

# HEMANSHU KAPADIA & ASSOCIATES

## COMPANY SECRETARIES

Office No. 12, 14<sup>th</sup> Floor, Navjivan Society, Building No.3  
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Tel 6631 0888/ 6631 4830  
E-Mail: hemanshu@hkacs.com  
Website: hkacs.com

### SCRUTINIZER'S REPORT

To,  
The Chairman,  
**ABANS ENTRPRISES LIMITED**  
CIN: L74120MH1985PLC035243  
36, 37, 38A, 3rd Floor, 227, Nariman Bhavan,  
Backbay Reclamation, Nariman Point, Mumbai - 400021.

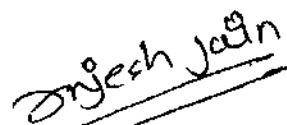
Dear Sir,

1. The Board of Directors of the Company, at its meeting held on Tuesday, 20<sup>th</sup> March 2019, has appointed me as the Scrutinizer to receive, process and scrutinize the postal ballot papers (including e-voting) in respect of the Ordinary Resolution as circulated in the Postal Ballot Notice dated 20<sup>th</sup> March 2019 pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.
2. I submit my report as under:
  - 2.1 On Monday, 25<sup>th</sup> March 2019, the Company completed the dispatch of the Postal Ballot Notice pursuant to Section 110 read with Section 108 of the Companies Act, 2013 and Rule 22 of read with Rule 20 of the Companies (Management and Administration) Rules, 2014 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 were registered as on Friday, 15<sup>th</sup> March 2019 (being the cut-off 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 forms 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 opened in my presence on Thursday, 25<sup>th</sup> April, 2019 at 05.05 PM. and scrutinized and the shareholding was matched / confirmed.



Register of the Members of the Company/ list of beneficiaries as on Friday, 15<sup>th</sup> March, 2019 (i.e. cut-off date for the purpose of voting).

- 2.5 All the postal ballot forms received upto 5.00 p.m. (IST) on Thursday, 25<sup>th</sup> March, 2019, the time and date fixed by the Company upto which the forms could be accepted, were considered for my scrutiny.
- 2.6 As on the date of this report, no envelopes containing postal ballot forms were received after Thursday, 25<sup>th</sup> April, 2019, 5.00 p.m. (IST).
- 2.7 I did not find any defaced or mutilated ballot paper.
- 2.8 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 Thursday, 25<sup>th</sup> April, 2019. The votes cast were unblocked on Thursday, 25<sup>th</sup> April, 2019 in the presence of two witnesses, Mr. Anjesh Jain and Ms. Preeti Bhangle who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Anjesh Jain



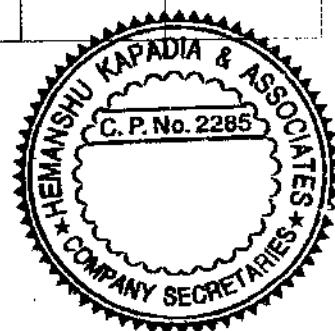
Preeti Bhangle

- 2.9 The Voting done by remote e voting has been considered in cases where the Shareholders have casted their vote by both remote e voting and postal ballot.
- 2.10 The e-voting data was scrutinized by me for verification of votes cast in favour and against the Resolutions.

3 A summary of the voting through postal ballot forms received/e-voting is given below:

**RESOLUTION NO. 1- Ordinary Resolution: Approval of Material Related Party Transaction (Acquisition of 100% Equity Stake of Abans Jewels Private Limited):**

S. N.	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 received/ voted through e-voting	5	7	-	13	1645806	-



(b)	Less: Invalid Postal Ballot forms*	4	6	-	-	-	-
(c)	Net valid Postal Ballot forms/ votes (As per Register).	1	1	100	13	1645806	100
(d)	Postal Ballot forms/ votes through e-voting with assent for the resolution.	1	1	100	10	1645803	99.99
(e)	Postal Ballot forms/ votes through e-voting with dissent for the resolution.	-	-	-	3	3	0.01

\*Invalid votes are cases where Members had voted through e voting and also sent their Postal Ballot Forms

**Total: Resolution no. 1**

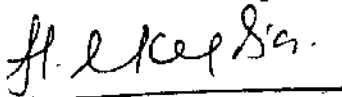
Sr. No.	Particulars	No. of Ballots/votes received	No. of Shares	% to the total shares representing valid votes
(a)	Total ballots & votes received	18	1645813	-
(b)	Less: Invalid ballots & votes (as per Register)	4	6	-
(c)	Net valid ballots & votes (As per Register)	14	1645807	100
(d)	Valid Ballots & Votes with assent for the resolution	11	1645804	99.99
(e)	Valid Ballots & Votes with dissent for the resolution	3	3	0.01



3. I shall hand over the postal ballot forms and other related papers/ registers and records for the safe custody to Mr. Abhishek Bansal (DIN: 01445730) Chairman and Managing Director and/or Deepesh Jain (Meb No.: A39996), Company Secretary of the Company, who have been authorized by the Board to supervise the Postal Ballot process, after the receipt of certified true copy of signed minutes.
4. On the basis of the scrutiny of the postal ballot forms and votes casted through electronic mode, the Ordinary Resolution no. 1 of Postal Ballot Notice dated 20<sup>th</sup> March, 2019 may be deemed to have been passed on Thursday, 25<sup>th</sup> April, 2019 i.e. the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting by the Members of the Company with the requisite majority.
5. You may accordingly declare the result of voting by Postal Ballot process (including votes cast through e voting).

Thanking you,

For Hemanshu Kapadia & Associates,



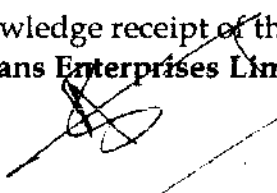
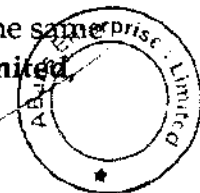
Hemanshu Kapadia  
Scrutinizer  
Practicing Company Secretary  
C.P. No.: 2285  
FCS: 3477



Date: 26<sup>th</sup> April 2019

Place: Mumbai

I acknowledge receipt of the same  
For Abans Enterprises Limited,

Abhishek Pradeepkumar Bansal  
Chairman and Managing Director  
DIN: (01445730)

**SPECIAL BUSINESS:**

**APPROVAL OF MATERIAL RELATED PARTY TRANSACTION (ACQUISITION OF 100% EQUITY STAKE OF ABANS JEWELS PRIVATE LIMITED):**

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (the ‘Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals, consents, sanctions and permissions of any authorities as may be necessary, consent of the Members be and is hereby accorded for acquiring 35,00,000 (Thirty Five Lacs) Equity Shares having face value of Rs.10/- (i.e. 100% Equity Stake of Abans Jewels Private Limited) at a price of Rs.16.20/- per equity share aggregating to total consideration of Rs.5,67,00,000/- (Rupees Five Crores and Sixty Seven Lacs) for consideration in cash from Abans Vanijya Private Limited.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment.”

