

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty-Second Annual General Meeting of ABans Enterprises Limited will be held on Wednesday, 26th September, 2018 at 2.00 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 to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1: Adoption of Financial Statements

To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2018, together with the Reports of the Directors and Auditors thereon.

Item No. 2: Appointment of Mrs. Shriyam Abhishek Bansal as a Director liable to retire by rotation

To consider appointment of a Director in place of Mrs. Shriyam Abhishek Bansal, Director (DIN: 03481102) who retires by rotation and being eligible, offers herself for re-appointment.

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to the re-appointment of Mrs. Shriyam Bansal (DIN: 03481102) as a director, to the extent that she is required to retire by rotation.”

Item No. 3: Ratification of appointment of Statutory Auditor

To ratify the appointment of Statutory Auditors of the Company, and to fix the remuneration payable to them for the financial year ending 31st March, 2019, as may be determined by the Board of Directors in consultation with the auditors, and that such remuneration may be paid as may be agreed upon between the auditors and the Board of Directors.

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), 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, (FRN 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 authorized to do all such acts, deeds and things which are necessary to give effect to the aforesaid resolution.”

For and on Behalf of the Board of Directors

Sd/-

Abhishek Pradeepkumar Bansal

Managing Director

Date: 24th August, 2018

Place: Mumbai

NOTES:

1. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself / herself, and the proxy need not be a member of the Company. A person can act as a proxy on behalf of a maximum of 50 members and holding in aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided that the person does not act as proxy for any other person or shareholder.
2. All the corporate members intending to send their authorized representatives to attend the Annual General Meeting are requested to send a certified true copy of the Board resolution to the Company or upload it on the e-voting portal, authorizing their representative to attend and vote on their behalf at the meeting.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting (on or before 23rd September, 2018, 2:00 p.m. IST). (A proxy form for the AGM is enclosed).
4. During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members / proxies / authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
6. 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, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. We urge members to support our commitment to environmental protection by choosing to receive their shareholding communication through email. You can do this by updating your email addresses with your depository participants.
8. In compliance with Section 108 of the Companies Act, 2013, read with corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) service facilitated by the National Securities Depository Limited (NSDL). The facility for voting will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice. The Board has appointed M/s.Hemanshu Kapadia & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the e-voting/ballot process in a fair and transparent manner.
9. The e-voting period commences on 22nd September, 2018 (9:00 a.m. IST) and ends on 25th September, 2018 (5:00 p.m. IST). During this period, members holding share either in physical or dematerialized form, as on the cut-off date, i.e. 19th September, 2018 may cast their vote electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution for which the vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e 19th September, 2018. E-voting rights cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.
10. The Annual Report 2017-18 along with the Notice of the 32nd AGM and instructions for e-voting, along with the attendance slip and proxy form, are being sent by electronic mode to members whose email addresses are registered with the Company / depository participant(s), unless a member has requested for a physical copy of the documents. All the members who have not registered their email addresses, physical copies are being sent by the permitted mode.
11. The notice of 32nd Annual General Meeting of the Company is also available on the Company's website i.e. www.abansenterprises.com.
12. Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details as required are annexed to the notice.
13. The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents.

14. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
15. Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.
16. The shareholder needs to furnish the printed attendance slip along with a valid identity proof such as the PAN card, passport, Aadhar card or driving license to enter the AGM hall.

For and on Behalf of the Board of Directors

Sd/-

Abhishek Pradeepkumar Bansal
Managing Director

Date: 24th August, 2018

Place: Mumbai

Additional information on director recommended for appointment / re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. **Name of the Director:** Mrs. Shriyam Abhishek Bansal, Non-Executive, Non-Independent Director.

2. **Brief Resume / Expertise:** Mrs. Shriyam Bansal is a graduate in Commerce. She is having experience in the field of Accountancy, Tax and Audit. She is appointed as Non-Executive, Non-Independent Director of the Company.

3. **Disclosure of relationships between directors inter-se:** Mrs. Shriyam Bansal is wife of Mr. Abhishek Bansal – Managing Director of the Company.

4. **Names of listed entities in which the person also holds the directorship and the membership of Committees of the board:**
 - a. Directorship: Nil
 - b. Chairperson / Membership of Board Committees: Nil

5. **Shareholding in the Company:** NIL

PROXY FORM

[Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014 – Form No. MGT-11]

ABANS ENTERPRISES 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.

FORM NO MGT-11

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
.....

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 32nd Annual General Meeting of the Company, to be held on Wednesday, 26th September, 2018 at 2.00 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, 2018 and Reports of Directors’ and Auditors		
2. Appointment of Mrs. Shriyam Bansal (DIN: 03481102) who retires by rotation		
3. Ratification of appointment of M/s. Paresh Rakesh & Associates as Statutory Auditors of the Company		

**Applicable for investors in electronic form.*

Signed this _____ day of _____ 2018

Signature of the Shareholder

Signature of First Proxy holder(s)

Signature of Second Proxy holder(s)

Signature of Third Proxy holder(s)

Affix Revenue Stamp Re .1/-

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) 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.
- 5) 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.
- 6) 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.
- 7) 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.
- 8) Un-dated proxy form will not be considered valid.
- 9) 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.

ATTENDANCE SLIP

ABANS ENTERPRISES 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

32ND ANNUAL GENERAL MEETING OF THE COMPANY

Registered Folio No. / DP ID No. / Client ID No.: _____

Number of shares held: _____

I certify that I am a member / proxy / authorized representative for the member of the Company. I hereby record my presence at the 32nd Annual General Meeting of the Company at 36/37/38A, 3rd Floor, 227, Nariman Bhavan, Backbay Reclamation, Nariman Point, Mumbai – 400 021, on, Wednesday, 26th September, 2018, at 2:00 p.m. IST.

Name of the member / proxy

(In BLOCK letters)

Signature of the member / proxy

Note: Kindly fill up this attendance slip and hand it over at the entrance of the meeting hall at the registration desk.

ROUTE MAP FOR AGM HALL

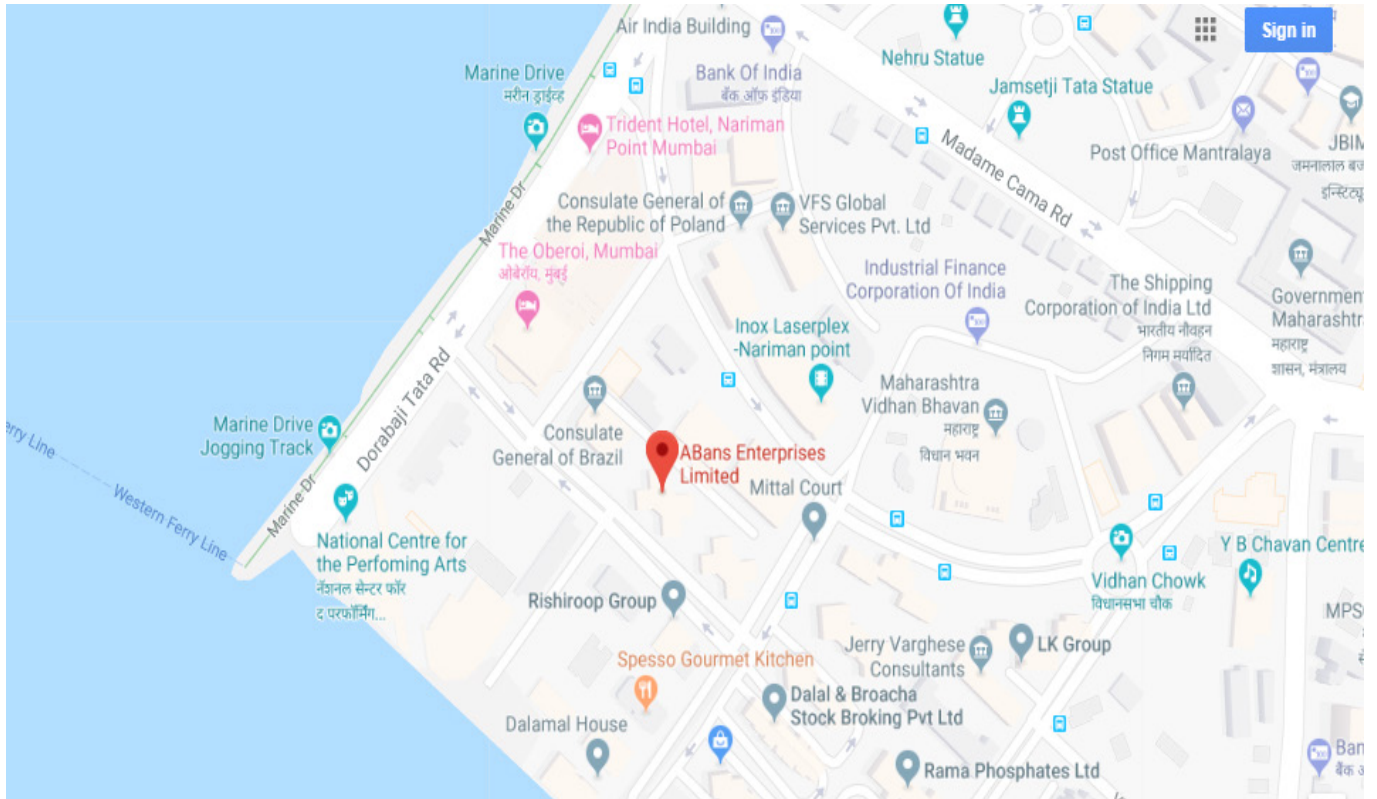
Name of the Company: ABans Enterprises Limited

Date of Annual General Meeting: 26th September, 2018

Time: 2.00 p.m.

Address: 36/37/38A, 3rd Floor, 227, Nariman Bhavan, Backbay Reclamation, Nariman Point, Mumbai - 400 021.

Tel No.: 022 - 6179 0000



INSTRUCTIONS FOR E-VOTING:

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, 2015, the Company is pleased to provide e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 32nd Annual General Meeting to be held on Wednesday, 26th September, 2018, at 2:00 p.m. IST. The Company has engaged the services of the National Securities Depository Limited (NSDL) to provide the e-voting facility.

The Notice is displayed on the Company's website www.abansenterprises.com, and on the website of NSDL www.evoting.nsdl.com. The e-voting facility is available at the link, <https://www.evoting.nsdl.com>.

E-Voting Particulars:

EVEN (e-voting event number)	User ID	Password

E-Voting period:

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

Start of e-voting	End of e-voting
22 nd September, 2018 at 9.00 a.m. IST	25 th September, 2018 at 5.00 p.m. IST

The shareholders are requested to read the instructions as enumerated below for casting their vote electronically.

These details and instructions form an integral part of the Notice of the Annual General Meeting to be held on Wednesday, 26th September, 2018.

Instructions for e-voting:

The instructions for e-voting are as follows:

Step 1: Log in to NSDL's e-voting system at <https://www.evoting.nsdl.com/>

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2 is given below: Cast your vote electronically on NSDL’s e-voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to hemanshu@hkacs.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in