

**ABANS ENTERPRISES LIMITED**

*(Formerly known as Matru-Smriti Traders Limited)*

**CIN:** L74120MH1985PLC035243

**Reg. Off.:** 36,37,38A, 3<sup>rd</sup> Floor, 227, Nariman Bhavan, Backbay Reclamation, Nariman Point, Mumbai – 400 021. **Website:** [www.abansenterprises.com](http://www.abansenterprises.com),

**Email:** [compliance@abansenterprises.com](mailto:compliance@abansenterprises.com), **Tel.** 022 61790000, **Fax:** 022 61790010.

**POSTAL BALLOT NOTICE**

**Notice is hereby given to the members of ABans Enterprises Limited (Formerly known as Matru-Smriti Traders Limited) pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (The 'Act'), read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any of the act (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for seeking consent from the Members of the Company by passing resolutions by way of Postal Ballot for the following Special Businesses:**

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, ("the Rules"), including any statutory modification or re-enactment thereof for the time being in force, to consider and pass the Resolutions appended hereto as 'Special Resolutions' by way of Postal Ballot (including remote e-voting). The explanatory statement pertaining to the Special Resolution proposed in this notice setting out all material facts and reasons thereof along with Postal Ballot Form is annexed herewith.

The Board of Directors has appointed Mr. Hemanshu Kapadia, from M/s. Hemanshu Kapadia & Associates, Practicing Company Secretary, Mumbai as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to pursue the proposed Special Resolution along with its Explanatory Statement and to carefully read the instructions printed overleaf of the Postal Ballot Form and thereafter send your assent (for) or dissent (against) by filling up the necessary details and putting your signature at the marked place in the Postal Ballot Form and returning the Form in original duly completed, in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than closure of working hours (5:00 p.m.) on 12<sup>th</sup> June, 2017 or by voting through electronic means on or before 12<sup>th</sup> June, 2017. Please note that your assent/dissent received after 12<sup>th</sup> June, 2017, would be strictly treated as if a reply from you has not been received.

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote, the details whereof are specified under notes of this Notice. The Company has engaged services of National Securities Depository Limited (NSDL) to provide e-voting facilities to the Members.

The e-voting facility will be available at the link <https://www.evoting.nsdl.com/> starting from 09:00 AM on 13<sup>th</sup> May, 2017 until 05:00 PM on 12<sup>th</sup> June, 2017. Please refer the instructions for remote e-voting given after the Proposed Resolutions for the process and the manner in which remote e-voting is to be carried out.

Members desirous to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the notes under the section 'Voting through electronic means'. References to the postal ballot(s) in this Postal Ballot Notice include votes received electronically.

Upon completion of the scrutiny of the Forms (including e-voting), the scrutinizer will submit his report to the Chairman or in his absence, to any director authorized by him/Board of the Company. The results of the Postal Ballot will be announced on 13<sup>th</sup> June, 2017 on or before 6.00 PM at the Registered Office of the Company and shall be communicated to the Stock Exchanges and would also be displayed on the Company's website at [www.abansenterprises.com](http://www.abansenterprises.com). The Resolution, if approved, will be taken as effectively passed as on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting i.e., 12<sup>th</sup> June, 2017, in terms of the provisions of Secretarial Standards-2 and shall be deemed to have been duly passed at a general meeting convened in that behalf.

#### **SPECIAL BUSINESS:**

#### **ITEM NO. 1: APPROVAL OF MATERIAL RELATED PARTY TRANSACTION**

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

**"RESOLVED THAT** pursuant to the provisions of

- i. Section 188 and all other applicable provisions if any, of the Companies Act, 2013 (the Act) and rules made thereunder including any modification or amendments or clarifications thereon, if any,
- ii. Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) [including any modifications/amendments thereto as are made from time to time],
- iii. The Memorandum and Articles of Association of the Company; and
- iv. subject to such approvals, consents, permissions and sanctions as may be necessary under any other applicable laws,

approval of the members of the company be and is hereby accorded to the Board of Directors of the company and/or the Audit Committee as the case may be, to exercise the powers conferred by this Resolution:

to enter into a contract(s)/arrangement(s)/transaction(s) or agreements on such terms and conditions as may be mutually agreed upon with related parties as defined under the Act and Listing Regulations with respect to Sale, purchase or supply of goods, materials, or

Commodities and taking Security from related parties to avail Corporate Guarantee from them by the Company for the amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores Only) from the financial year 2017-18 and onwards.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Audit Committee of the company, be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

**ITEM NO. 2: ALTERATION OF COMMON SEAL CLAUSE OF ARTICLES OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to provisions of Section 14 of the Companies Act, 2013 (the “Act”) read with Rule 33 of the Companies (Incorporation) Rules, 2014 (including any amendments thereto or re-enactment thereof), and subject to such other approvals, permission and consents as may be required, the approval of shareholders be and is hereby given to alter Article 73 of the articles of association of the Company by insertion of sub-article (iii) of Article 73 of Articles of Association as under:

*\*(iii) The Board shall provide a common seal for the purpose of the company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof and the Board shall provide for the safe custody of the seal for the time being and the seal shall never be used except with the authority of the Board or a Committee of the Board previously given and in the presence of a Director of the Company or such other person authorised by the Directors for the purpose.*

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorised to fill all the necessary forms and other necessary documents as may be required by the statutory authorities including the Registrar of Companies and to do such acts, deeds and things that may be required for the purpose of alteration of Articles of Association of the Company that may be suggested by the Registrar of Companies or such other statutory authorities in the implementation of the aforesaid resolutions and to authorize such person or persons to give effect to the above resolutions and to submit all documents to the concerned authorities with regard to the same and to take all the necessary steps in this regard.”

**ITEM NO. 3: ALTERATION OF SITTING FEES CLAUSE OF ARTICLES OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to provisions of Section 14 of the Companies Act, 2013 (the “Act”) read with rule 33 of the Companies (Incorporation) Rules, 2014 (including any amendments thereto or re-enactment thereof) and subject to such other approvals, permission and consents as may be required, the approval of shareholders be and is hereby given to alter Article 58 of the Articles of Association of the Company by replacing third para of sub-article (i) of Article 58 of Articles of Association as under:

*“Every Director may be paid a sitting fee not exceeding the limits prescribed in the Companies Act, 2013 or any amendment thereof for each meeting of the Board of Directors or of any committee thereof attended by him and may be paid in addition thereto all travelling, hotel and other expenses properly incurred by them in attending and returning from the meetings of the Board of Directors or any committee thereof or General Meeting of the company or in connection with the business of the Company to and from any place.”*

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorised to fill all the necessary forms and other necessary documents as may be required by the statutory authorities including the Registrar of Companies and to do such acts, deeds and things that may be required for the purpose of alteration of Articles of Association of the Company that may be suggested by the Registrar of Companies or such other statutory authorities in the implementation of the aforesaid resolutions and to authorize such person or persons to give effect to the above resolutions and to submit all documents to the concerned authorities with regard to the same and to take all the necessary steps in this regard.”

**ITEM NO. 4: ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY UNDER SECTION 14**

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

**“RESOLVED THAT** pursuant to provisions of Section 14 of the Companies Act, 2013 (the “Act”) read with rule 33 of the Companies (Incorporation) Rules, 2014 (including any amendments thereto or re-enactment thereof) and subject to such other approvals, permission and consents as may be required, the approval of shareholders be and is hereby given to alter Articles of Association of the Company by inserting the following new sub-article (x) of Article 57 of Articles of Association as under:

*“(x) An individual may be appointed or reappointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.”*

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorised to fill all the necessary forms and other necessary documents as may be required by the statutory authorities including the Registrar of Companies and to do such acts, deeds and things that may be required for the purpose of alteration of Articles of Association of the Company that may be suggested by the Registrar of Companies or such other statutory authorities in the implementation of the aforesaid resolutions and to authorize such person or persons to give effect to the above resolutions and to submit all documents to the concerned authorities with regard to the same and to take all the necessary steps in this regard.”

**By Order of the Board  
For ABans Enterprises Limited  
(Formerly Known as Matru-Smriti Traders Limited)**

**Sd/-**

**Abhishek Bansal  
Managing Director**

**DIN: 01445730**

**Date: 25<sup>th</sup> April, 2017**

**Place: Mumbai.**

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') setting out material facts is appended herein below as Annexure -1.
2. This Postal Ballot Notice is being sent to all the Members by post/ courier (and electronically by email to those Members who have registered their email IDs with the company or Depository Participant), whose name appear in the register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) as on the cut-off date fixed for dispatching the Notice i.e. 5<sup>th</sup> May, 2017. The voting rights of the Members shall be in proportion to their shares of the total paid-up equity shares capital of the Company as on 5<sup>th</sup> May, 2017.
3. In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the Company (Management and Administration) Rules, 2014, the Company is pleased to offer the option of e-voting facility to all the Members of the Company to cast their votes electronically instead of physical mode.

Kindly note that members can opt for only one mode of voting, i.e. either by physical postal ballot or by e-voting. **If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. In case members cast their vote by both physical postal ballot and e-voting, it may be noted that vote cast by them by e-voting shall prevail and votes cast through physical postal ballot will be treated as invalid.**

4. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot form will be rejected. There will be only 1 Postal Ballot form for every registered folio/client ID irrespective of the number of joint Members.
5. The Company has engaged the service of National Securities Depository Limited for the purpose of providing e-voting facility to all its Members. Members desiring to exercise their vote by using e-voting facility are requested to carefully follow the instructions in the Notes under the Section 'Voting through electronic means' in this Notice.
6. All documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company between 9:00 am and 5:00 pm on all working days (Monday to Friday) upto 12<sup>th</sup> June, 2017. The Registered Office of the Company is situated at 36, 37, 38A, 227 Nariman Bhavan, 3<sup>rd</sup> Floor, Backbay Reclamation, Nariman Point, Mumbai-400021.
7. The date of dispatch of the Notice and Explanatory Statement will be announced through an advertisement in the following newspapers: (i) The Free Press Journal in English Language and (ii) Navshakti (Mumbai Edition) in the Marathi Language, having wide circulation in the District where the registered office of the Company is situated.
8. Members who have not received the postal ballot form or who have misplaced the postal ballot form may request for duplicate postal ballot form or for any queries/grievances connected with voting through postal ballot may write to the Company Secretary at the registered office address of the Company or send an e-mail at [compliance@abansenterprises.com](mailto:compliance@abansenterprises.com) or contact on phone No.: 022-61790000.

9. The E-voting facility will be available from 13<sup>th</sup> May, 2017 (9:00 a.m.) to 12<sup>th</sup> June, 2017 (5:00 p.m.). Please note that your assent/dissent received after 12<sup>th</sup> June, 2017, would be strictly treated as if a reply from you has not been received.

## 10. INSTRUCTIONS FOR VOTING:

### A. Voting through Physical Postal Ballot Form

A Member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) by placing the tick mark (✓) in the appropriate box and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer on or before 5:00 p.m. on 12<sup>th</sup> June, 2017. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot by courier or registered post or delivers it in person at his expense to the Scrutinizer, such Postal Ballot(s) will also be accepted. Voting through Postal Ballot Form provided by the Company will be considered valid; no other form will be permitted/ accepted.

### B. E-Voting Facility [E-voting instruction for NSDL]

The instructions for Shareholders for e-voting are as under:

#### (a) In case of Shareholders' receiving e-mail from NSDL

- (i) Open e-mail and open PDF file viz; "remote e-Voting.pdf" with your Client ID or Folio No. as a password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "Remote e-voting.pdf".

- (ii) Launch internet browser by typing the following URL:  
<https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put your user ID and password & Click - Login.
- (v) Password change menu appears. Change the password with the new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of ABans Enterprises Limited (Formerly Known as Matru-Smriti Traders Limited)
- (viii) Now you are ready for e-Voting as Cast Vote page opens
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

- (x) Upon confirmation, the message “Vote cast successfully” will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail [hemanshu@hkacs.com](mailto:hemanshu@hkacs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**(b) In the case of Shareholders’ receiving Postal Ballot Form by Post:**

- (i) The initial password is provided as below/at the bottom of the Postal Ballot Form.

<b>EVEN(E-Voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD/PIN</b>
<b>106150</b>		

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.  
In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).  
  
In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
- (e) Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 1:**

In light of provisions of Section 188(1) of the Companies Act, 2013 and rules made thereunder and Regulation 23 of SEBI (Listing Obligations and disclosure requirements), 2015, the Audit committee and Board of Directors of the Company have approved the transactions along with the annual limits that your company may enter with its related parties for the financial year 2017-18 onwards.

All disclosures prescribed to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are provided by the Board of Directors and Audit Committee of the Company appended below for the perusal of the members.

The provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 consider a related party transaction as material if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

The Company envisages that the transaction(s) entered into with group companies whether individually and/or in aggregate would exceed the stipulated threshold of ten percent of the annual consolidated turnover of the Company as per the last audited and financial statements of the Company during the financial year of the Company. The Company, therefore, requires the approval of the shareholders through a special resolution for entering into contract(s)/arrangement(s)/transaction(s) or agreements on such terms and conditions as may be mutually agreed upon with related parties as defined under the Act and Listing Regulations with respect to Sale, purchase or supply of goods, materials, or Commodities and taking Security from related parties to avail Corporate Guarantee from them by the Company for the amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores Only) in aggregate from the financial year 2017-18 and onwards.

Below mentioned transactions/contracts/arrangements may be entered by the Company with related parties as listed in Explanatory Statements and/or any other party as defined under Companies Act, 2013 from time to time, whether in existence or those which may come into existence in the future:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Materiality threshold limits as party transaction per financial year (in Rs.)</b>
1	Sale of Commodities	For an amount not exceeding limit of Rs. 100 Crores for all the transactions taken together
2	Purchase of Commodities	
3	Taking Security from related parties for availing Corporate Guarantee from them	

All related parties shall abstain from voting on these resolutions.

The relevant information is as follows:

1	Name of the Related Party	:	<u>ABans Group of Companies</u> a) ABans Agri Warehousing & Logistics Private Limited b) ABans Broking Services Private Limited c) ABans Commodities (I) Private Limited d) ABans Finance Private Limited e) ABans Jewels Private Limited f) ABans Metal Private Limited g) ABans Realty & Infrastructure Private Limited h) ABans Securities Private Limited i) ABans Textiles Private Limited j) ABans Vanijya Private Limited k) ABans Fortune Gems Private Limited l) ABans Global Broking (IFSC) Private Limited
2	Name of Director or KMP who is related	:	Mr. Abhishek Bansal Mr. Shriyam Bansal
3	Nature of relationship	:	Director/ Shareholder of Company
4	Nature of the transaction	:	as specified above or covered under SEBI (LODR) Regulations, 2015
5	Maximum Expected Value (Rs.)  Nature, duration of contract and particulars of the contract or arrangement	:	Rs. 100 Crores  2017-18 onwards
6	Any advance paid and received for the contract or arrangement if any	:	No
7	The manner of determining the pricing and other commercial terms both included as part of the contract and not considered as part of the contract:	:	All proposed transactions would be carried out as part of the business requirements of the Company
8	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors:	:	All factors have been considered.
9	Any other information relevant or important for the Board to take a decision on the proposed transaction	:	Nil

Members are hereby informed that pursuant to the second proviso of section 188(1) of the Companies Act, 2013, no member of the company shall vote on such resolution to approve any contract or arrangement, if such member is a related party.

Your Directors recommend the resolution for your approval.

Except for Mr. Abhishek Bansal & Mrs. Shriyam Bansal, none of the Directors, Key Managerial Persons of the Company and their relatives is/are concerned or interested in the resolution.

**Item No. 2:**

Pursuant to Companies amendment Act, 2015 use of common seal has now become optional for companies. Further, Company has to execute various agreements, documents etc. towards its business matters including for borrowing proposals and other administrative necessities. In view of the same and to facilitate administrative convenience for execution of such documents on behalf of the Company it is proposed to alter the existing Articles of Association ("AOA") of the Company by insertion of related clauses in AOA.

Pursuant to Section 14 of the Companies Act, 2013, the said alteration can be effected only with the approval of Shareholders by passing a special resolution. Thus, the Board recommends the resolution set forth in Item no. 2 for the approval of the members.

The draft copy of the Articles of Association of the Company is available for inspection at the Registered Office of the Company on any working day during business hours.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item except as members.

**Item No. 3**

As per the provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), a company may pay a sitting fee to a director for attending meetings of the Board or committees thereof, however the Directors of the Company have expressed their views to waive-off the sitting fees in best interest of the Company and Shareholders.

Presently, the Clause 58 of the Article of Association of Company states and obligate the Company to pay a sitting fee not exceeding the limits prescribed in the Companies Act or any amendment thereof for each meeting of the Board of Directors or of any committee thereof attended by him and shall be paid in addition thereto all travelling, hotel and other expenses properly incurred by him in attending and returning from the meetings of the Board of Directors or any committee thereof or General Meeting of the company or in connection with the business of the Company to and from any place.

Thus, in view of the Directors for waiving-off the setting fees in the best interest of Company and Shareholders, the Board recommends the resolution set forth in Item no. 3 for the

approval of the members for alteration of relevant clause of Articles of Association for making the requirement of payment of sitting fees liberal for the Company.

The draft copy of the Articles of Association of the Company is available for inspection at the Registered Office of the Company on any working day during business hours.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item except as members.

**Item No. 4:**

As per the provisions of the Companies Act, 2013 an individual shall not be appointed or reappointed as the Chairperson of the Company, in pursuance of the articles of the Company, as well as the Managing Director or Chief Executive Officer of the Company at the same time after the date of commencement of this Act unless-

- a) The articles of such a Company provide otherwise; or
- b) The Company does not carry multiple businesses.

Presently, the Company is duly in compliance with above provisions. However, keeping in view of the future, its better in the interest of the Company to provide power in the articles with respect to mentioned provision. For this purpose the Company needs to alter its Articles of Association, the Board recommends the resolution set forth in Item no. 4 for the approval of the members for insertion of relevant clause of Articles of Association of the Company.

The draft copy of the Articles of Association of the Company is available for inspection at the Registered Office of the Company on any working day during business hours.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item except as members.

**By Order of the Board  
For ABans Enterprises Limited  
(Formerly Known as Matru-Smriti Traders Limited)**

**Sd/-**

**Abhishek Bansal  
Managing Director  
DIN: 01445730**

**Date: 25<sup>th</sup> April, 2017  
Place: Mumbai.**

**ABans Enterprises Limited**  
**(Formerly Known as Matru-Smriti Traders Limited)**  
**CIN: L74120MH1985PLC035243**

**Regd. Off.:** 36, 37, 38A, 3<sup>rd</sup> Floor, 227, Nariman Bhavan, Backbay Reclamation, Nariman Point, Mumbai-400021. Website: [www.abansenterprises.com](http://www.abansenterprises.com), Tel No.: 022-61790000.

**POSTAL BALLOT FORM**

[Please read the instructions carefully before completing the form]

Serial No. \_\_\_\_\_

1. Name(s) and registered address of Shareholder(s), :  
Including joint-holders, if any (in block letters)
2. Registered Folio No./DP ID No./Client ID No.\* :
3. No. of shares held :

(\*Applicable to members holding share(s) in dematerialized form)

4. I/We hereby exercise my/our vote in respect of the following special resolution to be passed through Postal Ballot for the businesses stated in the Notice of Postal Ballot dated 5<sup>th</sup> May, 2017 of ABans Enterprises Limited (the "Company") by convening/sending my/our assent or dissent to the said special resolution by placing a tick ( ✓ ) mark in the appropriate column below:

Item No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Approval of Material Related Party Transaction			
2.	Alteration of Common Seal Clause in Articles of Association of the Company			
3.	Alteration of sitting fees clause of Articles of Association of the Company			
4.	Alteration for insertion of new clause in Articles of Association			

**Place: Mumbai**

**Date: 25<sup>th</sup> April, 2017**

**(Signature of the Shareholder)**

**NOTE: PLEASE READ THE INSTRUCTIONS CAREFULLY BEFORE EXERCISING YOUR VOTES.**  
The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.

**Electronic Voting Particulars**

EVSN (Electronic Voting Sequence Number)	User ID	PASSWORD/PIN
<b>106150</b>		

## INSTRUCTIONS:

1. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions mentioned herein and those mentioned in the Postal Ballot Notice and return the same duly completed in the enclosed Self-addressed Postage Pre-paid Business Reply Envelope to the Scrutinizer. Postage on Self-addressed Pre-paid Business Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot Form, if deposited in person or sent by Courier or by Registered Post at the expense of the Registered Member will also be accepted by Scrutinizer at, Hemanshu Kapadia & Associates, Company Secretaries, Office No. 12, 14<sup>th</sup> Floor, Navjivan Society, Building No. 3, Lamington Road, Mumbai-400008.
2. The envelopes containing the Postal Ballot Form should reach the Scrutinizer not later than the close of business hours i.e. 5:00 p.m. on 12<sup>th</sup> June, 2017. Postal Ballot Form(s) received after this date and time will be treated as if the reply from the Member has not been received.
3. The Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / Depository) by the Member. Any unsigned or incomplete Postal Ballot Form will be liable to be rejected.
4. In the case of joint holding, the Postal Ballot Form should be completed and signed by the first named Member and in the absence of such Member, by the next named joint-holder. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
5. In the case of shares held by Companies, Trusts, Societies etc., a duly completed Postal Ballot Form should be signed by its authorized signatory. In such cases, the Postal Ballot Form shall be accepted only if the same is accompanied by a Certified True Copy of the Board Resolution / Authorisation together with the specimen signature(s) of the duly Authorised Signatory(ies).
6. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column. Postal ballot form bearing tick mark (✓) in both the column will render the form invalid. This Postal Ballot Form should be used for voting, no other form shall be accepted.
7. Any incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Form will liable to be rejected. The Postal Ballot shall not be exercised by a Proxy.
8. Voting Rights shall be reckoned on the Paid-up Value of shares registered in the name of the Member as on 5<sup>th</sup> May, 2017.
9. Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
10. A Member may request for a duplicate Postal Ballot Form if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above.
11. Members are requested not to send any other paper(s) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as all postal ballot(s) will be sent to the Scrutinizer and any the extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.
13. The Resolution, if assented by requisite majority, shall be considered as passed on 12<sup>th</sup> June, 2017 (i.e. last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting).