



**ANNUAL REPORT 2015-16**

**L74120MH1985PLC035243**

ABans Enterprises Limited  
(Formerly known as Matru-Smriti Traders Limited)

30<sup>th</sup> Annual General Meeting of ABans Enterprises Limited (formerly known as Matru-Smriti Traders Limited) on 27<sup>th</sup> September, 2016 at 4.00 p.m. at 36/37/38A, 3<sup>rd</sup> Floor, 227, Nariman Bhavan, Backbay Reclamation, Nariman Point, Mumbai 400021

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\*Attendance Sheet has been attached separately.

## **Company Information**

### **BOARD OF DIRECTORS**

Mr. Abhishek Bansal	:	Managing Director (Appointed on 07/01/2016)
Mr. Ashish Shah	:	Managing Director (Resigned on 07/01/2016)
Mr. Nandlal Chaturvedi	:	Non – Executive Independent Director
Mr. J. O. Parikh	:	Non – Executive Independent Director (Resigned on 05/03/2016)
Ms. Purvi Mahant	:	Non – Executive Independent Director (Resigned on 05/03/2016)
Ms. Mohini Patel	:	Non – Executive Non – Independent Director (Resigned on 05/03/2016)
Mrs. Shriyam Bansal	:	Non – Executive Non – Independent Director (Appointed on 23/02/2016)
Mr. Parantap Dave	:	Non – Executive Independent Director (Appointed on 23/02/2016)
Mr. Prabhulal Tataria	:	Non - Executive Independent Director (Appointed on 23/06/2016)

### **COMPANY SECRETARY**

Ms. Pooja Dedhia (resigned on 05/03/2016)  
Ms. Hetal Shah (appointed on 30/05/2016)

### **CFO**

Mr. Abbas Hussain (resigned on 05/03/2016)

### **AUDITORS**

M/s. Paresh Rakesh & Associates  
(Chartered Accountants)  
103, Namrata CHS, Bldg No. 15  
Shastri Nagar, Link Road,  
Goregaon (West), Mumbai – 400 104  
Tel.: +91 22 28774078 / +91 9867564074

### **BANKERS**

Central Bank of India  
Axis Bank Ltd  
Yes Bank Ltd  
Kotak Mahindra Bank Ltd  
Bank of India

### **LISTED AT STOCK EXCHANGE**

BSE Limited  
Metropolitan Stock Exchange of India Ltd

### **REGISTRARS & SHARE TRANSFER AGENTS:**

M/s. Purva Sharegistry (India) Pvt. Ltd  
Unit No.9, Shiv Shakti Industrial Estate,  
Ground Floor, J.R. Boricha Marg,  
Opp. Kasturba Hospital, Lower Parel,  
Mumbai – 400 011.  
Tel.: 022 23016761 Fax: 022 23012517  
Email ID: [busicomp@vsnl.com](mailto:busicomp@vsnl.com)

### **REGISTERED OFFICE**

36/37/38A, 3<sup>rd</sup> Floor, 227, Nariman Bhavan  
Backbay Reclamation, Nariman Point  
Mumbai 400021  
Tel.: 022 61790000  
Email: [matrusmriti1985@gmail.com](mailto:matrusmriti1985@gmail.com)/  
[compliance@abansenterprises.com](mailto:compliance@abansenterprises.com)  
Website: [www.abansenterprises.com](http://www.abansenterprises.com)

## NOTICE

Notice is hereby given that the 30<sup>th</sup> 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, 27<sup>th</sup> 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 31<sup>st</sup> 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 31<sup>st</sup> 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, 3<sup>rd</sup> 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 30<sup>th</sup> 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 20<sup>th</sup> September, 2016 to 27<sup>th</sup> 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](http://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](http://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](mailto: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 24<sup>th</sup> September, 2016 at 9.00 a.m. and will end on Monday, the 26<sup>th</sup> 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 24<sup>th</sup> September, 2016 (9:00 am) and ends on 26<sup>th</sup> 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 20<sup>th</sup> 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)] :