S. K. PANDEY Practicing Company Secretary ACS No. 8546 / COP No. 5484 Add. Raja Bahadur Building First Finance

Add.: Raja Bahadur Building, First Floor, 45, Tamarind Lane, M. P. Shetty Marg, Fort, Mumbai - 400.001 Tel: +91 (22) 65047520, Fax +91 (22) 66390257, Cell: +91 98210 51427, E-mail: pandeysk2004@yahoo.co.in



SCRUTINIZER'S REPORT

To

Board of Director. MATRU-SMRITI TRADERS LIMITED Registered Office: 36,37,38A, 227 Nariman Bhavan, 3rd Floor, Backbay Reclamation, Nariman Pomt, Mumbai "Maharashira ,400021

Dear Sir,

I have been appointed as a Scrutinizer for the purpose of scrutinizing the Extra Ordinary General Meeting (EOGM) e-voting & Poll voting process in fair and transparent manner and ascertaining the requisite majority of EOGM e-voting & Poll voting carried out as per the EOGM on the below mentioned resolutions passed by e-voting & Poll.

Ordinary Resolution:

ITEM NO. 1: APPOINTMENT OF MR. ABHISHEK BANSAL AS MANAGING DIRECTOR

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 and all other applicable provisions of Companies Act. 2013 ("the Act") and the Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and read with Schedule V of the Act and subject to such approval as may be necessary, the Company hereby accord its consent for the redesignation/appointment of Mr. Abhishek Bansal (DIN: 01445730) as a Managing Director of the Company for period of 5 years with effect from 7th January, 2016 on such terms and conditions for payment of remuneration and other perquisites/ benefits to Mr. Abhishek Bansal during the said period of five years as recommended by Remuneration Committee and also set out in explanatory statement under this item annexed to the notice convening this meeting.

FURTHER RESOLVED THAT in the event of any statutory amendment, modification or relaxation by the Central Government to the provisions of Schedule V to the Companies Act, 2013, the Board of Directors of the Company (hereinatter referred to as "the Board" which terms shall be deemed to include any committee which the Board may constitute to exercise its powers, including powers conferred by this resolution) be and is hereby authorized to alter and vary the terms and conditions of appointment including remuneration, if necessary, in such manner as may be agreed to by and between the Board and Mr. Abhishek Bansal, within such prescribed limit(s) or ceiling and the agreement between the Company and the Managing Director be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in General Meeting."

Ordinary Resolution:

ITEM NO. 2: APPOINTMENT OF MRS. SHRIYAM BANSAL AS NON EXECUTIVE DIRECTOR:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('Act') and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, Mrs. Shrivani Eansal (DIN - 03481102), who was appointed as an Additional Director on 11th December, 2015, pursuant to the provisions of



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sub-section (1) of section 101 of the Companies Act, 2013 & the Articles of Association of the Company and who has given a notice in writing proposing her candidature for the office of director and who is eligible for appointment, be and is hereby appointed as Non-Independent and Non Executive Director of the Company, liable to retire by rotation."

Ordinary Resolution:

ITEM NO. 3: APPOINTMENT OF MR. PARANTAP DAVE AS AN INDEPENDENT DIRECTOR:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Parantap Dave, a nonexecutive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who has given a notice in writing proposing his candidature for the office of director and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 7th January, 2016 up to 6th January, 2021."

Ordinary Resolution:

ITEM NO.4: APPOINTMENT OF MR. PRABHULAL TATARIA AS AN INDEPENDENT DIRECTOR-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time. Mr. Prabhulal Tataria, a nonexecutive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who has given a notice in writing proposing his candidature for the office of director and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 7th January, 2016 up to 6th January, 2021."

Special Resolution

ITEM NO.5: INCREASE IN AUTHORISED CAPITAL OF THE COMPANY AND CONSEQUENT CHANGES IN MEMORANDUM OF ASSOCIATION:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions of Companies Act. 2013 ("the Act") and the Rules made there under (including any statutory modifications or re-enactments thereof for the time being in force) the Authorized Share Capital of the Company be and is hereby increased from 2,00,00,000 (Rupees Two Crore Only) divided into 20,00,000 (twenty lakh) equity shares of Rs. 10/- each (Rupees ten Only) to 15,00,000 (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lac) equity shares of Rs. 10/- each (Rupees ten Only) by creation of additional 1,30,00,000 (One Crore Thirty Lac) equity shares of Rs. 10/- each (Rupees Ten only).

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V by the following Clause V:

"V: The Authorised Share Capital of the Company is Rs. 15.00,00,000/- (Rupees Fifteen Crore Only) divided into 1.50.00,000 (One Crore Fifty Lac) equity shares of Rs. 10/- each (Rupees ten Only). The Company has power to increase or reduce its capital and to divide the Shares in the capital for the time being into other classes and to attach thereto respectively such Preterential,



S. K. PANDEY Practicing Company Secretary ACS No. 8546 / COP No. 5484

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deferred, qualified or other special rights, privileges, conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and further to do all such acts, deeds and things and to file any such forms and execute all documents and writings as may be necessary, properdesirable or expedient to give effect to this resolution." Ordinary Resolution

ITEM NO. 6: ISSUE OF BONUS SHARES:

"RESOLVED THAT pursuant to Section 63 and all other applicable provisions of the Companies Act, 2013 or any amendment or re-enactment thereof and as authorized by Articles of Association of the Company and in accordance with the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and subject to such consents and approvals as may be required from the appropriate authorities and subject to such terms and modifications as may be specified while according such approvals, the Board of Directors (which term shall include any Committee thereof) of the Company be and is hereby authorized to capitalize a sum of Rs. 12,20,60,540 (Rupees Twelve crore twenty lacs sixty thousands five hundred and forty only) out of the Company's Free Reserve, Securities Premium Account, Capital Reserve, Capital Redemption Reserves Account, or such other accounts as are permissible to be utilized for the purpose and as per the interim audited financial accounts of the Company for the nine months ended 31st December , 2015 and that the said amount be transferred to the Share Capital Account and be applied for issue and allotment of 1,22,06,054 (One crore Twenty Two Jacs Six Thousand and Fifty Four only) Equity Shares of Rs.10/- each as Bonus Equity Shares credited as fully paid up, to the eligible Members of the Company holding equity shares of Rs. 107- each whose names appear in the Register of Members/Beneticial Owners' position of the Company on such date ("Record Date") as the Board may determine, in the proportion of 7 (Seven) new Equity Share of Rs. 10/each for every I (One) Equity Share of Rs. 10/- each held as on the Record Date and that the new Bonus Equity Shares so issued and allotted shall be treated for all purposes as an increase of the Equity Share Capital of the Company held by each such members and not as income in lieu of dividend.

RESOLVED FURTHER THAT the new equity shares of Rs. 10/- each to be allotted as bonus shares shall be subject to the terms of Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to dividend(s) to be declared after the bonus

RESOLVED FURTHER THAT no letter of allotment shall be issued to the allottees of the new equity bonus shares and the share certificate(s) in respect of the new equity bonus shares shall be issued and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, except that the new equity bonus shares will be credited to the demat account of the allottees, who are holding the existing equity shares in electronic form



S. K. PANDEY Practicing Company Secretary ACS No. 8546 / COP No. 5484 Add. Raja Bahadur Building, First Floor, 45, T. Tel: 491 (22) Secretaria

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RESOLVED FURTHER THAT the allotment of the new equity Bonus Shares to the extent that they relate to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchange(s) and other applicable guidelines, rules and regulations.

FURTHER RESOLVED THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may in its absolute discretion, deem necessary, expedient including settling any question, doubt or difficulties that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution and the Board's decision in this regard shall be final and binding."

Special Resolution ITEM NO.7: CHANGE OF NAME:

"RESOLVED THAT pursuant to the provisions of Section 4 (4), 13 and other applicable provisions, if any, of the Companies Act. 2013, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of any other regulatory authorities as may be necessary, consent of the members be and is hereby accorded for changing the name of the Company from "Matru-Smiriti Traders Limited" To "Abans Enterprises Limited" or any other name as may be approved by the Registrar of Companies, Mumbai or any other regulatory authorities whether under the Companies Act. 2013 or any other rules, law, acts, statues or regulations as may be applicable to the Company.

RESOLVED FURTHER THAT Name Clause being Clause I in the Memorandum of Association of the Company be aftered accordingly.

RESOLVED FURTHER THAT pursuant to section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it by the new name of the Company.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof is thereby authorized to accept any other name approved by the relevant regulatory authorities and seek approval for the Change in name of the Company accordingly without making any further reference to the members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director/Company Secretary of the Company, be and are hereby severally/jointly authorized, on behalf of the Company to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose



S. K. PANDEY Practicing Company Secretary

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of giving effect to the above resolution along with filing of necessary e-form for making application for change of name & to do all such acts, deeds, things and matters as may be required or necessary in this matter on behalf of the Company."

Special Resolution:

ITEM NO. 8: APPROVAL OF RELATED PARTY TRANSACTION UNDER SEC 188 OF THE COMPANIES ACT, 2013.

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act 2013 (the "Companies Act") read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and all other provisions of applicable law/rules and subject to the approval/consent of such appropriate authorities, as may be required, under any statute for time being in force, consent of the Company be and is hereby accorded to the Board of Directors of the Company [hereinafter referred to as the "Board", which term shall include any committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution] for entering into transaction with a related party by way of purchase of shares of M/s. ABans Finance Private Limited from M/s. Abans Vanijya Private Limited as per the terms and conditions as set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary or expedient or proper in respect of the above investment including the timing, the amount and other terms and conditions of such investment and including variation of such timing, amount, terms, conditions etc. as it may, in its absolute discretion, deem appropriate for the purpose of giving effect to this Resolution."

1 Submit the Report on e-voting & Poll as under:

- The Company has completed by 30th January, 2016 the dispatch of Notice of EOGM to its Members whose name(s) appeared on the Register of Member as on 15th January, 2016.
- Particulars of all the Poll Forms received from the Members have been entered in a register separately maintained for the purpose.
- The Poll Forms were kept under safe custody in sealed and tamper proof poll box before commencing the scratiny of such Poll Forms.
- 4. The poll Forms were duly opened in my presence and scrutinized and the shareholding was confirmed with the Register of Members of the Company.
- 5. The poll box in the Presence of Director was opened on 23.02.2016.
- I did not find any defaced or mutilated poll paper.
- 7. As stated in sub-rule 3 of Rule 20 under the Chapter on "Management and Administration " Rules as notified by MCA as advertisement was published by the Company in "The Free Press Journal", English Newspaper, and "Navshakti" in Marathi edition Newspaper, on 01st February, 2016, informing about the completion of dispatch of the Notice of Extra Ordinary General Meeting.
- 8. On scrutiny, I report that out of 170 shareholders, Zero (0) shareholders have exercised their vote through c voting and Seven (7) shareholders have exercised their votes through Poll Forms in the EOGM. The details of polling results for the item placed for consideration by the members are given below;



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Item No. 1. Ordinary Resolution: Appointment of Mr. Abhishek Bansal As Managing Director.

Total No. of Shareholders	170											
Total No. of Shares	1743	722										
Date of E-Voting	20/0	2/2016 at 10.00	am To 22/02	/2016 at 5.00		- 101						
Date of EOGM		20/02/2016 at 10.00am To 22/02/2016 at 5.00 pm. 23rd February, 2016										
	1	Votes in fa	avor of the	Votes in the resoluti		Invalid V	otes					
1		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares					
Iotal Votes Cast through e-Voting	A	0	0	0	0	0						
Total Votes Cast through poll	B	*6	*390681	0			0					
Grand Total of e-voting/ Poll (A+B)	C	*6	*390681	0	0	0	U					
Less: Invalid e-voting/ Poll Forms	D	0	0		0	0	Ð					
Net e-voting/ Poll (C-D)	E	*6	*390681	0	0	0	0					
and the second se		0	320981	0	0	0	0					

*Mr. Abhishek Bansal is interested person in Resolution No.1, hence his vote for 1300099 number of shares has

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	No. of Votes Polled on outstandi ng shares (3)=[(2)/(No. of Votes - in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*1() 0	% of Votes against on votes polled (7)=[(5)/(2)]*10 0
Promoter	E-Voting	0	0	1)]*100				
and	Poll	256278	256278		0	0	0.00	0.00
Promoter	Postal Ballot	N.A	N.A	100.00	256278	0	100.00	0.00
Group	(if applicable)			N.A	N.A	N.A	N.A	N.A
	Total	256278	256278	100.00	256278	0	-	
D 1.0		1	Address of the second sec			U.	100.00	0.00
Public-	E-Voting	N.A.	IN.A	N.A	N.A	-		a second design and the second s
Institutions	Poll	N.A	N.A	N.A.		N.A	N.A	N.A
	Postal Ballot	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	(if applicable)			ix.A	N.A	N.A	N.A	N.A
	Total	N.A	N.A	N.A	N.A	-		
					(8.73	N.A	N.A	N.A.
Public-	E-Voting	0	0	0	0			The second se
von	Poll	1487444	134403	9.03		0	0	0
ustitutions	Postal Ballot	N.A	N.A.	and the second se	134403	0	a chara da a	0
	(if applicable)		- Nort	N.A	N.A	N.A		N.A
	Total	1487444	134403	9.03	121400			
otal		1743722	390681		134403	0		0
	and the second se	The state of the second s		Acces * 1	390681	0	100.00	0



Practicing Company Secretary

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Item No. 2. Ordinary Resolution: APPOINTMENT OF MRS. SHRIYAM BANSAL AS NON EXECUTIVE DIRECTOR

Total No. of Shareholders	170					-					
Total No. of Shares	1743722										
Date of E-Voting	20/0	2/2016 at 10.00	am To 22/02	/2016							
Date of EOGM	TO THE APPROVE OF TAXABLE PARTY OF	ebruary, 2016		7 2010 at 5.00	pm,						
		Votes in fa resolution	avor of the	Votes in a the resoluti		Invalid V	otes				
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of				
Total Votes Cast through e-Voting	A	0	0	0	0	0	Shares				
Total Votes Cast through poll	В	*6	*390681	0	1		0				
Grand Total of e-voting/ Poll (A+B)	C	*6			0	0	0				
Less: Invalid e-voting/ Poll Forms	D	0	*390681	0	0	0	0				
Net e-voting/ Poll (C-D)	1000	1	0	0	()	0	0				
marrivoung/ ron (C-D)	E	*6	*390681	0	0	0	0				

*Mr. Abhishek Bansal is interested person in **Resolution No. 2, hence** his vote for 1300099 number of shares has not been considered.

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	No. of Votes Polled on outstandi ng	No, of Votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
0		(1)	(2)	shares (3)=[(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)] + 1() 0	(7)=[(5)/(2)]*10 0
Promoter	E-Voting	0	0	0	10	0	0.00	
Promoter	Poll	256278	256278	100.00	256278	0	100.00	0.00
Group	Postal Ballot (if applicable)	NA	N.A	N.A	N.A	N.A	N.A	0.00 N.A
	Total	256278	256278	100.00	256278	0	100.00	0.00
Public-					1		100.00	0.00
Institutions	E-Voting	N.A	N.A	N.A	N.A	N.A	N.A	NA
institutions	Poll	N.A	N.A	N.A	N.A	N.A.	N.A	NA
	Postal Ballot (if applicable)	N.A	N.A.	N.A	N.A	N.A	N.A	N.A
Main	Total	N.A	N.A	N.A	N.A	N.A.	N.A	N.A.
() . I. I.							1 4.7 A	-V.A
Public-	E-Voting	0	0	0	0	0	10	0
Von	Poll	1487444	134403	9.03	134403	0		0
nstitutions	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A ·	and the second se	N.A
-	Total	1487444	134403	9.03	134403	0	1200 100	
fotal		1743722	390681	22.41	390681	0		0



Practicing Company Secretary ACS No 8546 / COP No. 5484 ACS No. 85467 COF NO. 3464 Add.: Raja Bahadur Building, First Floor, 45, Tamarind Lane, M. P. Shetty Marg, Fort, Mumbai - 400 001 Tel.: +91 (22) 65047520, Fax : +91 (22) 66390257, Cell : +91 98210 51427, E-mail : pandeysk2004@yahoo.co.in





Item No. 3. Ordinary Resolution APPOINTMENT OF MR. PARANTAP DAVE AS AN INDEPENDENT

	Total No. o				1.7	70									-		
	Total No. o	f Shares			12	4372	22										
	Date of E-V	oting			20	/02/	/2016 at	10.00	am To 2	2/03	/2016 at 5.0	-					
	Date of EO	M			23	rd Fe	bruary.	2016		2.7 02	/ 2016 at 5.t	0 pm.					
									avor of								
							resolu		ivor of	the	the resolu	against of	In	valid V	otes		
							No. Votes	of	No. Shares	of	No. o Votes	f No. of Shares		o, of	No. 0		
	Total Votes	Cast thr	ough e-Voti	ng	A		0		0		0			otes	Shares		
	Total Votes (Cast thr	ough poll		B		7			20		0	0		0		
	Grand Total	of e-vol	-voting/ Poll (A+B)		ting/ Poll (A+B)		C		7		1690780		0	0	0		0
	Less: Invalid				D	-	0	-	169078	50	0	0	()		0		
1	Net e-voting			10					0		0	0	0		0		
Categor			No. of	No. of	E	_	7		169078	0	0	()	0		0		
	Voting		heid Polle (1) (2)		Po ou ng sh. (3)		ares =[(2)/(No Voi favo	es - in	1	io, of 'otes gainst))	⁶ % of Votes favour on votes polle (0)=[(4)/(2 0	d	<pre>% of Votes against on votes polled (7)=[(5)/(2)] 0</pre>			
Promoter	E-Vot	ing	10	0		$\frac{1}{0}$	*100			-							
and Promoter	Poll	at. 1. A	256278	256278		in the second	0.00	2562	78	0		0.00		0.00			
Group	Postal (if application	Ballot able)	N.A	N.A		N./	the second design of the second s	N.A		N	.A	100.00 N.A		0.00 N.A			
	Total		256278	• 256278		100	.00	2562	78	0							
ublic-								2002	/0	10		100.00		0.00			
nstitution	E-Votin Poll	ng	N.A N.A	NA		N.A	Concession of the local division of the loca	N.A		N.	A	N.A		N.A			
	Postal	Ballot	N.A	N.A	maria	N.A		N.A		N.	A	N.A		N.A			
	(if applica			N.A		N.A		N.A		N.	A	N,A		N.A			
	Total		N.A	N.A		N.A		N.A		N.	4	NI A					
ublic-	E-Votin	0	0	-								N.A		N.A			
ön	Poll	25	**1487944	0		0	and the Color of the Color of the Color	0		0		0	1	0			
stitution	s Postal E	allat	N.A	**143450		**96		**143-	4502	0	the second s	100.00		0			
	(if applical			N.A		N.A		N.A	N			N.A		N.A			
7 h	Total		**1487444	**1434502	-	96.	44	**1434	1502	0							
otal			1743722	1690780 b BSE by	1			Contract of Contract of Contract	and the second se	1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1		100.00		0			

procedure by making the payment to the shareholders, who have tendered their shares in open offer on 27/11/2015. However, as informed by the Company certain procedure has to be followed for Inducting his name as Promoter of the Company, though he has acquired 1300099 Shares representing 74.56% of the paid-up capital of the Company.

S.K. ander

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Practicing Company Secretary

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Item No. 4. Ordinary Resolution APPOINTMENT OF MR. PRABHULAL TATARIA AS AN INDEPENDENT

	Total No. of Share	holders		1	70		- and the second se							
	Total No. of Share	5		-	743722		-A							
	Date of E-Voting		in the strength of the											
	Date of EOGM			-1)/02/2016 at	t 10.00	am To 22	2/02	/2016 at 5	.00 pr	n.			
	Carrie Lody			2.3	^{wa} February,	2016								
	ter nin				6	Votes in favor of resolution		f the Votes the reso		in against of T		lin	valid \	otes
-	Mat Wasan Provide		West of the		No. Votes	of	No. Shares	of	No, Votes		No. of		o. of otes	No, of Shares
	otal Votes Cast th		ng	A	0		0		0	- tr)	0		
	otal Votes Cast thi			В	7		169078	0	a .					0
Ç	rand Total of e-vo	ting/ Poll (A	(+B)	C	7-					0		(7		0
1.	ess: Invalid e-votir	g/ Poll For	ns	D	0		169078	8	0	0		U		0
	et e-voting/ Poll (1.073		0		0	0		0		0
Category	Mode of	No. of	No. of	E	7 No. of		1690780		0	0		0		0
	Voting	Shares held (1)	Votes Polled (2)		Votes Polled on outstandi ng shares (3)=[(2)/(1)]*100	Vo fav	. of tes - in our	V	o, of otes gainst)	fax NO	of Votes cour on tes pollei =[(4)/(2)	i	i agan Votes	Votes ost on s pollost (5)/(2)]*
Promoter	E-Voting	0	0		0	0		0		10.00				
Promoter	Poll	256278	256278	_	100.00	256	278	0		0.0			0.00	
Group	Postal Ballot (if applicable)	N.A.	N.A		N.A	N.A	BARRIES TO THE REAL PROPERTY OF	N.	A	100 N.2			0.00 N.A	
	Total	256278	256278		100.00	2562	78	0		100	00			
Public-	E-Voting	21.6							•	100,	.00	-	0.00	
nstitutions	Poll	N.A N.A	N.A		N.A	N.A		N.	1	N.A			N.A	
	Postal Ballot (ii applicable)	N.A	N.A N.A		N.A N.A	N.A N.A		N./ N./		N.A N.A			2.4	
	Total	N.A.	N.A		N.A	N.A						11 IN		
ublic-				ľ		IN.A		N.A	x	N.A			N,A	
on	E-Voting	0	0		0	0		0		0				
stitutions	[Pol]	**1487444	**143450	2	96.44	**143	4502	0		100.0	10		0	
SULUDINS	Postal Ballot (if applicable)	N.A	N.A			N.A		1.4		Nal	<i>()</i>		0	
otal	Total	**1487444	**1434502	2.	96.44	**143-	1502	0		100.0	()	-		
	per information s	1743722	1690780		111114444	16907		0		100.0	and the second se	- 19	0	

As per information submitted to BSE by the Company, Mr. Abhishek Bansal has completed the open offer procedure by making the payment to the shareholders, who have tendered their shares in open offer on 27/11/2015. However, as informed by the Company certain procedure has to be followed for Inducting his name as Promoter of the Company, though he has acquired 1300099 Shares representing 74.56% of the paid-up capital of the Company.



S.K. PANDEY **Practicing Company Secretary**

ACS No. 8546 / COP No. 5484

Add.: Raja Bahadur Building, First Floor, 45, Tamarind Lane, M. P. Shetty Marg, Fort, Mumbai - 400.001 Tel:+91 (22) 65047520, Fax:+91 (22) 66390257, Cell:+91 98210 51427, E-mail: pandeysk2004@yahoo.co.in



Item No. 5. Special Resolution INCREASE IN AUTHORISED CAPITAL OF THE COMPANY AND CONSEQUENT CHANGES IN MEMORANDUM OF ASSOCIATION

Test N.

	Total No. of Shareholders			170		•			Marine Marine				_	
	Total No. of Shares					722								
	Date of E-Voti	ne	19-19-19-1-Com				10.00							
	Date of EOGM	147						am To 22	2/02,	/2016 at 5.0	0 pm		1997 - 1997 - 1997 - 1997 - 1997 - 1997 - 1997 - 1997 - 1997 - 1997 - 1997 - 1997 - 1997 - 1997 - 1997 - 1997 -	
					23rd I	ebruary,	2016				Nie (ole and the second se) 		
							Votes in favor of resolution		the Votes the reso		in against of olution		valid V	otes
						No, Votes	to	No. Shares	of	No. of Votes	No. of Shares		o, of otes	No. of Shares
		st through e-Vol	ing		А	0		0		0	0	10	-	0
	Total Votes Cas	a through pell			В	7		169078	0	0	0	1		
	Grand Total of	é-voting/ Poli (.	A+B)		C	+						0		0
		Less: Invalid e-voting/ Poll Forms			D	0		169078	0	0	Q	0		.0
	Net e-voting/ P							0	-	0	0	0		0
Categor				_	E	7		1690/80	0	0	0	0		0
Promote	Voting	Shares held (1)	Vo Pol			No. of Votes Polled on Dutstandi B hares 3)=[(2)/()]*100	Vo fav	o of bes - in our	V	lo, of otes – gainst	% of Votes favour on votes polle (6)=[(4)/(2 0	ret	agai vote	Votes nst on s polled (5)/(2)]*
and	r E-Voting Poll	0 256278	• 0		0	in the second	0		0		0.00		0.00	
Promote	r Postal Ba		256	Arrivit doint - second and	the survey of the second second	00.00	256	and the second se	0		100.00		0.00	
Group	(if applicabl		N.A		2	I.A	N.A		N.	A	N.A		N.A	
······	Total	256278	2562	.78	10	00.00	2562	278	0		100.00		0.00	
Public-	E-Voting	N.A	-						-	1.11.11.11.11.11.11.11.11.11.11.11.11.1	100330		0.00	
nstitutio	ns Poll	N.A	N.A N.A			.A .A	N.A		N.		N.A.		N.A	
	Postal Ba (if applicable	ulot N.A	N.A		and the second se	.A	N.A N.A	the second s	N. N.		N.A N.A		1.1.	
	Total	N.A	N.A		N	Δ	N.A		3.5					
1.11							19.13	and Almestern Science	N.,	9	N.A		N.A	
ublic- Ion	E-Voting	0	0		0		0	9099-000 (co. 2010-010) (co. 20	0		0	-		
stitution	Poll	**1487444		4502		6.44	**143	4502	0		100.00		0	
	(if applicable	>	N.A		N.	N.A			N.A				N.A	
	Total	**1487444	**143	4502	**96.44		**143	4502	0		100.00			
otal	s per informat	1743722	16907	80	96.	and and an owner of the second second	16907		0		00.00		0	

** As per information submitted to BSE by the Company, Mr. Abhishek Bansal has completed the open offer procedure by making the payment to the shareholders, who have tendered their shares in open offer on 27/11/2015. However, as informed by the Company certain procedure has to be followed for Inducting his name as Promoter of the Company, though he has acquired 1300099 Shares representing 74,56% of the paid-up capital of the Company.



Practicing Company Secretary

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Item No. 6. Ordinary Resolution ISSUE OF BONUS SHARES

	Total No. of Share	holders		170											
	Total No. of Share	s		-	4372	7			of the last state	•					
	Date of E-Voting										and the second				
	Date of EOGM			20,	/02/	2016 at	10.00	am To 2	2/02	/2016 at 5.1	90 pm.	-			
	Date of Locally			23	ut Fel	bruary,	2016							totaliant	
						Votes in resolution		avor of	the	Votes in the resolu	in against of solution		valid V	otes	
						No. Votes	of	No. Shares	of	No. o Votes	f No. of Shares		o ol	No. or	
	Total Votes Cast th		ng	A		0		0		0			16.2	Shares	
	Total Votes Cast the	rough poll		в		7		169078		0		0		0	
	Grand Total of e-vo	ting/ Poll (A	+B)	C		7					0	0		0	
	Less: Invalid e-votir			1		the second se		169078	0	()	0	()		()	
	Net e-voting/ Poll ((15	D		0		0	-Contraction	0	0	n		0	
Categor		mental Providence		E		7		169078	0	0	0	0		0	
	Voting	No. of Shares held (1)	No. of Votes Polled (2)		Vo Pol out ng sha (3)=	o, of tes lled on tstandi tres =[(2)/(100	No Vot fav	tes - in	V	lo, ef otes, - gainst)	^o e of Votes favour on votes polle (6)*[(4)/(2 0	٠d	agai vote	Votes nst on s polled (5)/(2)]*10	
Promotes and	and the second s	0	0	1	0	100	0		0						
Promoter	Poll	256278	256278		100	.00	2562	278	0		0.00		0.00		
Стонр	Postal Ballot (if applicable)	N.A	N,A		N.A	1	N.A	and in the second se	1.1.1.1.1.1	Δ	N.A		0.00 N.A		
	Total	256278	256278		100,	00	2562	78	0		100.00		0.00		
hiblic-	E-Voting	N.A.	N.A		N.A		NI A	=	-						
Institution	Poll	N.A	N.A.		N.A		N.A N.A		N.		N.A		N.A		
	Postal Ballot (if applicable)	N.A	N.A		N.A	talaharan P	N.A		N.		N.A N.A		N.A N.A		
	Total	N.A	N.A	1	N.A		N.A		N./	1	N.A.				
ublic-	E-Voting	0									1310		NA	a mag in the second second	
lon	Poll	**1487444	0		0	the second second	0		0		U		0		
stitution	IS Postal Ballot	N.A.	**143450 N.A		**96.• N.A		**143 N.A	4502	0 N:A		100.00 N.A		0		
	applicable)										1/13		1.1		
otal	Total	**1487444	**1434502		*96.4		**1434	502	0		100.00		0		
	s per information	1743722	1690780	9	96.96		1690780		0		100.00		0		

** As per information submitted to BSE by the Company, Mr. Abhishek Bansal has completed the open offer procedure by making the payment to the shareholders, who have tendered their shares in open offer on 27/11/2015. However, as informed by the Company certain procedure has to be followed for Inducting his name as Promoter of the Company, though he has acquired 1300099 Shares representing 74.56% of the paid-up capital of the Company.



S. K. PANDEY Practicing Company Secretary ACS No. 8546 / COP No. 5484

Act No. 83407 COF No. 3484 Add : Raja Bahadur Building, First Floor, 45, Tamarind Lane, M. P. Shetty Marg, Fort, Mumbai - 400 001. Tel.: +91 (22) 65047520, Fax : +91 (22) 66390257, Cell : +91 98210 51427, E-mail : pandeysk2004@yahoo.co.in



Item No. 7. Special Resolution CHANGE OF NAME from "Matru-Smriti Traders Limited" To "Abans Enterprises Limited"

	Tota	I No. of Shareh	olders		170									
	Tota	I No. of Shares		•	1743	722								
	Date	e of E-Voting	······	- 10 10-1			10.00	T. 33	100	120				
	-	of EOGM						am 16 22	/02	/2016 at 5.00) pm.			
		54 40 (7 A. H		-	2300	February,					and a second	eren en de la calanda		
						Votes resolu		avor of	the	Votes in the resolut	against of	lm	alid V	otes
						No. Votes	of	No. Shares	of	No. of Votes	No. of Shares	No		No. of Shares
	Total	Votes Cast thr	ough e-Votii	ıg	A	0		0		0	0	0		1
	Total	Votes Cast thre	ough poll	······································	в	7		169078	0	0				0
	Gran	d Total of e-vot	ing/ Poll (A	+B)	C	7					0	0		0
1.1	In the second second	Invalid e-votin			-	-		169078	0	0	0	0		0
	1.1		and the second second second	15	D	0		0		0	0	0		0
Categor		-voting/ Poll (0 Made of	D)		E	7		1690780)	0	0	0		0
Promote		Voting	No. of Shares held (1)	 No. of Votes Polled (2) 		No. of Votes Polled on outstandi ng shares (3)=[(2)/(1)]*100	Vo	o. of tes – in 'our	1	Jo. of 'otes - gainst 5)	% of Votes favour on votes polle (6)=[(4)/(2 0	d	agai vote	f Votes nst on s polled [(5)/(2)]*10
and	31	E-Voting	0	0)	0	1100	0		0.00		0.00	
Promote	r	Poll Postal Ballot	256278	256278		100,00	256	278	0		100.00		0.00	
Group		(if applicable)	N.A	N.A	2	V.A	N.#	1	Z	.А	N.A		N.A	
		Total	256278	256278	1	00.00	256	278	0		100.00		0.00	and the second second
Public-		E-Voting	N.A	N.A			-		1	10000000000000000000000000000000000000		ine e Illin	0.00	
Institutio	ms	Poll	N.A	N.A		J.A J.A	N.A	And and a state of the state of	N.	The second is the second of th	N.A		N.A	
		Postal Ballot (if applicable)	N.A	N.A		J.A	N.A N.A		N.N.	and the second sec	N.A N.A		N.A N.A	
		Total	N.A.	N.A	N	I.A	N.A		N.	Δ	N.A.			
Public-		1.1.1							1.1.	A	N,A		N.A	
Non		E-Voting	0	.0	0	and the second se	0		0		0		0	
Institution		Poll Postal Ballot	**1487444	**143450		96.44		34502	0		100.00	1	0	
		Fostal Ballot N.A N.A (if applicable)	N.A	N	N.A 1			N.,	4	N.A		N.A.		
7		Total	**1487444	**143450	2 **	96.44	**14	34502	0		100.00		10	
Total		information	1743722	1690780		.96	1690		0		100.00		0 -	

** As per information submitted to BSE by the Company, Mr. Abhishek Bansal has completed the open offer procedure by making the payment to the shareholders, who have tendered their shares in open offer on 27/11/2015. However, as informed by the Company certain procedure has to be followed for Inducting his name as Promoter of the Company, though he has acquired 1300099 Shares representing 74.56% of the paid-up capital of the Company.



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Item No. 8. Special Resolution APPROVAL OF RELATED PARTY TRANSACTION UNDER SEC 188 OF THE

COMPANIES ACT, 2013

Total No. of Shareholders	170										
Total No. of Shares	1743722										
Date of E-Voting	20/02/2016 at 10.00am To 22/02/2016 at 5.00 pm.										
Date of EOGM	www.unionanianianianianianianianianianianianiani	ebruary, 2016				t marine a state of the state o					
		Votes in fa resolution	ivor of the	Votes in , the resolution		Invalid V	etes				
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No of Votes	No. of Shares				
Total Votes Cast through e-Voting	A	0	0	0	0	0	()				
Total Votes Cast through poll	В	*6	*390681	0	0	ŭ	0				
Grand Total of e-voting/ Poll (A+B)	C	*6	*390681	0	0	0	0				
Less: Invalid e-voting/ Poll Forms	D	0	0	()	0	0	0				
Net e-voting/ Poll (C-D)	E	*6	*390681	0	()	0	0				

*Mr. Abhishek Bansal is interested person in Resolution No. 8, hence his vote for 1300099 number of shares has not been considered.

Calegory	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	No. of Votes Polled on outstandi ng shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes – against (5)	"e of Votes in favour on votes polled (6)=[(4)/(2)]*10 0	<pre>** of Votes against on votes polled (7)=[(5)/(2)]*10 0</pre>
Promoter	E-Voting	0	0	0	0	10	0.00	0.00
and	Poli	256278	256278	100.00	256278	0	100.00	0.00
Pronioter Group	Postal Balloi (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
1000	Total	256278	256278	100.00	256278	0	100.00	0.00
-	and the state of the							
Public-	E-Voting	N.A	.N.A	N.A	N.A	N.A	I N.A	N.A
Institutions	Poll	N.A	N.A	N.A	N.A	N.A	N.A	NA
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A.	N.A
	Total	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Public-	E-Voting	Ø	0					
Non	Poll	a sector and the sector of the	and the second se	0	0	0	0	0
Institutions	demonstration of the second se	1487444	134403	9.03	134403	0	100.00	0
matutions	Postal Ballot (if applicable)	N.A	N.A .	N.A	N.A	N.A	N.A	N.A
	Total	1487444	134403	9.03	134403	0	100.00	0
l otal		1743722	390681	22.41	390681	0	100.00	0



S. K. PANDEY Practicing Company Secretary ACS NO. 8546 / COP NO. 5484

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Percentage of Votes cast in favor: 100%

Percentage of Votes cast against: NIL

As the number of votes castes casted in favour of the Resolution i.e. 100%, I report that the Special & Ordinary Resolutions under as set out in Notice of EOGM dated 28/01/2016 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

The Registers, all other papers and relevant records relating to EOGM shall remain in my safe custody until the 0 Director considers and approves and thereafter the same will be handed over to the Director for safe keeping.

I thank you for the opportunity given to act as a Scrutinizer for the above Extra Ordinary General Meeting.

Thanking You.

Yours Faithfully,

 \leq and S. K. Pandey (Practicing Company Secretary) CP No:- 5484 ACS No:- 8546 Date: 23rd February, 2016 Place: Mumbai

Signature of Witnesses

(Sajedabanu Patel)

(Vijaya)