



# ABans Enterprises Limited

(Formerly known as Matru-Smriti Traders Limited)

Date: - July 14, 2016

|  |   |
|--|---|
| To,<br><b>Bombay Stock Exchange,</b><br>Phiroze Jeejeebhoy Towers,<br>25th Floor, Dalal Street,<br>Mumbai – 400 001.<br>Scrip Code: 512165 | To,<br><b>Metropolitan Stock Exchange of India,</b><br>Vibgyor Towers, 4th Floor, Plot NO. C 62,<br>G Block, Opp. Trident Hotel,<br>Bandra Kurla Complex,<br>Bandra (E), Mumbai – 400 098.<br>Symbol: ABANS |
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**Sub: - Regulation 27(2) Corporate Governance report in Compliance under SEBI Listing regulation 2015 (Listing Obligations and Disclosures Requirements)**

Dear Sir/ Madam,

As per SEBI Listing regulation 2015 (Listing Obligations and Disclosures Requirements), Regulation 27(2), Corporate Governance Report for the quarter ended June 30, 2016 is enclosed herewith.

Kindly take the same on record.

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

**Hetal Shah  
Company Secretary  
Place: Mumbai**



| <b>General information about company</b> |  |
|--|--|
| Scrip code                               | 512165   |
| Name of the entity                       | ABans Enterprises Limited (Formerly known as Matru-Smriti Traders Limited) |
| Date of start of financial year          | 01-04-2016   |
| Date of end of financial year            | 31-03-2017   |
| Reporting Quarter                        | Quarterly  |
| Date of Report                           | 30-06-2016   |
| Risk management committee                | Not Applicable   |

| Annexure I   |                 |                      |            |          |  |                         |                         |   |                   |                                |  |   |  |                        |
|--|-----------------|----------------------|------------|----------|--|-------------------------|-------------------------|---|-------------------|--------------------------------|--|---|--|------------------------|
| Annexure I to be submitted by listed entity on quarterly basis                       |                 |                      |            |          |  |                         |                         |   |                   |                                |  |   |  |                        |
| I. Composition of Board of Directors   |                 |                      |            |          |  |                         |                         |   |                   |                                |  |   |  |                        |
| Disclosure of notes on composition of board of directors explanatory                 |                 |                      |            |          |  |                         |                         |   |                   |                                |  | Textual Information(1)  |  |                        |
| Is there any change in composition of board of directors compare to previous quarter |                 |                      |            |          |  |                         |                         |   |                   |                                |  |   |  |                        |
| Sr   | Title (Mr / Ms) | Name of the Director | PAN        | DIN      | Category 1 of directors                  | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity | Notes                  |
| 1  | Mr              | Abhishek Bansal      | AJGPB2574F | 01445730 | Executive Director                       | Not Applicable          | MD                      | 07-01-2016                              |                   |                                | 1  | 2   | 0  | Textual Information(2) |
| 2  | Mrs             | Shriyam Bansal       | AHDPC5634Q | 03481102 | Non-Executive - Non Independent Director | Not Applicable          |                         | 23-02-2016                              |                   |                                | 1  | 1   | 1  | Textual Information(3) |
| 3  | Mr              | Nandlal Chaturvedi   | AEBPC8875J | 07195724 | Non-Executive - Independent Director     | Not Applicable          |                         | 29-05-2015                              |                   | 13                             | 1  | 1   | 0  |                        |
| 4  | Mr              | Parantap Dave        | AABPD3026E | 00019472 | Non-Executive - Independent Director     | Not Applicable          |                         | 07-01-2016                              |                   | 6                              | 3  | 5   | 2  |                        |

| Annexure I   |                 |                      |            |          |                                      |                         |                         |   |                   |                                |  |   |  |       |
|--|-----------------|----------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|---|-------------------|--------------------------------|--|---|--|-------|
| Annexure I to be submitted by listed entity on quarterly basis |                 |                      |            |          |                                      |                         |                         |   |                   |                                |  |   |  |       |
| I. Composition of Board of Directors                           |                 |                      |            |          |                                      |                         |                         |   |                   |                                |  |   |  |       |
| Sr   | Title (Mr / Ms) | Name of the Director | PAN        | DIN      | Category 1 of directors              | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity | Notes |
| 5  | Mr              | Prabhulal Tataria    | AACPT0577H | 07369031 | Non-Executive - Independent Director | Not Applicable          |                         | 07-01-2016                              |                   | 6                              | 1  | 1   | 0  |       |

| <b>Text Block</b>      |  |
|------------------------|--|
| Textual Information(1) | There is no change in the composition of Board of Directors as compared to the previous quarter ended 31st March, 2016. As per Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, compliance with corporate governance provisions shall not apply in respect of the listed entity having paid up capital and networth not exceeding the prescribed limits as on the last day of the previous financial year. In our case, the paid up capital and net worth did not exceed the prescribed limits as on 31st March, 2015, hence we were not required to submit Corporate Governance Report for quarter ended March, 2016. Bonus Allotment was made on 5th March, 2016 increasing the paid up capital to Rs. 13.94 cr as on 31st March, 2016. Hence compliance with the provisions of corporate governance is being done from this quarter i.e. quarter ended June 2016. |
| Textual Information(2) | Tenure of Director (in months) - 6 (for period ended 30-06-2016)   |
| Textual Information(3) | Tenure of Director (in months) - 6 (for period ended 30-06-2016)   |

| <b>Annexure 1</b>  |                                       |                           |  |                         |                         |
|--|---------------------------------------|---------------------------|--|-------------------------|-------------------------|
| <b>II. Composition of Committees</b>   |                                       |                           |  |                         |                         |
| Disclosure of notes on composition of committees explanatory                 |                                       |                           |  | Textual Information(1)  |                         |
| Is there any change in composition of committees compare to previous quarter |                                       |                           |  |                         |                         |
| Sr   | Name Of Committee                     | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Name of other committee |
| 1  | Audit Committee                       | Parantap Dave             | Non-Executive - Independent Director     | Chairperson             |                         |
| 2  | Audit Committee                       | Prabhulal Tataria         | Non-Executive - Independent Director     | Member                  |                         |
| 3  | Audit Committee                       | Abhishek Bansal           | Executive Director                       | Member                  |                         |
| 4  | Stakeholders Relationship Committee   | Shriyam Bansal            | Non-Executive - Non Independent Director | Chairperson             |                         |
| 5  | Stakeholders Relationship Committee   | Abhishek Bansal           | Executive Director                       | Member                  |                         |
| 6  | Stakeholders Relationship Committee   | Nandlal Chaturvedi        | Non-Executive - Independent Director     | Member                  |                         |
| 7  | Nomination and remuneration committee | Parantap Dave             | Non-Executive - Independent Director     | Chairperson             |                         |
| 8  | Nomination and remuneration committee | Nandlal Chaturvedi        | Non-Executive - Independent Director     | Member                  |                         |
| 9  | Nomination and remuneration committee | Shriyam Bansal            | Non-Executive - Non Independent Director | Member                  |                         |

| <b>Text Block</b>      |   |
|------------------------|---|
| Textual Information(1) | <p>There is no change in the composition of committees as compared to the previous quarter ended 31st March, 2016. As per Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, constitution of Risk Management Committee is applicable to the top 100 entities determined on the basis of the market capitalisation as at the end of the immediate financial year. Our Company does not fall in the set criteria, hence constitution of Risk Management Committee is not mandatory to our company.</p> |

| <b>Annexure 1</b>  |   |  |   |
|--|---|--|---|
| <b>Annexure 1</b>  |   |  |   |
| <b>III. Meeting of Board of Directors</b>                        |   |  |   |
| Disclosure of notes on meeting of board of directors explanatory |   |  |   |
| Sr   | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) |
| 1  | 07-01-2016  |  |   |
| 2  | 28-01-2016  |  | 20  |
| 3  | 23-02-2016  |  | 25  |
| 4  | 05-03-2016  |  | 10  |
| 5  |   | 30-05-2016   | 85  |



| <b>Annexure 1</b>  |                                       |   |  |                                     |   |  |
|--|---------------------------------------|---|--|-------------------------------------|---|--|
| <b>IV. Meeting of Committees</b>                         |                                       |   |  |                                     |   |  |
| Disclosure of notes on meeting of committees explanatory |                                       |   |  |                                     |   |  |
| Sr   | Name of Committee                     | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) |
| 1  | Audit Committee                       | 30-05-2016  | Yes  | 3                                   | 05-03-2016  | 85   |
| 2  | Nomination and remuneration committee | 30-05-2016  | Yes  | 3                                   | 05-03-2016  | 85   |

| <b>Annexure 1</b>                                 |  |                                  |  |
|---|--|----------------------------------|--|
| <b>V. Related Party Transactions</b>              |  |                                  |  |
| Sr  | Subject  | Compliance status<br>(Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1   | Whether prior approval of audit committee obtained   | Yes                              |  |
| 2   | Whether shareholder approval obtained for material RPT   | NA                               |  |
| 3   | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes                              |  |
| Disclosure of notes on related party transactions |  |                                  | Textual Information(1)   |

| <b>Text Block</b>      |  |
|------------------------|--|
| Textual Information(1) | The Company pays rent to ABans Finance Private Limited at Rs. 14000 plus Tax per month. However the said transaction is not a material related party transaction. The Company pays remuneration at Rs. 6 lakhs per annum to the Managing Director. |

| <b>Annexure 1</b>       |  |                            |
|-------------------------|--|----------------------------|
| <b>VI. Affirmations</b> |  |                            |
| Sr                      | Subject  | Compliance status (Yes/No) |
| 1                       | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015  | Yes                        |
| 2                       | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee  | Yes                        |
| 3                       | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee                                   | Yes                        |
| 4                       | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee                                   | Yes                        |
| 5                       | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities) | NA                         |
| 6                       | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                              | Yes                        |
| 7                       | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                  | Yes                        |
| 8                       | This report and/or the report submitted in the previous quarter has been placed before Board of Directors.   | No                         |
| 9                       | Any comments/observations/advice of Board of Directors may be mentioned here:  | Textual Information(1)     |

| <b>Text Block</b>      |   |
|------------------------|---|
| Textual Information(1) | Submission of this report was not mandatory in the previous quarter by virtue of Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The current report would be placed in the next Board meeting. There is no change in the composition of the Board or Committees as compared to the previous quarter. |

| <b>Signatory Details</b> |                   |
|--------------------------|-------------------|
| Name of signatory        | Hetal Shah        |
| Designation of person    | Company Secretary |
| Place                    | Mumbai            |
| Date                     | 15-07-2016        |

