordinary Business:					
1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2017, together with report of Board of Directors and Auditors thereon (ORDINARY RESOLUTION):	1,32,05,897	0	0	100	0
2. To appoint a Director in place of Mrs. Shriyam Bansal, Director (DIN: 03481102), who retires by rotation and being eligible, offers herself for re-appointment (ORDINARY RESOLUTION):	28,05,105	0	0	100	0
3. To ratify the appointment of Statutory Auditors of the Company and fix their remuneration: (ORDINARY RESOLUTION):	1,32,05,897	0	0	100	0
4. Payment of remuneration to Mr. Abhishek Bansal, Managing Director (DIN: 01445730) (SPECIAL RESOLUTION):	28,05,105	0	0	100	0
5. Appointment of Mr. Avinash Gaur (DIN: 07722859), as an Independent Director (SPECIAL RESOLUTION):	1,32,05,897	0	0	100	0
6. Approval of Related Party transactions with respect to Investments, Loans, Guarantees, Securities or any other	28,05,105	0	0	100	0



transactions with related parties (SPECIAL RESOLUTION):					
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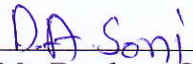
7. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and Poll on all the resolutions contained in the Notice of the 31st AGM of the Members of the Company. Our responsibility as scrutinizers for the e-voting process and for poll at the 31st AGM is restricted to make a Scrutinizers' Report of the votes cast "in favour" or "against" the resolutions stated in the said notice, based on the report generated from the e-voting system provided by NSDL, the authorized agency engaged by the Company to provide e-voting facilities and M/s. Purva Sharegistry (India) Pvt. Ltd. (Registrar and Share Transfer Agent) at the time of poll taken at the 31st AGM.

Thanking you,



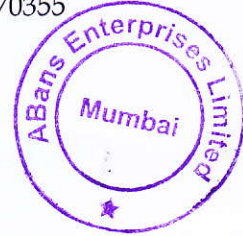
Hemanshu Kapadia
Proprietor
Practicing Company Secretary
Scrutinizer for E-voting and Poll
C.P. No.: 2285
Membership No.: F3477

Date: September 29, 2017
Place: Mumbai



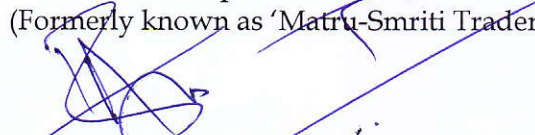
Ms. Darshana Soni
Scrutinizer for Poll
Member and Authorised Representative
DP & Client id- 12066900 00070355

Date: September 29, 2017
Place: Mumbai



Acknowledge receipt of the same

For ABans Enterprises Limited,
(Formerly known as 'Matru-Smriti Traders Limited')


Abhishek Bansal
(DIN: 01445730)
Chairman and Managing Director of the 31st AGM of
ABans Enterprises Limited,
(Formerly known as 'Matru-Smriti Traders Limited')



Date: 29th September, 2017
Place: Mumbai

HEMANSHU KAPADIA & ASSOCIATES
COMPANY SECRETARIES

Office No. 12, 14th Floor, Navjivan Society, Building No.3

Lamington Road, Mumbai - 400 008

Tel 6631 0888/6631 4830

E-mail: hemanshu@hkacs.com

Website: hkacs.com

SCRUTINIZER'S REPORT ON E-VOTING

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Secretarial Standard - 2 (SS-2) issued by the Institute of Company Secretaries of India]

To,

The Chairman of the 31st Annual General Meeting of Equity Shareholders of **ABANS ENTERPRISES LIMITED** [CIN: L74120MH1985PLC035243] held on Friday, September 29, 2017 at 4.00 p.m. at 36, 37, 38A, 3rd Floor, 227, Nariman Bhavan, Backbay Reclamation, Nariman Point, Mumbai - 400 021.

Dear Sir,

I, Hemanshu Kapadia, Practicing Company Secretary (C.P. No.: 2285 and Membership No.: F3477), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai, have been appointed by the Board of Directors of **ABans Enterprises Limited** ("the Company") as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 ('the Rules'), Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolutions contained in the notice to the 31st Annual General Meeting (AGM) of the Members of the Company, held on Friday, September 29, 2017 at 4.00 p.m. at 36, 37, 38A, 3rd Floor, 227, Nariman Bhavan, Backbay Reclamation, Nariman Point, Mumbai - 400021.

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means and SS - 2 on the resolutions contained in the Notice to the 31st AGM of the Members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to prepare a Scrutinizer's Report on the votes cast 'in favour' or 'against' the resolutions as stated in notice to the 31st AGM, based on the reports generated from the e-voting system provided by National Securities Depository Limited ('NSDL'), the authorized agency to provide e-voting facilities and engaged by the Company for the said purpose.

2. Further to the above, I submit my report as under:-

The remote e-voting period remained open from Monday, September 25, 2017, at (9:00 a.m. IST) to Thursday, September 28, 2017 (5:00 p.m. IST).



- ii. The Members of the Company as on the "cut-off" date for the purpose of e-voting i.e. Friday, September 22, 2017 were entitled to vote on the resolutions (Item nos. 1 to 6 as set out in the notice of the 31st AGM of the Company).
- iii. The E-voting platform was blocked on Thursday, September 28, 2017 after 5:00 p.m. (IST) and the votes casted were unblocked on Friday, September 29, 2017 in the presence of two witnesses, Mr. Siddharth Sinkar and Ms. Shraddha R. Patangia, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Mr. Siddharth Sinkar



Name: Ms. Shraddha R. Patangia

- iv. Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for" or "against" each of the resolutions that were put to vote were generated from the e-voting website of NSDL i.e. <https://www.evoting.nsdl.com> and based on such report generated, the result of the e-voting is as under:

I. Ordinary Business:

- A. Resolution No. 1: To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2017, together with report of Board of Directors and Auditors thereon (ORDINARY RESOLUTION):**

- (i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
8	28,05,105	100

- (ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	0	0

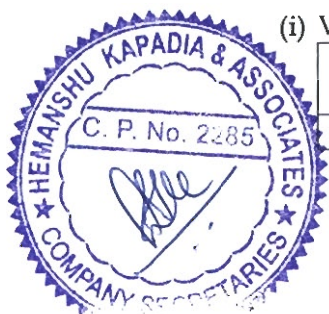
- (iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	0

- B. Resolution No. 2: To appoint a Director in place of Mrs. Shriyam Bansal, Director (DIN: 03481102), who retires by rotation and being eligible, offers herself for re-appointment (ORDINARY RESOLUTION):**

- (i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
8	28,05,105	100



(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	0

C. Resolution No. 3: To ratify the appointment of Statutory Auditors of the Company and fix their remuneration: (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
8	28,05,105	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	0

II. Special Business:

D. Resolution No. 4: Payment of remuneration to Mr. Abhishek Bansal, Managing Director (DIN: 01445730) (SPECIAL RESOLUTION):

(i) Voted in favour of the resolution:

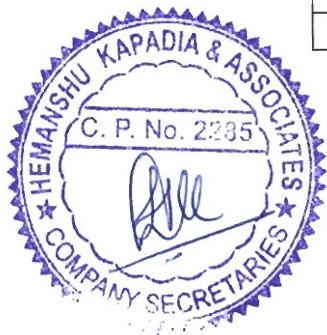
Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
8	28,05,105	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	0



E. Resolution No. 5: Appointment of Mr. Avinash Gaur (DIN: 07722859), as an Independent Director (SPECIAL RESOLUTION):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
8	28,05,105	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	0

F. Resolution No. 6: Approval of Related party transactions with respect to Investments, Loans, Guarantees, Securities or any other transactions with related parties (SPECIAL RESOLUTION):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
8	28,05,105	100

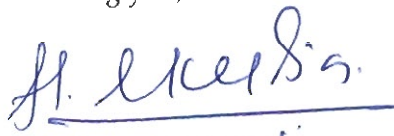
(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	0

Thanking you,



Hemanshu Kapadia
Scrutinizer
Practicing Company Secretary
C.P. No.: 2285
Membership No.: F3477



Date: September 29, 2017
Place: Mumbai

Acknowledgement for receipt of the Scrutinizer's Report on E-Voting

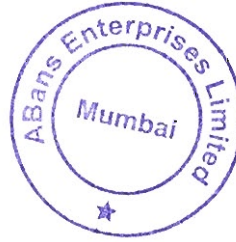
For ABans Enterprises Limited
(Formerly known as Matru-Smriti Traders Limited)



Abhishek Bansal

DIN: 01445730

Chairman and Managing Director of the 31st AGM of
ABans Enterprises Limited,
(Formerly known as 'Matru-Smriti Traders Limited')



Date: September 29, 2017

Place: Mumbai

FORM MGT-13

SCRUTINIZERS' REPORT (ON POLL AT AGM)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the 31st Annual General Meeting of Members of **ABans Enterprises Limited** [CIN: L74120MH1985PLC035243] held on Friday, September 29, 2017 at 4.00 p.m. at 36, 37, 38A, 3rd Floor, 227, Nariman Bhavan, Backbay Reclamation, Nariman Point, Mumbai - 400 021.

Dear Sir,

We, Hemanshu Kapadia, Practicing Company Secretary (C.P. No.: 2285 and Membership No.: F3477), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai, and Ms. Darshana Soni, the authorized representative of Shreeji Corporate Solutions and Trade Private Limited, Member of the **ABans Enterprises Limited** ("the Company") having DP & Client ID: 12066900 00070355, were appointed as the Scrutinizers for the purpose of the poll taken on the resolutions mentioned in the notice of the 31st Annual General Meeting (AGM) of the Company, at the said AGM of the Equity Shareholders of the Company held on Friday, September 29, 2017 at 4.00 p.m. at 36, 37, 38A, 3rd Floor, 227, Nariman Bhavan, Backbay Reclamation, Nariman Point, Mumbai - 400 021.

We submit our report as under:

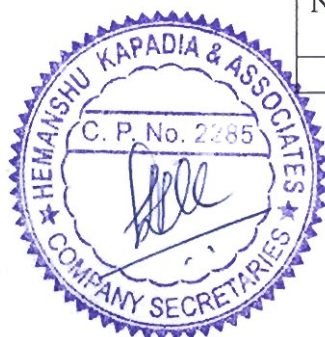
1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was sealed in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized, serially numbered and initialled by us. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. There was one poll paper covering 1,04,00,792 (One Crore Four Lakhs Seven Hundred and Ninety Two) equity shares. We did not find any invalid poll paper.
4. The result of the Poll is as hereunder with brief description of resolutions. Kindly refer to the notice of the 31st AGM for complete resolutions:

I. Ordinary Business:

- A. Resolution No. 1: To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2017, together with report of Board of Directors and Auditors thereon (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
1	1,04,00,792	100



(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
0	0	0

(iii) Invalid votes:

Total number of Members whose votes were declared invalid.	Total number of votes cast by them on poll
0	0

B. Resolution No. 2: To appoint a Director in place of Mrs. Shriyam Bansal, Director (DIN: 03481102), who retires by rotation and being eligible, offers herself for re-appointment (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
0	0	0

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
0	0	0

(iii) Invalid votes:

Total number of Members whose votes were declared invalid.	Total number of votes cast by them on poll
0	0

C. Resolution No. 3: To ratify the appointment of the Statutory Auditor of the Company and fix their remuneration (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
1	1,04,00,792	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
0	0	0

(iii) Invalid votes:

Total number of Members whose votes were declared invalid.	Total number of votes cast by them on poll
0	0



II. SPECIAL BUSINESS:

D. Resolution No. 4: Payment of remuneration to Mr. Abhishek Bansal, Managing Director (DIN: 01445730) (SPECIAL RESOLUTION):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	0	0

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	0

E. Resolution No. 5: Appointment of Mr. Avinash Gaur (Din: 07722859), as an Independent Director (SPECIAL RESOLUTION):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
1	1,04,00,792	0

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	0

F. Resolution No. 6: Approval of Related party transactions with respect to Investments, Loans, Guarantees, Securities or any other transactions with related parties (SPECIAL RESOLUTION):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	0	0



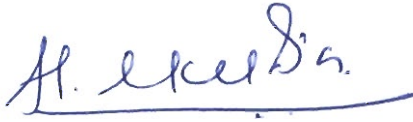
(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	0

Thanking you,



Hemanshu Kapadia
Practicing Company Secretary
Scrutinizer for Poll
C.P. No.: 2285
Membership No.: F3477



Ms. Darshana Soni
Scrutinizer for Poll
Member and Authorised Representative
DP & Client id- 12066900 00070355

Date: September 29, 2017
Place: Mumbai

Date: September 29, 2017
Place: Mumbai

Acknowledge receipt of the same

For ABans Enterprises Limited,
(Formerly known as 'Matru-Smriti Traders Limited')


Abhishek Bansal
(DIN: 01448730)
Chairman and Managing Director of the 31st AGM of
ABans Enterprises Limited,
(Formerly known as 'Matru-Smriti Traders Limited')

Date: September 29, 2017
Place: Mumbai

