

HEMANSHU KAPADIA & ASSOCIATES

COMPANY SECRETARIES

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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 32nd Annual General Meeting of Equity Shareholders of **ABANS ENTERPRISES LIMITED** [CIN: L74120MH1985PLC035243] held on Wednesday, September 26, 2018 at 2.00 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 ("the Regulations"), on the resolutions contained in the notice to the 32nd Annual General Meeting (AGM) of the Members of the Company, held on Wednesday, September 26, 2018 at 02.00 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 32nd 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 32nd Annual General Meeting, 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:-



- i. The remote e-voting period remained open from Saturday, September 22, 2018, at (9:00 a.m. IST) to Tuesday, September 25, 2018 (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. Wednesday, September 19, 2018 were entitled to vote on the resolutions (Item nos. 1 to 3 as set out in the notice of the 32nd Annual General Meeting of the Company).
- iii. The E-voting platform was blocked on Tuesday, September 25, 2018 after 5:00 p.m. (IST) and the votes casted were unblocked on Wednesday, September 26, 2018 in the presence of two witnesses, Mr. Siddharth Sinkar and Ms. Anusha Singi 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. Anusha Singi

- 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 Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2018, together with the reports of the 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
1	10400792	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
1	10400792	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 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 e-voting
1	10400792	

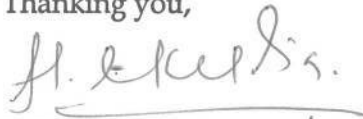
(ii) Voted against the resolution:

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

(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
Scrutinizer for E-voting
C.P. No.: 2285
Membership No.: F3477



Date: September 26, 2018
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 32nd AGM of
ABans Enterprises Limited,
(Formerly known as 'Matru-Smriti Traders Limited')

Date: September 26, 2018

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 32nd Annual General Meeting of Members of **ABans Enterprises Limited** [CIN: L74120MH1985PLC035243] held on Wednesday, September 26, 2018 at 02.00 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 Mr. Karan Heda, Member of the **ABans Enterprises Limited** ("the Company") having DP & Client ID: IN306122-10010350, were appointed as the Scrutinizers for the purpose of the poll taken on the resolutions mentioned in the notice of the 32nd Annual General Meeting (AGM) of the Company, at the said AGM of the Equity Shareholders of the Company held on Wednesday, September 26, 2018 at 02.00 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 as on the "cut-off" date i.e. Wednesday, September 19, 2018, and the authorizations/ proxies lodged with the Company.
3. There were 6 poll papers covering 2430841 (Twenty Four Lakh thirty thousand eight hundred forty-one) equity shares out of which no Poll Paper was rendered invalid.
4. The result of the Poll is as hereunder with brief description of resolutions. Kindly refer to the notice of the 32nd AGM for complete resolutions:

I. Ordinary Business:

- A. Resolution No. 1: To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2018, together with the Reports of the 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
6	2430841	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
6	2430841	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

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
6	2430841	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

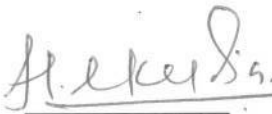


(iii) **Invalid votes:**

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

5. As per Secretarial Standards 2, the poll papers, register of voting and all other relevant records were sealed and handed over to the Company Secretary of the Company for safe keeping.

Thanking you,



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





Mr. Karan Heda
Scrutinizer for Poll
Member
DP & Client id- IN306122-10010350

Date: September 26, 2018
Place: Mumbai

Date: September 26, 2018
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 32nd AGM of
ABans Enterprises Limited,
(Formerly known as 'Matru-Smriti Traders Limited')

Date: September 26, 2018
Place: Mumbai

Scrutinizer's Report- Combined

Consolidated Report of Scrutinizer's on remote e-voting and voting by poll at the 32nd 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 32nd Annual General Meeting of Members of **ABans Enterprises Limited** [CIN: L74120MH1985PLC035243] ("the Company"), held on Wednesday, September 26, 2018 at 02.00 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 32nd Annual General Meeting (AGM) of ABans Enterprises Limited held on Wednesday, September 26, 2018 at 2.00 p.m at 36/ 37/ 38A, 3rd Floor, 227, Nariman Bhavan, Backbay Reclamation, Nariman Point, Mumbai - 400 021.

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 ("the 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 ("the Regulations");
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 Saturday, September 22, 2018, at (9:00 a.m. IST) and ended on Tuesday, September 25, 2018 (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 26, 2018 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 in terms of the Secretarial Standard - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India we, I, Hemanshu Kapadia, Practicing Company Secretary (C.P. No.: 2285 and Membership No.: F3477), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai and Mr. Karan Heda, Member of the Company holding shares under DP & Client ID: IN306122-10010350, have been appointed as the Scrutinizers by the Chairman of the 32nd Annual General Meeting ['AGM'] of the Company to conduct the Poll process in fair and transparent manner on all the resolutions provided in the notice of the 32nd AGM of the Members of the Company held on Wednesday, September 26, 2018 at 02.00 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 26, 2018 on the poll taken on all the resolutions contained in the notice to the 32nd 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 32nd AGM of the Company for the complete details of resolutions:

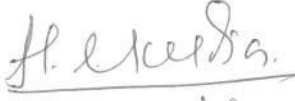
Item of Notice	No. of votes cast- in favour	No. of votes cast- against	No. of invalid votes cast	% of votes cast in favour	% of votes cast against
I. Ordinary Business:					
1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31 st March, 2018, together with the reports of Board of Directors and Auditors thereon (ORDINARY RESOLUTION):	12831633	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):	12831633	0	0	100	0
3. To ratify the appointment of Statutory Auditor of the Company and fix their remuneration: (ORDINARY RESOLUTION):	12831633	0	0	100	0

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 32nd AGM of the Members of the Company. Our responsibility as scrutinizers for the e-voting process and for poll at the 32nd AGM is restricted to make a Scrutinizers' Report of the votes cast "in favour"

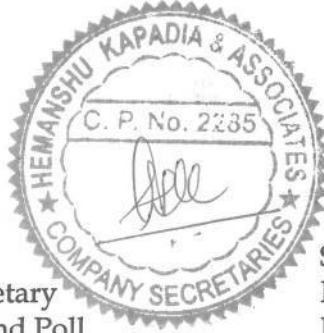


or "against" the resolutions stated in the said notice, based on the report generated from the e-voting system provided by NSDL, the authorized agency engaged by the Company to provide e-voting facilities and M/s. Purva Sharegistry (India) Pvt. Ltd. (Registrar and Share Transfer Agent) at the time of poll taken at the 32nd AGM.

Thanking you,



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





Mr. Karan Heda
Scrutinizer for Poll
Member and Authorised Representative
DP & Client id- IN306122-10010350

Date: September 26, 2018
Place: Mumbai

Date: September 26, 2018
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 32nd AGM of
ABans Enterprises Limited,
(Formerly known as 'Matru-Smriti Traders Limited')

Date: September 26, 2018
Place: Mumbai

