

NOTICE

Notice is hereby given that the 30th Annual General Meeting of ABans Enterprises Limited (Formerly known as Matru-Smriti Traders Limited) will be held at the registered office of the Company located at 36/37/38A, 3rd Floor, 227, Nariman Bhavan, Backbay Reclamation, Nariman Point, Mumbai - 400021 on Tuesday, 27th September, 2016 at 4 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 and Reports of Board of Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 and Reports of Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and approved.”

2. To appoint a director in place of Mr. Abhishek Bansal (DIN:01445730), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Abhishek Bansal (DIN:01445730), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139(1) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any amendments, modifications, variations or re-enactments thereof, for the time being in force) the appointment of M/s. Paresh Rakesh & Associates, Chartered Accountants, Mumbai, bearing Firm Membership No. 119728W as the Statutory Auditors of the Company, who holds the office for a term of five years till the conclusion of the Annual General Meeting of the Company to be held in the year 2020 be and is hereby ratified on a remuneration as may be mutually agreed by the auditor and the Board of Directors of the Company;

SPECIAL BUSINESS

4. Special Resolution - Reclassification of Promoters

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Regulation 31A (5) and other relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions, if any, of the Companies Act, 2013 the approval of the shareholders, be and is hereby accorded for re-classification of the outgoing promoter i.e Shreeji Corporate Solutions and Trade Private Limited as public and the new promoter be, Mr. Abhishek Bansal, with immediate effect;

RESOLVED FURTHER THAT Shreeji Corporate Solutions and Trade Private Limited, the outgoing Promoter as on the closing date seeking reclassification will not –

- Have any special rights through formal or informal agreements;
- Hold more than 10% of the paid-up equity capital of the company;.
- Act as Key Managerial Personnel for a period of more than 3 years from the date of shareholders approval;

RESOLVED FURTHER THAT pursuant to the fulfillment of the above 3 conditions as per Regulations 31A (5), the outgoing promoter shall cease to be the Promoter.”

5. Approval of Related Party Transaction

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 relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.”

Place: Mumbai

Date: August 12, 2016

Registered Office Address:

36/37/38A, 3rd Floor, 227

Nariman Bhavan, Backbay

Reclamation, Nariman Point

Mumbai –400021

By Order of the Board

For Abans Enterprises Limited

(Formerly known as Matru-Smriti Traders Limited)

Sd/-

Abhishek Bansal

Managing Director

DIN: 01445730

Sd/-

Shriyam Bansal

Director

DIN: 03481102

NOTES:

1. A Member entitled to attend and vote at the 30th Annual General Meeting (the “Meeting”) may appoint a proxy to attend and vote on a poll on his behalf and such proxy need not be a member of the Company. A person can act as a proxy on behalf of not exceeding fifty members and holding in the aggregate not more than 10% of total share capital of the Company carrying voting rights. Any member holding more than 10% of total share capital of the Company carrying voting rights may appoint a single person as proxy and in such case, the said person shall not act as proxy for any other person or shareholder. The instrument appointing the proxy, should however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. The holder of proxy shall prove his identity at the time of attending the Meeting.
2. Corporate members are requested to send to the Registered Office of the Company, a certified true copy of the board resolution, pursuant to section 113 of the Companies Act, 2013 (“the Act”), along with the specimen signature(s) of the representative(s) authorized under the said board resolution to attend and vote on their behalf at the Meeting.
3. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
4. Explanatory Statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be transacted through such voting. Information and instructions relating to e-voting are provided in the Notice under note number 22.
6. In terms of Section 152 of the Act, Mr. Abhishek Bansal (DIN: 01445730), Director of the Company retires by rotation at the Meeting and being eligible, offers himself for re-appointment. Mr. Abhishek Bansal, Managing Director and Mrs. Shriyam Bansal, Non-Executive Director are interested in the Ordinary Resolution set out at Item No. 2 of the Notice. None of the other Directors / Key Managerial Personnel and/or their relatives, are in any way, interested or concerned, financially or otherwise, in the said resolution except to the extent of their respective shareholding, if any, in the Company.
7. Details of the Director retiring by rotation, as required to be provided pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General meetings (SS-2), issued by the Institute of Company Secretaries of India are annexed under **Annexure-A**.
8. All documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday, Sunday & Public Holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the Meeting.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from 20th September, 2016 to 27th September, 2016 (both days inclusive) for the purpose of the Meeting.

10. Members/ Proxies/Authorized Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) along with copy (ies) of their Annual Report.
11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
12. Members holding shares in electronic mode are requested to notify any change in their addresses or bank mandates to their Depository Participants (DPs) with whom they are maintaining their demat accounts and for members holding shares in physical form to the Registrars and Share Transfer Agents/ Company so as to enable the Company to address any future communication at their correct address.
13. Members desirous of seeking any information concerning the accounts of the Company are requested to address their queries in writing to the Company at least seven days prior to the Meeting so that the requested information can be made available at the time of the Meeting.
14. Members holding shares in physical forms are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Member can contact the Company or the Company's Registrars and Transfer Agents (RTAs), for assistance in this regard.
15. Members holding shares in physical mode are advised to make nomination in respect of their shareholding in the Company. A downloadable version of the nomination form (SH-13) is available in 'Info for Shareholders' section under Investor Relations dropdown on the Company's website: www.abansenterprises.com. Members holding shares in the dematerialized form may contact their DPs for recording nomination in respect of their shares.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA.
17. Members may note that the Notice of the Meeting and the annual report for 2016 will be available on the Company's website www.abansenterprises.com for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: matrusmriti1985@gmail.com/compliance@abansenterprises.co.in
18. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If members opt for e-voting then they cannot vote by Physical Ballot or vice versa. The E-voting period for all items of business contained in this Notice shall commence from Saturday the 24th September, 2016 at 9.00 a.m. and will end on Monday, the 26th September, 2016 at 5.00 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date September 20, 2016, may cast their vote electronically. The e-voting module shall be disabled by National Securities Depository Limited ("NSDL") for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.
19. The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on September 20, 2016.
20. Mr. **S. K. Pandey**, Practicing Company Secretaries (Membership No. ACS 8546) and failing Ms. **Sajeeda Patel** or Ms. **Pooja Jobanputra** an Independent Professional has been appointed as the Scrutinizer to

Scrutinize the E-voting process in a fair and transparent manner. The Results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.

21. The Scrutinizer shall within a period of not exceeding three working days from the conclusion of voting period, shall unblock the votes in presence of two witness, who are not in employment of the Company and after scrutinizing such votes received shall make a Scrutinizer's report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.

22. Electronic means

The instructions for shareholders voting electronically are as under:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting ("the AGM") by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by NSDL.
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 24th September, 2016 (9:00 am) and ends on 26th September, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with 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 remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Name of the company".
- (viii) Now you are ready for remote 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 to pandeyk2004@yahoo.co.in with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/DPs or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number) USER ID PASSWORD/ PIN

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

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20th September, 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20th September, 2016 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. **Mr. S. K. Pandey**, Practicing Company Secretaries (Membership No. ACS 8546) and failing **Ms. Sajeeda Patel** or **Ms. Pooja Jobanputra** an Independent Professional has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “remote e-voting” or “Ballot Paper” or “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.abansenterprises.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and Metropolitan Stock Exchange of India Limited, Mumbai.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item No. 4:

Members may note that Mr. Abhishek Bansal, residing at Flat No. 28, Sea Glimpse Building, 7th Floor, B. J. Road, Bandra (West), Mumbai 400050 had entered into a Share Purchase Agreement on 25th June, 2015 with Promoter Sellers, Shreeji Corporate Solutions and Trade Private Limited (“Shreeji”) for acquiring 18.39% of equity shares of the Company. Pursuant to entering into the Share Purchase Agreement, Mr. Abhishek Bansal made an open offer to the then existing shareholders of the Company in compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in which 99 shares were tendered to him. In order to meet the conditions mentioned in Regulation 31A (5) of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 for Shreeji to be re-classified under Public category, Shreeji, on March 29, 2016, sold 6,60,000 shares constituting 4.73% of the total paid up capital of Abans Enterprises Limited by way of an off-market sale, thereby reducing its holding to less than 10%.

Upon the fulfilment of all the conditions precedent to the transactions contemplated in the Share Purchase Agreement executed between Mr. Abhishek Bansal and Shreeji Corporate Solutions and Trade Private Limited, the terms of the open offer letter and conditions mentioned under Regulation 31A (5) of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, Shreeji shall immediately be re-classified under the public category of the Company and Mr. Abhishek Bansal shall be re-classified as Promoter.

The Directors recommend the resolution as set out in Item No.4 for your approval as Special Resolution. Mr. Abhishek Bansal, Managing Director and Mrs. Shriyam Bansal, Non-Executive Director are interested in the resolution. None of the other Directors, Key Managerial personnel and/or their relatives are in any way, interested or concerned, financially or otherwise, in the said resolution.

Item No. 5:

Members of the Company are requested to note that approval of the members for the transaction stated in Item No. 5 of the Notice has already been obtained in the EGM dated 23rd February, 2016. However, as an abundant caution the said resolution under section 188 of the Companies Act, 2013 read with the rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company proposes to obtain shareholders approval at the ensuing AGM.

As per requirements of section 188 of the Companies Act, 2013 read with the rules made there under, any related party transaction entered between related parties for 'selling or otherwise disposing of, or buying property of any kind where the amount involved exceeds ten percent of the net worth 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(AFPL), Abans Vanijya Private Ltd and Abans Enterprises Limited (Formerly known as 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 AFPL from Abans Vanijya Private Ltd is a related party transaction and thus requires approval of the shareholders of the Company.

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

The terms of the said MOU include-

- 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 i.e. Rs. 7.56 per equity share which is the average cost of Abans Vanijya Private Ltd. The Book value of equity shares of AFPL is Rs. 12.65 per equity share as per the last audited balance sheet of the Company as at March 31, 2015.

Mr. Abhishek Bansal, Managing Director and Mrs. Shriyam Bansal, Non-Executive Director are interested in the resolution. None of the other Directors, Key Managerial personnel and/or their relatives is in any way, interested or concerned, financially or otherwise, in the said resolution.

Place: Mumbai
Date: August 12, 2016

By Order of the Board
For Abans Enterprises Limited
(Formerly known as Matru-Smriti Traders Limited)

Sd/-
Abhishek Bansal
Managing Director
DIN: 01445730

Sd/-
Shriyam Bansal
Director
DIN: 03481102

ANNEXURE A

INFORMATION TO SHAREHOLDERS

Details of Director(s), seeking appointment/ reappointment in the forthcoming Annual General Meeting, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards for General Meeting (SS-2)

Brief Resume of Director: Mr. Abhishek Bansal

Name of Director	Mr. Abhishek Bansal
Director Identification Number (DIN)	01445730
Age	29 years
Qualification	M.Com.
Expertise in specific functional areas/ Brief Resume	Vast knowledge and experience of over 10 years in the fields of Commodity Markets, Equity Market, Currency Market, Metals and Jewellery Manufacturing.
Relationship between Directors inter-se	Husband of Mrs. Shriyam Bansal (Non-Executive Director)
Directorships held in other companies	1) ABans Agri Warehousing and Logistics Private Limited 2) ABans Textiles Private Limited 3) ABans Metals Private Limited 4) ABans Finance Private Limited 5) ABans Fortune Gems Private Limited 6) ABans Vanijya Private Limited 7) ABans Broking Services Private Limited 8) ABans Jewels Private Limited
Member/ Chairman in other public Companies	NIL
No. of Shares held in the Company	10400792
Terms and conditions of re-appointment	As per the resolution passed by the Shareholders at the Extra-Ordinary General Meeting held on February 23, 2016, Mr. Abhishek Bansal was re-designated as the Managing Director of the Company.
Date of first appointment on the Board	11/12/2015
Number of Meetings of the Board attended during the Year	5
Remuneration last drawn	Rs. 1,50,000 (In FY 2015-16 - For 3 months), CTC – Rs. 6 Lakhs p.a.
Remuneration sought to be drawn	Rs. 6 Lakhs p.a.