

MATRU-SMRITI TRADERS LIMITED

36/37/38A, 3RD FLOOR, 227, NARIMAN BHAVAN, BACKBAY RECLAMATION, NARIMAN POINT, MUMBAI – 400021.
TEL NO.: 022 61790000 FAX NO.: 022 61790010 EMAIL ID: matrusmriti1985@gmail.com
WEBSITE: www.matrusmrititraders.com CIN NO.: L74120MH1985PLC035243

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of Matru-Smriti Traders Limited will be held on February 23, 2016, Tuesday at 11.30 A.M. at the Registered Office of the Company situated at 36,37,38A, 3rd Floor, 227, Nariman Bhavan, Backbay Reclamation, Nariman Point, Mumbai – 400 021 to transact the following business:

SPECIAL BUSINESS:

1. APPOINTMENT OF MR. ABHISHEK BANSAL AS MANAGING DIRECTOR:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

"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 (hereinafter 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."

2. APPOINTMENT OF MRS. SHRIYAM BANSAL AS NON EXECUTIVE DIRECTOR:

To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"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. Shriyam Bansal (DIN – 03481102), who was appointed as an Additional Director on 11th December, 2015, pursuant to the provisions of sub-section (1) of section 161 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

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appointed as Non-Independent and Non Executive Director of the Company, liable to retire by rotation."

3. APPOINTMENT OF MR. PARANTAP DAVE AS AN INDEPENDENT DIRECTOR:

To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"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 non-executive 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."

4. APPOINTMENT OF MR. PRABHULAL TATARIA AS AN INDEPENDENT DIRECTOR:

To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"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 non-executive 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."

5. INCREASE IN AUTHORISED CAPITAL OF THE COMPANY AND CONSEQUENT CHANGES IN MEMORANDUM OF ASSOCIATION

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"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 15,00,00,000 (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:

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“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 Preferential, 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, proper, desirable or expedient to give effect to this resolution.”

6. ISSUE OF BONUS SHARES

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“**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 lacs 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. 10/- each whose names appear in the Register of Members/Beneficial 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 1 (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

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existing fully paid equity shares of the Company and shall be entitled to dividend(s) to be declared after the bonus shares are allotted.

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.

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."

7. CHANGE OF NAME

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"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-Smriti 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 altered accordingly.

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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 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."

8. APPROVAL OF RELATED PARTY TRANSACTION UNDER SEC 188 OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"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."

**By Order of the Board
FOR MATRU-SMRITI TRADERS LIMITED**

**Date: 28/01/2016
Place: Mumbai**

**Sd/-
Mr. Abhishek Bansal
Managing Director
DIN: 01445730**

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE SHOULD REACH TO THE COMPANY'S REGISTERED OFFICE ATLEAST BEFORE 48HOURS OF THE MEETING.
2. Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
3. Members are requested to notify immediately any change in their address, quoting their folio number to the Registrar and Share Transfer Agent so as to enable the Company to address any future communication at their correct addresses.
4. The Notice is being sent to all the Members through Registered Post/Courier/email. The Notice of the Meeting is also posted on the website of the Company www.matrusmrititraders.com
5. The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and any notifications thereto, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional.
6. The voting through electronic means will commence on February 20, 2016, Saturday at 10.00am to February 22, 2016, Monday at 5.00pm. The Members will not be able to cast their vote electronically beyond the date and time mentioned above.
7. The Company has appointed Mr. S.K.Pandey, Practicing Company Secretary, to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
8. As required under the listing regulations, the particulars of Directors who are proposed to be appointed/reappointed are given below:

Name of the Director	Mr. Abhishek Bansal	Mrs. Shriyam Bansal	Mr. Parantap Dave	Mr. Prabhulal Tataria
Date Of Birth	22/05/1987	15/10/1988	29/04/1961	06/01/1953
Date of Appointment	11/12/2015	11/12/2015	11/12/2015	11/12/2015
Expertise in Specific Functional Area	Finance & Investment	Accounts and Finance	Chartered Accountant	Finance Advisor
Executive & Non Executive	Executive	Non Executive	Non Executive	Non Executive
Independent Director	No	No	Yes	Yes
Other Directorships	Yes 1. ABANS FINANCE Private Limited 2. ABANS	Yes 1. ABANS FINANCE Private Limited	Yes 1. Dhanipa Management Services Private Limited	No

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	VANIJYA PRIVATE LIMITED 3. ABans Metals Private Limited 4. ABans Fortune Gems Private Limited 5. ABANS JEWELS Private Limited 6. aBans Securities Private Limited 7. aBans Broking Services Private Limited 8. ABans Agri Warehousing & Logistics Private Limited	2. ABANS VANIJYA PRIVATE LIMITED 3. ABans Metals Private Limited 4. ABans Fortune Gems Private Limited 5. aBans Commodities (I) Private Limited	2. Capital Advisors Private Limited 3. Spectrum International Private Limited 4. Mas Services Limited 5. Tree House Education & Accessories Limited 6. Sajeev Agri Private Limited 7. Sankalp Siddhi Corporate Advisory Private Limited 8. Sarla Performance Fibers Limited	
Other Committee Membership/Chairman	No	No	No	No

Voting through electronic means

The instructions for e-voting are as under:

- i.** The e-voting period begins on February 20, 2016, Saturday at 10.00am to February 22, 2016, Monday at 5.00pm. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date of February 16, 2016 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii.** The shareholders should log on to the e-voting website www.evotingindia.com
- iii.** Click on Shareholders
- iv.** Now Enter your User ID
 - a.** For CDSL: 16 digits beneficiary ID,
 - b.** For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c.** Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v.** Next enter the Image Verification as displayed and Click on Login.

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- vi.** If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii.** If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details held as mentioned in instruction (iv).

- viii.** After entering these details appropriately, click on "SUBMIT" tab.
- ix.** Members holding shares in physical form will then reach directly the Company Selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x.** For Members holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.

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- xi.** Click on the EVSN for <Matru-Smriti Traders Limited> on which you choose to vote.
- xii.** On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii.** Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- xiv.** After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv.** Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi.** You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii.** If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii.** Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration for bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com .
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1:

Mr. Abhishek Bansal was appointed as the Director of the company with effect from 11th December, 2015 as per the provisions of the Companies Act, 2013. Keeping in mind the significant contribution towards growth of the Company by Mr. Abhishek Bansal, the Board of Directors of the Company at their meeting held on 7th January, 2016, redesignated/appointed Mr. Abhishek Bansal as the Managing Director of the Company for a period of five years with effect from 7th January, 2016. The terms of re-appointment including remuneration as approved by the Nomination and Remuneration Committee and the Board subject to the approval of the Members to be obtained at this Meeting are as follows:-

1. Period:

Five years commencing from 7th January, 2016

2. Remuneration: He will be entitled to receive remuneration of Rs. 6,00,000/-pa with such annual increments/increase as may be decided by Board from time to time.

3. Perquisites:

- a. Company's contribution to provident fund to the extent these either singly or put together are not taxable under Income Tax Act.
- b. Gratuity will be paid as per the provisions of payment under Gratuity Act.
- c. Telephone, Tele-fax and other communication facilities at Companies Cost.
- d. Reimbursement of entertainment expenses incurred in the course of business of the Company.
- e. Cost of insurance cover against the risk of any financial liability or loss because of any error of judgment, wrongful act or such other reason as may be approved by the Board of Directors from time to time.
- f. Personal accident insurance policy as per the scheme applicable to senior employees.
- g. Cost of medical insurance cover for himself and family for medical expenses in India and abroad including hospitalization and medical treatment in abroad, all expenses including air fare, boarding, lodging expense for patient and attendant.
- h. Reimbursement of actual travelling expenses for proceeding on leave from Mumbai to any place in India and return there from once a year in respect of himself and his family.
- i. Reimbursement of membership fees for clubs in India or abroad, including any admission/ life membership fees.
- j. Subject to the statutory ceiling the Executive Director may be given any other allowances, perquisites, benefits and facilities as may be decided by the Board from time to time.
- k. Valuation of Perquisites: Perquisites allowances shall be valued as per Income Tax rules, wherever applicable, and in the absence of any such rules, shall be valued at cost.
- l. Minimum Remuneration: In the event of any loss or inadequacy of profits in any financial year during the tenure of appointment, the Executive Director shall subject to the approval of the central government, if required, be paid

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remuneration, subject to restrictions, if any set out in Schedule V of the Companies Act, 2013 from time to time.

- m. The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors/ Nomination and Remuneration Committee as it may in its discretion, deem fit within the maximum amount payable to Executive Directors in accordance with the schedule V of the Companies Act, 2013 or any other amendments made hereafter in this regard.

None of the Directors, Key Managerial Persons or their relatives except for Mr. Abhishek Bansal and Mrs. Shriyam Bansal in any way, concerned or interested in the said resolution.

The Board recommends the resolution for approval of Members.

Item No. 2

The Board of Directors of the Company appointed, pursuant to the provisions of sub-section (1) of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Shriyam Bansal, as an Additional Director of the Company with effect from 11th December, 2015.

Mrs. Shriyam Bansal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has provided her consent to act as the director. Mrs. Shriyam Bansal possesses appropriate skills, experience and knowledge. The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Shriyam Bansal as Non Executive – Non Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Shriyam Bansal as Non Executive - Non-Independent Director, liable to retire by rotation, for the approval by the shareholders of the Company. Copy of the draft letter for appointment of Mrs. Shriyam Bansal as Non-Executive Non- Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

None of the Directors, Key Managerial Persons or their relatives except for Mrs. Shriyam Bansal and Mr. Abhishek Bansal in any way, concerned or interested in the said resolution.

The Board recommends the resolution for approval of Members.

Item No. 3

The Board has received declaration and a notice in writing from Mr. Parantap Dave proposing his candidature to act as an Independent Director of the Company. The Board reviewed the above declaration and is of the opinion that since Mr. Parantap Dave meet the criteria under section 149(6), 152, 160 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV of the Companies Act, 2013 and read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board recommended for consideration of the members the appointment of Mr. Parantap Dave as an Independent Director of the Company for the period of 5 years starting from 7th January, 2016.

MATRU-SMRITI TRADERS LIMITED

36/37/38A, 3RD FLOOR, 227, NARIMAN BHAVAN, BACKBAY RECLAMATION, NARIMAN POINT, MUMBAI – 400021.

TEL NO.: 022 61790000 FAX NO.: 022 61790010 EMAIL ID: matrusmriti1985@gmail.com

WEBSITE: www.matrusmrititraders.com CIN NO.: L74120MH1985PLC035243

None of the Directors, Key Managerial Persons or their relatives except for Mr. Parantap Dave in any way, concerned or interested in the said resolution.

Item No. 4

The Board has received declaration and a notice in writing from Mr. Prabhulal Tataria proposing his candidature to act as an Independent Director of the Company. The Board reviewed the above declaration and is of the opinion that since Mr. Prabhulal Tataria meet the criteria under section 149(6), 152, 160 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV of the Companies Act, 2013 and read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board recommended for consideration of the members the appointment of Mr. Prabhulal Tataria as an Independent Director of the Company for the period of 5 years starting from 7th January, 2016.

None of the Directors, Key Managerial Persons or their relatives except for Mr. Prabhulal Tataria in any way, concerned or interested in the said resolution.

Item No. 5 & 6:

The equity shares of the Company are listed and traded on BSE and MSEI Limited. The members are aware that the operations and performance of the Company has grown significantly over the past few months. In order to improve the liquidity of the Company's shares in the stock market, the Board of Directors of the Company at their meeting held on January 7, 2015, considered it desirable to recommend issue of fully paid up Bonus shares in the proportion of Seven new equity shares of Rs. 10/- each for every One Equity share of Rs. 10/- each subject to approval of the shareholders and such other authorities as may be necessary. The fully paid-up Bonus Shares shall be distributed to the Members of the Company, whose names shall appear on its Register of Members on the Record Date as determined by the Board of Directors of the Company (which term shall be deemed to include any Committee thereof) for the purpose of issue of Bonus Shares. The Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date, save and except that they shall not participate in any dividend that may be declared before the 'Record Date'.

Presently, the authorized share capital of your Company is 2 crore divided into 20,00,000 (twenty lac only) equity shares of Rs.10/- (Rupees ten only) each. The issue of bonus shares as aforesaid would require increase in the authorized capital of the Company to 15 crore divided into 1,50,00,000 (One crore fifty lacs only) equity shares of Rs.10/- each (Rupees ten only) and consequential amendments to the existing Clause V of the Memorandum of Association and of the Company.

The issue of Bonus shares by capitalization of reserves is authorised by the existing Articles of Association of the Company.

None of the Directors / Key Managerial Personnel or their relatives is concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

The Board of Directors of your Company recommends this Resolution for your approval

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Item No. 7:

The Chairman informed the Board that pursuant to change in control of the Company, the Company has become part of ABans Group of Companies and hence to reflect the group name, it is proposed to change the name of the Company from "**Matru-Smriti 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. The new name has been made available by the Registrar of Companies vide letter dated January 19, 2016 which is valid for 60 days.

As per the provisions of section 13 of the Companies Act, 2013, approval of the shareholders is required to be accorded for changing the name of the Company by way of passing Special Resolution. Hence the resolution is put up for shareholders approval.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Item No. 8:

Members of the Company are requested to note that section 188 of the Companies Act, 2013 read with the rules made thereunder requires any transaction entered between related parties for 'selling or otherwise disposing of, or buying, property of any kind' where the amount involved exceeds 10 percent of the networth to be approved by the members of the Company by way of Special Resolution.

Mr. Abhishek Bansal and Mrs. Shriyam Bansal being the common director in Abans Finance Private Ltd, Abans Vanijya Private Ltd and Matru-Smriti Traders Ltd make these companies related party as per section 2(76) of the Companies Act, 2013. Hence the proposed transaction for purchasing the shares of Abans Finance Private Ltd from Abans Vanijya Private Ltd is a related party transaction and thus requires approval of the shareholders of the Company.

Abans Finance Private Ltd (AFPL) is a registered Non Banking Finance Company carrying out the business of Finance and investments. By virtue of these investments, AFPL is controlling subsidiaries carrying out businesses of broking and trading in various electronic exchanges both in India and Overseas including physical trading. The proposed transaction of acquiring AFPL will also give control over the said subsidiaries and will thereby provide huge opportunities to the Company to expand its business globally.

The particular of the transaction which is proposed to be entered into by the Company is as follows:

- (a) Name of the related party: Abans Vanijya Private Ltd
- (b) Nature of relationship: Common Directorship
- (c) Name of the director or key managerial personnel who is related, if any: Mr. Abhishek Bansal and Mrs. Shriyam Bansal
- (d) Nature, material terms and particulars of the contract or arrangement: Purchase of shares of Abans Finance Private Ltd to acquire majority stake and control of the Company along with

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its subsidiaries by way of entering into Memorandum of Understanding (MOU) between Matru -Smriti Traders Ltd and Abans Vanijya Private Ltd.

The brief terms of the said MOU includes

- i. Acquiring 2,31,90,720 equity shares of face value or Rs. 10/- each of AFPL from Abans Vanijya Private Ltd representing 99.93% of paid up capital of AFPL in an all cash deal.
- ii. The transfer of said shares shall be subject to prior approval of Reserve Bank Of India (RBI) and such other approvals as may be necessary.
- iii. The payment for the said transaction shall be made only after all necessary approvals are obtained.

(e)Monetary Value: Consideration for acquisition of the said shares is Rs. 17,54,21,631 ie Rs. 7.56 per equity shares which is the average cost of Abans Vanijya Private Ltd. The Book value of equity shares of AFPL is Rs. 12.65 per equity shares as per the last audited balance sheet of the Company as at March 31, 2015.

None of the directors or Key managerial person except for Mr. Abhishek Bansal and Mrs. Shriyam Bansal is concerned or interested, financial or otherwise in the resolution except to the extent of their directorship in the said companies.

**By Order of the Board
FOR MATRU-SMRITI TRADERS LIMITED**

**Date: 28/01/2016
Place: Mumbai**

**Sd/-
Mr. Abhishek Bansal
Managing Director
DIN: 01445730**

MATRU-SMRITI TRADERS LIMITED

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ATTENDANCE SLIP

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the Extraordinary General Meeting of the Company at the Registered Office of the Company situated at 36,37,38A, 3rd Floor, 227, Nariman Bhavan, Backbay Reclamation, Nariman Point, Mumbai – 400 021 on Tuesday, February 23, 2016 at 11.30 a.m.

.....

Full name of the Member (in block letters)

.....

Signature

Folio No.:

DP ID No.*

Client ID No.*

*Applicable for member holding shares in electronic form

.....

Full name of the proxy (in block letters)

.....

Signature

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FORM NO MGT-11 PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN L74120MH1985PLC035243

Name of the Company: MATRU-SMRITI TRADERS LIMITED

Regd. Office: 36,37,38A, 3rd Floor, 227, Nariman Bhavan,
Backbay Reclamation, Nariman Point,

Mumbai – 400 021 Email: matrusmriti1985@gmail.com

Website: www.matrusmrititraders.com Tel. 022 61790000, Fax: 022 61790010,

Name of the Member(s) :	
Registered Address :	
E mail Id :	
Folio No / Client ID:	
DP ID :	

I / We, being the member(s) of shares of the above named company, hereby appoint:

(1) Name..... Address.....
Email ID Signature..... or failing him/her
(2) Name..... Address.....
Email ID Signature..... or failing him/her
(3) Name..... Address.....
Email ID Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Tuesday, February 23, 2016 at 11.30 a.m at 36,37,38A, 3rd Floor, 227, Nariman Bhavan, Backbay Reclamation, Nariman Point, Mumbai – 400 021 and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION NO.
SPECIAL BUSINESS

1. Appointment of Managing Director
2. Appointment of Non Executive Director
3. Appointment of following persons as Independent Director
 - a. Mr. Parantap Dave
 - b. Mr. Prabhulal Tataria
4. Increase in authorized capital and consequent changes in MOA
5. Issue of Bonus Shares
6. Change of Name
7. Related Party Transaction

Signed this _____ day of February, 2016.

Signature of the Shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp Re 1/-

Notes: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.