

**HEMANSHU KAPADIA & ASSOCIATES**

COMPANY SECRETARIES

Office No. 12, 14<sup>th</sup> Floor, Navjivan Society, Building No.3

Lamington Road, Mumbai - 400 008

Tel 6631 0888, Telefax 6631 4830

E-mail: hemanshu@hkacs.com

Website: hkacs.com

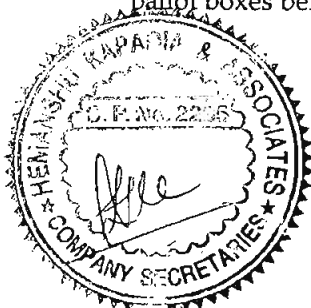
**SCRUTINIZER'S REPORT**

To,  
The Chairman,  
Abans Enterprises Limited  
CIN: L74120MH1985PLC035243  
36/37/38A, 3rd Floor, 227, Nariman Bhavan,  
Backbay Reclamation, Nariman Point  
Mumbai - 400021

**Scrutinizer's Report on postal ballot voting including voting by electronic means in respect of passing the special resolutions contained in the Notice dated 25<sup>th</sup> April 2017, through postal ballot.**

Dear Sir,

1. The Board of Directors of the Company, at its meeting held on 25<sup>th</sup> April 2017, has appointed me as the Scrutinizer for conducting the postal ballot voting process (including e-voting) in a fair and transparent manner.
2. I submit my report as under:
  - 2.1 On 11<sup>th</sup> May 2017, the Company has completed the dispatch of the Postal Ballot Notice pursuant to Section 110 of the Companies Act, 2013 along with the postal ballot forms containing the instructions and login details and self-addressed postage pre-paid envelopes to the Members whose e-mail IDs are not registered; and sent e-mail to the Members whose e-mail IDs are registered as on 5<sup>th</sup> May 2017 (being the cut-off date/record date for the purpose of voting) for seeking approval by postal ballot, including e-voting by electronic means.
  - 2.2 Particulars of all the postal ballot form received from the Members and the votes cast by electronic mode have been entered in register maintained for the purpose.
  - 2.3 The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.



- 2.4 The postal ballot forms were duly opened in my presence on 12<sup>th</sup> June 2017 at 6.00 p.m. and scrutinized and the shareholding was matched /confirmed with the Register of the Members of the Company/ list of beneficiaries as on 5<sup>th</sup> May 2017 (i.e. cut-off date for the purpose of voting).
- 2.5 All postal ballot forms received upto 5.00 p.m. (IST) on 12<sup>th</sup> June 2017, the last time and date fixed by the Company for receipt of the forms, were considered for my scrutiny.
- 2.6 As on the date of this report, no envelopes containing postal ballot forms were received after 12<sup>th</sup> June 2017, 5.00 p.m. (IST) and were not taken into consideration for the purpose of calculation of votes.
- 2.7 As informed to me by the RTA, on the date of this report, no envelopes containing postal ballot forms were returned undelivered at the RTA's office.
- 2.8 I did not find any defaced or mutilated ballot paper.
- 2.9 I have also received a complete record from National Securities Depository Limited (NSDL), the agency appointed for providing and supervising electronic platform, of votes casted through electronic mode upto 5:00 p.m. on 12<sup>th</sup> June 2017. The votes cast were unblocked on 12<sup>th</sup> June 2017 at 5.10 p.m. (IST) in the presence of two witnesses, Mr. Siddharth Sinkar and Ms. Shraddha 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: Siddharth Sinkar



Name: Shraddha Patangia

- 2.10 The e-voting data was scrutinized by me for verification of votes cast in favour and against the Resolution.
3. A summary of the voting through postal ballot forms received/e-voting is given below:



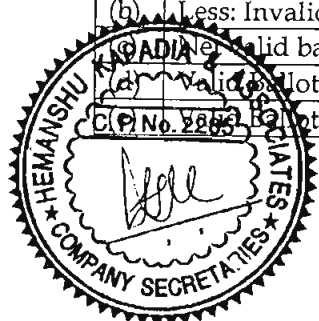
**RESOLUTION 1- Special Resolution: Approval of material related party transaction:**

Sr. No.	Particulars	Postal Ballot forms			Voting by electronic mode		
		No. of Postal Ballot forms received	No. of Shares	% to the total shares representing valid votes	No. of electronic Ballot received	No. of Shares	% to the total shares representing valid votes
(a)	Total Postal Ballot forms/ voted through e-voting received.	1	10400792	--	6	2209713	--
(b)	Less: Invalid Postal Ballot forms*	1	10400792	100	0	0	--
(c)	Net valid Postal Ballot forms/ votes (As per Register)	0	0	0	6	2209713	100
(d)	Postal Ballot forms/ votes through e-voting with assent for the resolution.	0	0	0	6	2209713	100
(e)	Postal Ballot forms/ votes through e-voting with dissent for the resolution.	0	0	0	0	0	0

\*considered invalid as the shareholder has notcast the vote.

**Total: Resolution 1**

Sr. No.	Particulars	No. of Ballots received	No. of Shares	% to the total shares representing valid votes
(a)	Total ballots & votes received	7	12610505	--
(b)	Less: Invalid ballot & votes (as per Register)*	1	10400792	--
	Net valid ballot & votes (As per Register)	6	2209713	100
	Valid ballot & Votes with assent for the resolution	6	2209713	100
	Ballot & Votes with dissent for the resolution	0	0	0



**RESOLUTION 2 - Special Resolution:** Alteration of Common Seal clause of Articles of Association of the Company:

Sr. No.	Particulars	Postal Ballot forms			Voting by electronic mode		
		No. of Postal Ballot forms received	No. of Shares	% to the total shares representing valid votes	No. of electronic Ballot received	No. of Shares	% to the total shares representing valid votes
(a)	Total Postal Ballot forms/ voted through e-voting received.	1	10400792	--	6	2209713	--
(b)	Less: Invalid Postal Ballot forms	0	0	--	0	0	--
(c)	Net valid Postal Ballot forms/ votes (As per Register).	1	10400792	100	6	2209713	100
(d)	Postal Ballot forms/ votes through e-voting with assent for the resolution.	1	10400792	100	6	2209713	100
(e)	Postal Ballot forms/ votes through e-voting with dissent for the resolution.	0	0	0	0	0	0

Total: Resolution 2

Sr. No.	Particulars	No. of Ballots received	No. of Shares	% to the total shares representing valid votes
(a)	Total ballots & votes received	7	12610505	--
(b)	Less: Invalid ballot & votes (as per Register)	0	0	--
(c)	Net valid ballot & votes (As per Register)	7	12610505	100
(d)	Valid Ballot & Votes with assent for the resolution	7	12610505	100
(e)	Valid Ballot & Votes with dissent for the resolution	0	0	0



**RESOLUTION 3 - Special Resolution: Alteration of Sitting Fees clause of Articles of Association of the Company:**

Sr. No.	Particulars	Postal Ballot forms			Voting by electronic mode		
		No. of Postal Ballot forms received	No. of Shares	% to the total shares representing valid votes	No. of electronic Ballot received	No. of Shares	% to the total shares representing valid votes
(a)	Total Postal Ballot forms/ voted through e-voting received.	1	10400792	--	6	2209713	--
(b)	Less: Invalid Postal Ballot forms	0	0	--	0	0	--
(c)	Net valid Postal Ballot forms/ votes (As per Register).	1	10400792	100	6	2209713	100
(d)	Postal Ballot forms/ votes through e-voting with assent for the resolution.	1	10400792	100	6	2209713	100
(e)	Postal Ballot forms/ votes through e-voting with dissent for the resolution.#	0	0	0	0	0	0

**Total: Resolution 3**

Sr. No.	Particulars	No. of Ballots received	No. of Shares	% to the total shares representing valid votes
(a)	Total ballots & votes received	7	12610505	--
(b)	Less: Invalid ballot & votes (as per Register)	0	0	--
(c)	Net valid ballot & votes (As per Register)	7	12610505	100
(d)	Valid Ballot & Votes with assent for the resolution	7	12610505	100
(e)	Valid Ballot & Votes with dissent for the resolution	0	0	0

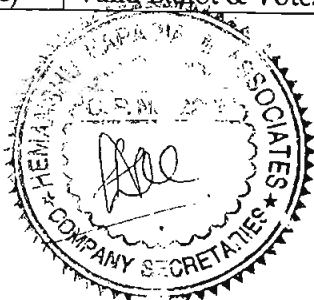


**RESOLUTION 4 - Special Resolution: Alteration of Articles of Association of the Company under Section 14:**

Sr. No.	Particulars	Postal Ballot forms			Voting by electronic mode		
		No. of Postal Ballot forms received	No. of Shares	% to the total shares representing valid votes	No. of electronic Ballot received	No. of Shares	% to the total shares representing valid votes
(a)	Total Postal Ballot forms/ voted through e-voting received.	1	10400792	--	6	2209713	--
(b)	Less: Invalid Postal Ballot forms	0	0	--	0	0	--
(c)	Net valid Postal Ballot forms/ votes (As per Register).	1	10400792	100	6	2209713	100
(d)	Postal Ballot forms/ votes through e-voting with assent for the resolution.	1	10400792	100	6	2209713	100
(e)	Postal Ballot forms/ votes through e-voting with dissent for the resolution.	0	0	0	0	0	0


**Total: Resolution 4**

Sr. No.	Particulars	No. of Ballots received	No. of Shares	% to the total shares representing valid votes
(a)	Total ballots & votes received	7	12610505	--
(b)	Less: Invalid ballot & votes (as per Register)	0	0	--
(c)	Net valid ballot & votes (As per Register)	7	12610505	100
(d)	Valid Ballot & Votes with assent for the resolution	7	12610505	100
(e)	Valid Ballot & Votes with dissent for the resolution	0	0	0



4. I have handed over the postal ballot forms and other related papers/ registers and records for the safe custody to Ms. Hetal Shah, Company Secretary & Compliance Officer, who has been authorized by the Board to supervise the Postal Ballot process.
5. On the basis of the scrutiny of the postal ballot forms and votes cast through electronic mode, the above resolutions may be deemed to be passed by the Shareholders of the Company as on 12<sup>th</sup> June 2017 i.e. the last date specified by the Company for the receipt of duly completed postal ballot forms or e-voting.
6. You may accordingly declare the result of voting by Postal Ballot process (including votes cast through evoting).

Thanking you,



**Hemanshu Kapadia**  
Scrutinizer  
Practising Company Secretary  
C.P. No.: 2285  
FCS: 3477



Place: Mumbai  
Date: 12<sup>th</sup> June 2017