

NOTICE OF 31ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31st Annual General Meeting of the Members of ABans Enterprises Limited will be held on Friday, 29th September, 2017 at 4:00 p.m. at 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:

ORDINARY BUSINESS

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017, TOGETHER WITH REPORT 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, 2017 and Reports of Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered, approved and adopted.”

- 2. TO APPOINT A DIRECTOR IN PLACE OF MRS. SHRIYAM BANSAL, DIRECTOR (DIN: 03481102), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF 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, Mrs. Shriyam Bansal (DIN:03481102), who retires by rotation at this meeting and being eligible has offered herself for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

- 3. TO RATIFY THE APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY AND FIX THEIR REMUNERATION.**

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 142 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.

RESOLVED FURTHER THAT any of the Director(s) of the Company be and are hereby authorised to do all such acts, deeds and things which are necessary to give effect to the aforesaid resolution.”

SPECIAL BUSINESS

- 4. PAYMENT OF REMUNERATION TO MR. ABHISHEK BANSAL, MANAGING DIRECTOR (DIN: 01445730).**

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

“RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the rules made there under (including statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act and Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded for revision of remuneration of Mr. Abhishek Bansal (DIN : 01445730), the Managing Director designated as Chairman for the remainder of his term of office, as detailed in the statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the Notice, which shall be effective from April 01, 2017, with authority to the Board of Directors to revise/ alter the terms and conditions of appointment and remuneration from time to time based on the recommendations of the

Nomination and Remuneration Committee in such manner as may be agreed between the Board and Mr. Abhishek Bansal (DIN: 01445730), Managing Director.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, things, matters, and to execute all such documents as may be required to give effect to this Resolution.”

5. APPOINTMENT OF MR. AVINASH GAUR (DIN: 07722859), AS AN INDEPENDENT DIRECTOR:

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 section 149, 150 and 152 other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made there under, read with schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Avinash Gaur (DIN: 07722859), who was appointed as an Additional Director, pursuant to provisions of the Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company, and who holds office upto the date of this Annual General Meeting, and in respect of whom the Company has received the Notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of this Annual General Meeting i.e. 29th September, 2017 till the conclusion of the 36th Annual General Meeting to be held in the year 2022.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary, to give effect to this resolution.”

6. APPROVAL OF RELATED PARTY TRANSACTIONS WITH RESPECT TO INVESTMENTS, LOANS, GUARANTEES, SECURITIES OR ANY OTHER TRANSACTIONS WITH RELATED PARTIES:

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

“**RESOLVED THAT** in addition to the resolution passed for approval of related party transactions on June 12, 2017 through postal ballot and pursuant to the provisions of Sections 188 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the rules made there under [including statutory modification(s) or re-enactment thereof for the time being in force], Regulation 23 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Memorandum and Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to the Board for the following matters:

- i. to give or take loans and/ or guarantees or
- ii. to give or take securities to avail / provide Corporate Guarantee or
- iii. to make investments or
- iv. to enter into any other transaction falling under the purview of Related Party Transactions as per Section 188 of Companies Act, 2013 read with Regulation 23 of SEBI (Listing Regulations), 2015 and all other applicable provisions, if any.

to or from any body corporate or any person including related parties from time to time, in one or more tranches as may be approved by the Board from time to time for an aggregate amount not exceeding Rs. 200 Crores (Rupees Two Hundred Crores only).

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.”

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

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

**Date: 31st August, 2017
Place: Mumbai**

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the business under Item Nos. 4, 5 and 6, above is annexed hereto. The relevant details of the Directors seeking re-appointment/ appointment under Item Nos. 2 and 5, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standards - 2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.** Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable, issued on behalf of the nominating organization. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. If a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative together with the specimen signature of the representative authorized to attend and vote on their behalf at the Meeting.
4. 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.
5. The details of the Directors proposed to be appointed/ re-appointed, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 is attached to this Notice.
6. **Book Closure:** The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 23rd September, 2017 to 29th September, 2017. (Both the day inclusive) for annual closing.
7. Members holding shares in DEMAT form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants. Members holding shares in physical form are requested to intimate immediately any change of address and / or bank mandate to M/s. Purva Shareregistry (India) Private Limited / Secretarial Department of the Company.
8. In all correspondences with the Company, members holding shares in physical form are requested to quote their Folio numbers and those holding shares in electronic form are requested to quote their DP ID number and Client ID number.
9. A route map giving directions to reach the venue of the 31st Annual General Meeting is given at the end of the Notice.
10. As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members are, therefore, requested to bring their copies of Annual Report with them along with the Attendance slip duly signed and completed quoting their Folio No., in case shares are held in physical form or their DP ID number and Client ID number in case the shares are held in electronic form.

11. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Transfer Agents, M/s. Purva Shareregistry (India) Pvt. Ltd. In case of transfers, transmission and transposition of names of shareholders in respect of shares held in physical form, submission of photocopy of PAN Card of both the transferor(s) and the transferee(s) is mandatory. In case of deletion of name of deceased shareholder(s), in respect of shares held in physical form, the PAN Card of the surviving shareholder(s) is mandatory.
12. Members desirous of obtaining any information concerning the accounts are requested to write to the Company at least 10 days before the date of the meeting so as to enable the Management to keep the information ready. Replies will be provided only at the meeting.
13. In terms of Section 101 and 136 of the Companies Act, 2013 read together with Rules made thereunder, the copy of the Annual Report including Financial Statements, Board's report etc. and this Notice are being sent by electronic mode, to those members who have registered their email ids with the Company or with the share transfer agent of the Company or with their respective Depository Participants (s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-17 is being sent in the permitted mode. To support the 'Green Initiative', the Members who have not registered their email addresses, are requested to register the same with their Depository Participants. Members holding shares in physical mode are requested to register their email addresses with the Registrar & Transfer Agent of the Company.
14. Relevant documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. upto the date of the Meeting.
15. Members may also note that the copy of Annual Report will also be available on the Company's website www.ABansenterprises.com.
16. The notice of AGM shall be displayed on www.abansenterprises.com and www.evoting.nsdl.com.
17. Voting through electronic means:

Pursuant to provisions of section 108 and any other applicable provisions of the Companies Act, 2013, if any, read with Rule 20 of the Companies (Management & Administration) Amendment Rules, 2015, and Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide its members with the facility of "remote e-voting" (e-voting from a place other than venue of the AGM), to enable them to cast their votes for the businesses to be transacted at the 31st AGM of the Company. Members may cast their votes by using the e-voting services provided by National Securities Depository Ltd. ('NSDL') i.e. facility of casting votes by using an electronic voting system from a place other than the venue of the AGM ('remote e-voting'), The facility for voting through ballot/ polling paper shall also be made available at the venue of the AGM, apart from the remote e-voting facility provided prior to the date of AGM. The members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the AGM.
18. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013; and the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
19. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
20. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s. Purva Shareregistry (India) Pvt. Ltd., for consolidation into a single folio.
21. Process and manner for Members opting to vote through electronic means:

The voting period begins on Monday, September 25, 2017 at 9.00 a.m. and ends on Thursday, September 28, 2017 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 22, 2017, may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

Instructions for remote e-voting are as under:

A. In case of Members receiving an email from NSDL (for Members whose email addresses are registered with the Company/ Depository Participants):

- a) Open the email and open pdf file "ABans Enterprises Limited.pdf" with your Client ID or Folio No. as password. The pdf file contains your user ID and password/ PIN for remote e-voting. Please note that this password is an initial password.
- b) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>
- c) Click on "Shareholder – Login"
- d) Insert User ID and password as initial password/ PIN noted in step (i) above. Click Login
- e) You will now reach Password Change Menu, wherein you are required to mandatorily change your password/ PIN with new password of your choice, comprising of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). On first login, the system will prompt you to change your password and update your contact details like mobile number, email address, etc. in the user profile details of the folio, which may be used for sending future communications. You will also need to enter a secret question and answer of your choice to retrieve your password in case you forget it. Note your new password. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- f) You need to login again with the new credentials. Home page of e-voting will open. Click on "e-voting: Active Voting Cycles".
- g) Select the "EVEN" (Electronic Voting Event Number) of ABans Enterprises Limited (Formerly Known as Matru-Smriti Traders Limited). Now you are ready for e-voting as Cast Vote page opens.
- h) On the voting page, you may cast your vote by selecting an appropriate option "For" or "Against" and click "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm or "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. Upon confirmation, the message "Vote Cast Successfully" will be displayed.
- i) You can similarly vote in respect of all other resolutions forming part of the Notice of the AGM. During the voting period, Members can login any number of times till they have voted on all the Resolutions.
- j) You can similarly vote in respect of all other resolutions forming part of the Notice of the AGM. During the voting period, Members can login any number of times till they have voted on all the Resolutions.
- k) If you wish to log out after voting on a few resolutions and continue voting for the balance resolutions later, you may click on "RESET" for those resolutions for which you have not yet cast the vote.
- l) Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the relevant Board Resolution/ Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at the email address: hemanshu@hkacs.com with a copy marked to evoting@nsdl.co.in. The scanned image of the above mentioned document should be in the naming format: Corporate Name_EVEN NO.

B. In case of Members whose email addresses are not registered with the Company/ Depository Participants, their User ID and initial password/ PIN is provided on the Attendance Slip sent with the AGM Notice.

Please follow all steps from Sr. No. (ii) to (xi) as mentioned in A above, to cast your vote.

- C. Members who are already registered with NSDL for remote e-voting can use their existing User ID and password/ PIN for casting their votes.
- D. In case of any query pertaining to e-voting, Members may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloads section of <https://www.evoting.nsdl.com> or call on toll free No.:1800 222 990. Any query or grievance connected with the remote e-voting may be addressed to the Company Secretary, Ms. Hetal Shah, at Registered Office of the Company situated at 36/37/38A, 3rd Floor, 227, Nariman Bhavan, Backbay Reclamation, Nariman Point, Mumbai – 400 021. Tel: +91 22 6179 0000, Fax: +91 22 6179 0010, Email: compliance@abansenterprises.com.

22. General instructions/ information for Members for voting on the Resolutions:

- a) Facility of voting through Poll paper shall be made available at the AGM. Members attending the AGM, who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM.
 - b) 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 vote again at the AGM.
 - c) The voting rights of the shareholders (for voting through remote e-voting or by Poll paper at the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on Friday, 22nd September, 2017 ('Cut-Off Date'). 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 or of voting at the AGM.
 - d) Any person who acquires Shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date, i.e. 22nd September, 2017, may obtain the login Id and password by sending a request at evoting@nsdl.co.in. 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 have forgotten your password, you may reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com.
 - e) Mr. Hemanshu Kapadia, Practicing Company Secretary, (Membership No. F3477/ CP No. 2285) by the Board of Directors of the Company as Scrutinizer for scrutinizing the remote e-voting process as well as voting through Poll paper at the AGM, in a fair and transparent manner.
 - f) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, 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 (2) witnesses not in the employment of the Company.
 - g) The Scrutinizer will collate the votes cast at the AGM and votes downloaded from the e-voting system and make, not later than forty hours from 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.
 - h) The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the result of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.ABansenterprises.com and on the website of NSDL immediately after their declaration, and communicated to the Stock Exchanges where the Company's shares are listed, viz. BSE Ltd. and Metropolitan Stock Exchange of India Ltd.
 - i) Subject to the receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM, i.e. Friday, 29th September, 2017.
23. The Scrutinizer shall within 48 hours of the conclusion of the AGM, submit a consolidated Scrutinizer's report of the votes cast in favour or against, to the Chairman of the AGM ('Chairman') or to any Director or any person authorized by the Chairman for this purpose, who shall countersign the same.
24. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.abansenterprises.com and on the website of NSDL and communicated to the Stock Exchanges.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Mr. Abhishek Bansal (DIN: 01445730), was appointed as an Executive Director of the Company on 11th December, 2015. He was also appointed as Managing Director of the Board w.e.f. 7th January, 2016 vide Special Resolution passed at Extra-Ordinary General Meeting held on 23rd February, 2016. Mr. Abhishek Bansal, 30, graduated with distinction in Bachelor of Commerce from Mumbai University. Mr. Bansal is highly experienced, technically qualified and extremely professional with a rich experience of over 10 years in dealing in equities, commodities, hedging, futures, options & derivatives.

Mr. Bansal, oversees the overall management and functioning of the Company. In his term of office, Mr. Bansal has contributed extensively towards the growth of the Company and has been actively responsible for highest standards of quality. Mr. Bansal was also inducted as member of various committee of Board of Directors of the Company.

The few of his recent achievements are as under:

- He has been bestowed with “**Doctor of Excellence Honoris Causa**” Excellence in The Field of Management by Confederation of International Accreditation Commission – CIAC on 22nd July 2017 in Mumbai;
- “**Young Entrepreneur of the Year**” by the Committee of “Commodity Equity Outlook (CEO) Awards 2017” on 9th June 2017 in Mumbai;
- “**Udhyog Ratan Award**” in 2016 by Institute of Economic Studies for excellence and outstanding contribution in the Financial Services Industry and many more.

Based on the recommendation received from the Nomination & Remuneration Committee and in view of the contribution made by him, it is proposed to revise the remuneration payable to Mr. Bansal for the remainder on his term as set-out below:

Remuneration: Rs. 10,00,000 (Rupees Ten Lakhs) per annum as fixed remuneration, with the authority to the Board of Directors to revise the basic salary from time to time taking into account the performance of the Company.

Other terms and conditions would remain the same as approved by the members at the time his appointment in Extra Ordinary General Meeting of the Shareholders held on 23rd February, 2016.

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

The Board of Directors based on the recommendation of the Nomination, Remuneration and Committee recommends the Special Resolution set out in Item No. 4 for approval by the Members.

ITEM NO. 5

The Board of Directors of the Company has appointed Mr. Avinash Gaur, (DIN: 07722859), as an Additional Director with effect from 31st January, 2017 pursuant to provisions of Section 161 of the Companies Act, 2013 who shall hold the office of Director up to the ensuing Annual General Meeting.

The Company has received from Mr. Avinash Gaur, a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Further, the provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into force with effect from April 1, 2014 which requires every Public Company fulfilling the prescribed criteria as laid down in Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint an Independent Director on its Board and the Independent Director shall not be included in the total number of directors for retirement by rotation. Accordingly, in terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors of the Company had appointed (subject to the approval of the members at the ensuing General Meeting), Mr. Avinash Gaur as an Independent Director of the Company within the meaning of Section

2(47) read with Section 149(6) of the Companies Act, 2013 for a term of 5 consecutive years commencing from August 12, 2015.

The Company has received a notice in writing from Mr. Abhishek Bansal (Promoter/ Member) along with the requisite deposit pursuant to Section 160 of the Act, proposing the candidature of Mr. Avinash Gaur for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act.

A copy of the draft letter of appointment of Mr. Avinash Gaur as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office of the Company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. upto the date of the Meeting.

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

The resolution as set out in item no.5 of this Notice is according recommended for your approval.

ITEM NO. 6

The Company had already taken approval for related party transaction by means of resolution dated June 12, 2017 through postal ballot, however, keeping the business needs into consideration and in order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to pass the above resolution.

The provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 considers 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 or giving loans and/ or guarantees and giving or receiving Securities to/ from related parties to provide/ avail Corporate Guarantee for an aggregate amount not exceeding Rs. 200 Crores (Rupees Two Hundred Crores Only) 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:

Sr. No.	Particulars	Materiality threshold limits as party transaction per financial year (in Rs.)
1	v. to give or take loans and/ or guarantees or vi. to give or take securities to avail / provide Corporate Guarantee or vii. to make investments or viii. to enter into any other transaction falling under the purview of Related Party Transactions as per Section 188 of Companies Act, 2013 read with Regulation 23 of SEBI (Listing Regulations), 2015 and all other applicable provisions, if any.	For an amount not exceeding limit of Rs. 200 Crores for all the transactions taken together.

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) Cultured Curio Jewels Private Limited (Formerly Known as ABans Fortune Gems Private Limited) l) ABans Global Broking (IFSC) Private Limited
2	Name of Director or KMP who is related	:	Mr. Abhishek Bansal Mrs. 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. 200 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.

ANNEXURE TO THE NOTICE

(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING:

Name of the Director	Mrs. Shriyam Bansal	Mr. Avinash Gaur
DIN	03481102	07722859
Date of Birth	15/10/1988	03/10/1983
Date of Appointment	11/12/2015	31/01/2017
Expertise in Special Functional Area	<p>Mrs. Shriyam Bansal is graduated from a commerce stream.</p> <p>She is having experience in area of</p> <ul style="list-style-type: none">• Accountancy• Audit and Tax	<p>Mr. Avinash Gaur is a commerce graduate and he is qualified Chartered Accountant and Company Secretary.</p> <p>He is having rich working experience in the area of</p> <ul style="list-style-type: none">• Financial Consultancy• Business Process Outsourcing• Due Diligence• Risk Audit• Debt Syndication
Directorship held in other Companies	<ol style="list-style-type: none">1. ABans Textiles Private Limited2. ABans Metals Private Limited3. ABans Finance Private Limited4. ABans Global Broking (IFSC) Private Limited5. ABans Vanijya Private Limited	Nil
Number of shares held in the Company	Nil	Nil
Inter se relationship with the Board	Related to Mr. Abhishek Bansal	None

ABANS ENTERPRISES LIMITED
(Formerly known as *Matru-Smriti Traders Limited*)

CIN: L74120MH1985PLC035243

Reg. Off.: 36,37,38A, 3rd Floor, 227, Nariman Bhavan, Backbay Reclamation, Nariman Point, Mumbai – 400 021.

Website: www.ABansenterprises.com,

Email: compliance@abansenterprises.com, **Tel.** 022 61790000, **Fax:** 022 61790010.

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the Meeting.

DP Id*		Folio No.	
Client Id*		No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER (S) / PROXY HOLDER:

I / we hereby record my / our presence at the 31st Annual General Meeting of the Company held on Friday, September 29, 2017 at 4:00 p.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.

Signature of Shareholder/ Proxy

*Applicable for investors holding shares in electronic form.

The electronic voting particulars are set out below:

EVEN (E-voting event number)	User ID	Password / PAN
107703		

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
25th September, 2017 (i.e. 9:00 A.M. IST)	28th September, 2017 (i.e. 5:00 P.M. IST)

Please read the instructions printed in the Annual Report Page No. 11 before exercising the e-vote.

These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on September 29, 2017.

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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)

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 ABans Enterprises Limited, hereby appoint:

- (1)..... of having email-id
..... or failing him/her
- (2)..... of having email-id
..... or failing him/her
- (3)..... of having email-id
.....

and whose signature(s) are appended below as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the at the 31st Annual General Meeting of the Company, to be held on Friday, September 29, 2017 at 4 p.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:

** I wish my above proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
1. Audited Financial Statement for the financial year ended 31 st March, 2017 and Reports of Directors' and Auditors		
2. Appointment of Mr. Shriyam Bansal (DIN: 03481102) who retires by rotation		
3. Ratification of appointment of M/s Paresh Rakesh & Associates as Statutory Auditors		
4. Payment of remuneration to Mr. Abhishek Bansal, Managing Director (DIN: 01445730)		
5. Appointment of Mr. Avinash Gaur (DIN: 07722859), as an Independent Director:		
6. Approval Of Related Party Transactions With Respect To Investments, Loans, Guarantees, Securities Or Any Other Transactions With Related Parties:		

**Applicable for investors in electronic form.*

Signed this _____ day of _____ 2017.

Signature of the Shareholder

Affix Revenue Stamp Re .1/-

Signature of First Proxy holder(s)

Signature of Second Proxy holder(s)

Signature of Third Proxy holder(s)

Notes:

1) 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 forty-eight hours before the commencement of the Meeting.

2) A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.

3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

**4) This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions.

5) Appointing a proxy does not prevent a member from attending the Meeting in person if he so wishes. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy will stand automatically revoked.

6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

7) This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.

8) This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.

9) Undated proxy form will not be considered valid.

10) If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

ROUTE MAP


