



ABans Enterprises Limited

(Formerly known as Matru-Smriti Traders Limited)

June 13, 2017

To,
Metropolitan Stock Exchange of India,
Vibgyor Towers, 4th Floor, Plot No. C 62,
G Block, Opp. Trident Hotel,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 098.

Scrip Name: ABANSENT
Scrip Code: 512165

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 and Outcome of Board Meeting held on. June 13, 2017

Dear Sir / Ma'am,

We wish to inform you that the Board of Directors of the Company have inter alia discussed and approved the following matters in their Board Meeting held today:

1. Declaration of Postal Ballot Results:

In continuation to our letter dated May 11, 2017, the Company had issued Postal Ballot Notice, pursuant to the Provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for seeking consent / approval of the Members of the Company for the certain resolutions as mentioned in the Notice of Postal Ballot.

We would like to inform you that Hemanshu Kapadia & Associates, Practicing Company Secretaries, Mumbai, who was appointed as Scrutinizer by the Board of Directors of the Company at their meeting, held on April 25, 2017 for aforesaid Postal Ballot process, has submitted his report dated June 13, 2017. In accordance with the said report, the Members of the Company have duly approved the resolutions as embodied in the Postal Ballot Notice dated April 25, 2017 with requisite majority. The result of the subject Postal Ballot Notice was accordingly declared in the Board Meeting dated June 13, 2017.

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of voting result in the prescribed format are enclosed herewith for your information and record and the same is marked as 'Annexure I'.



A duly certified copy of the report of Scrutinizer in this regard is also enclosed herewith and marked as 'Annexure II'

2. Approval of Revised Code of Practice pursuant to Regulation 8(1) SEBI (Prohibition of Insider Trading) Regulations, 2015

The Board of Directors have reviewed and revised the Code of Practice formulated in Sub-Regulation (1) of Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015. The copy of the revised code is enclosed herewith for dissemination to public and marked as 'Annexure III'.

3. Amendments to Articles of Association of Company

- a) **Alteration of Article 73 of Articles of Association i. e. Common Seal Clause :**
Pursuant to Special Resolution passed by the members of the Company vide abovementioned Postal Ballot inserted the following sub-article:

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

- b) **Alteration of Article 58 of Articles of Association i. e Setting Fees Clause :**
Pursuant to Special Resolution passed by the members of the Company vide abovementioned Postal Ballot replaced the following article:

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





ABans Enterprises Limited

(Formerly known as Matru-Smriti Traders Limited)

c) **Alteration of Article 14 of Articles of Association** : Pursuant to Special Resolution passed by the members of the Company vide abovementioned Postal Ballot, inserted the following sub-article:


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

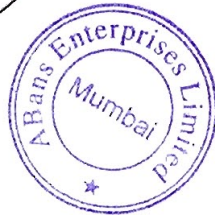
The meeting of the Board was commenced at 4.30 PM and concluded at 5.15 P.M.

Kindly take the same on record and oblige.

Thanking You,

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


Abhishek Bansal
Managing Director
DIN: 01445730



Encl: As Above

ANNEXURE I

Format for Voting Results

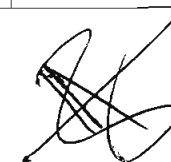
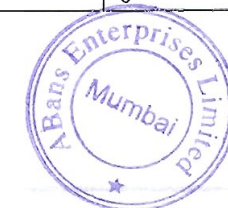
1	Date of Declaration of Postal Ballot Results	Tuesday, June 13, 2017
2	Total number of shareholders as on cut –off date for ascertaining the list of Shareholders to whom the notice of Postal Ballot was sent and also for reckoning voting rights (i.e. Cut-off date for Benpose)	171
3	No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
4	No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	Not Applicable

AGEND - WISE DISCLOSURE

The mode of voting for all resolutions was remote e-voting and Postal Ballot Form

Resolution 1 : Approval of Material Related Party Transaction

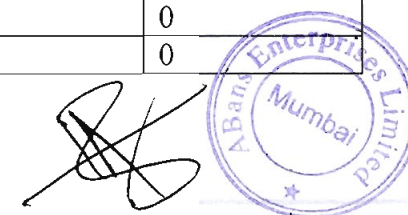
Resolution required: (Ordinary/ Special)				Special				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes [The Promoter Mr. Abhishek Bansal, being related party (interested party) abstained from voting and have not voted on subject resolution.]				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter	E-Voting	10400792	0	0	0	0	0	0

and Promoter Group	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	10400792	0	0	0	0	0	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	3548984	2209713	62.2633	2209713	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	3548984	2209713	62.2633	2209713	0	100	0
TOTAL		13949776	2209713	15.8405	2209713	0	100	0

Resolution 2: Alteration of Common Seal Clause of Articles of Association of The Company

Resolution required: (Ordinary/ Special)				Special				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	10400792	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		10400792	100	10400792	0	100	0
	Total	10400792	10400792	100	10400792	0	100	0
Public	E-Voting	0	0	0	0	0	0	0



Institutions	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	3548984	2209713	62.2633	2209713	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	3548984	2209713	62.2633	2209713	0	100	0
TOTAL		13949776	12610505	90.3993	12610505	0	100	0

Resolution 3 : Alteration of Sitting Fees Clause of Articles of Association of the Company

Resolution required: (Ordinary/ Special)				Special				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	10400792	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		10400792	100	10400792	0	100	0
	Total	10400792	10400792	100	10400792	0	100	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0



	Total	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	3548984	2209713	62.2633	2209713	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	3548984	2209713	62.2633	2209713	0	100	0
TOTAL		13949776	12610505	90.3993	12610505	0	100	0

Resolution 4: Alteration of Articles of Association of the Company under Section 14

Resolution required: (Ordinary/ Special)				Special				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	10400792	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		10400792	100	10400792	0	0	0
	Total	10400792	10400792	100	10400792	0	0	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	3548984	2209713	62.2633	2209713	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0

[Handwritten Signature]




	(if applicable)							
	Total	3548984	2209713	62.2633	2209713	0	0	0
TOTAL		13949776	12610505	90.3993	12610505	0	100	0

Results: Resolutions passed by requisite majority.

The report of the Scrutinizer is enclosed herewith.

Thanking You,

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


Abhishek Bansal
Managing Director
DIN: 01445730



HEMANSHU KAPADIA & ASSOCIATES

COMPANY SECRETARIES

Office No. 12, 14th Floor, Navjivan Society, Building No.3

Lamington Road, Mumbai - 400 008

Tel 6631 0888, Telefax 6631 4830

E-mail: hemanshu@hkacs.com

Website: hkacs.com

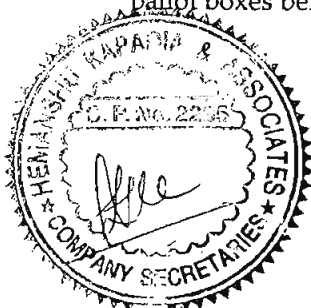
SCRUTINIZER'S REPORT

To,
The Chairman,
Abans Enterprises Limited
CIN: L74120MH1985PLC035243
36/37/38A, 3rd Floor, 227, Nariman Bhavan,
Backbay Reclamation, Nariman Point
Mumbai - 400021

Scrutinizer's Report on postal ballot voting including voting by electronic means in respect of passing the special resolutions contained in the Notice dated 25th April 2017, through postal ballot.

Dear Sir,

1. The Board of Directors of the Company, at its meeting held on 25th April 2017, has appointed me as the Scrutinizer for conducting the postal ballot voting process (including e-voting) in a fair and transparent manner.
2. I submit my report as under:
 - 2.1 On 11th May 2017, the Company has completed the dispatch of the Postal Ballot Notice pursuant to Section 110 of the Companies Act, 2013 along with the postal ballot forms containing the instructions and login details and self-addressed postage pre-paid envelopes to the Members whose e-mail IDs are not registered; and sent e-mail to the Members whose e-mail IDs are registered as on 5th May 2017 (being the cut-off date/record date for the purpose of voting) for seeking approval by postal ballot, including e-voting by electronic means.
 - 2.2 Particulars of all the postal ballot form received from the Members and the votes cast by electronic mode have been entered in register maintained for the purpose.
 - 2.3 The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.



- 2.4 The postal ballot forms were duly opened in my presence on 12th June 2017 at 6.00 p.m. and scrutinized and the shareholding was matched /confirmed with the Register of the Members of the Company/ list of beneficiaries as on 5th May 2017 (i.e. cut-off date for the purpose of voting).
- 2.5 All postal ballot forms received upto 5.00 p.m. (IST) on 12th June 2017, the last time and date fixed by the Company for receipt of the forms, were considered for my scrutiny.
- 2.6 As on the date of this report, no envelopes containing postal ballot forms were received after 12th June 2017, 5.00 p.m. (IST) and were not taken into consideration for the purpose of calculation of votes.
- 2.7 As informed to me by the RTA, on the date of this report, no envelopes containing postal ballot forms were returned undelivered at the RTA's office.
- 2.8 I did not find any defaced or mutilated ballot paper.
- 2.9 I have also received a complete record from National Securities Depository Limited (NSDL), the agency appointed for providing and supervising electronic platform, of votes casted through electronic mode upto 5:00 p.m. on 12th June 2017. The votes cast were unblocked on 12th June 2017 at 5.10 p.m. (IST) in the presence of two witnesses, Mr. Siddharth Sinkar and Ms. Shraddha Patangia who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Siddharth Sinkar



Name: Shraddha Patangia

- 2.10 The e-voting data was scrutinized by me for verification of votes cast in favour and against the Resolution.
3. A summary of the voting through postal ballot forms received/e-voting is given below:



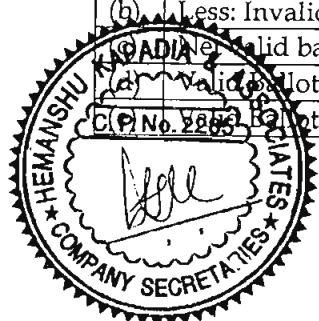
RESOLUTION 1- Special Resolution: Approval of material related party transaction:

Sr. No.	Particulars	Postal Ballot forms			Voting by electronic mode		
		No. of Postal Ballot forms received	No. of Shares	% to the total shares representing valid votes	No. of electronic Ballot received	No. of Shares	% to the total shares representing valid votes
(a)	Total Postal Ballot forms/ voted through e-voting received.	1	10400792	--	6	2209713	--
(b)	Less: Invalid Postal Ballot forms*	1	10400792	100	0	0	--
(c)	Net valid Postal Ballot forms/ votes (As per Register)	0	0	0	6	2209713	100
(d)	Postal Ballot forms/ votes through e-voting with assent for the resolution.	0	0	0	6	2209713	100
(e)	Postal Ballot forms/ votes through e-voting with dissent for the resolution.	0	0	0	0	0	0

*considered invalid as the shareholder has notcast the vote.

Total: Resolution 1

Sr. No.	Particulars	No. of Ballots received	No. of Shares	% to the total shares representing valid votes
(a)	Total ballots & votes received	7	12610505	--
(b)	Less: Invalid ballot & votes (as per Register)*	1	10400792	--
	Net valid ballot & votes (As per Register)	6	2209713	100
	Valid ballot & Votes with assent for the resolution	6	2209713	100
	Ballot & Votes with dissent for the resolution	0	0	0



RESOLUTION 2 - Special Resolution: Alteration of Common Seal clause of Articles of Association of the Company:

Sr. No.	Particulars	Postal Ballot forms			Voting by electronic mode		
		No. of Postal Ballot forms received	No. of Shares	% to the total shares representing valid votes	No. of electronic Ballot received	No. of Shares	% to the total shares representing valid votes
(a)	Total Postal Ballot forms/ voted through e-voting received.	1	10400792	--	6	2209713	--
(b)	Less: Invalid Postal Ballot forms	0	0	--	0	0	--
(c)	Net valid Postal Ballot forms/ votes (As per Register).	1	10400792	100	6	2209713	100
(d)	Postal Ballot forms/ votes through e-voting with assent for the resolution.	1	10400792	100	6	2209713	100
(e)	Postal Ballot forms/ votes through e-voting with dissent for the resolution.	0	0	0	0	0	0

Total: Resolution 2

Sr. No.	Particulars	No. of Ballots received	No. of Shares	% to the total shares representing valid votes
(a)	Total ballots & votes received	7	12610505	--
(b)	Less: Invalid ballot & votes (as per Register)	0	0	--
(c)	Net valid ballot & votes (As per Register)	7	12610505	100
(d)	Valid Ballot & Votes with assent for the resolution	7	12610505	100
(e)	Valid Ballot & Votes with dissent for the resolution	0	0	0



RESOLUTION 3 - Special Resolution: Alteration of Sitting Fees clause of Articles of Association of the Company:

Sr. No.	Particulars	Postal Ballot forms			Voting by electronic mode		
		No. of Postal Ballot forms received	No. of Shares	% to the total shares representing valid votes	No. of electronic Ballot received	No. of Shares	% to the total shares representing valid votes
(a)	Total Postal Ballot forms/ voted through e-voting received.	1	10400792	--	6	2209713	--
(b)	Less: Invalid Postal Ballot forms	0	0	--	0	0	--
(c)	Net valid Postal Ballot forms/ votes (As per Register).	1	10400792	100	6	2209713	100
(d)	Postal Ballot forms/ votes through e-voting with assent for the resolution.	1	10400792	100	6	2209713	100
(e)	Postal Ballot forms/ votes through e-voting with dissent for the resolution.#	0	0	0	0	0	0

Total: Resolution 3

Sr. No.	Particulars	No. of Ballots received	No. of Shares	% to the total shares representing valid votes
(a)	Total ballots & votes received	7	12610505	--
(b)	Less: Invalid ballot & votes (as per Register)	0	0	--
(c)	Net valid ballot & votes (As per Register)	7	12610505	100
(d)	Valid Ballot & Votes with assent for the resolution	7	12610505	100
(e)	Valid Ballot & Votes with dissent for the resolution	0	0	0

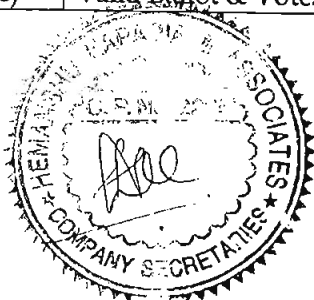


RESOLUTION 4 - Special Resolution: Alteration of Articles of Association of the Company under Section 14:

Sr. No.	Particulars	Postal Ballot forms			Voting by electronic mode		
		No. of Postal Ballot forms received	No. of Shares	% to the total shares representing valid votes	No. of electronic Ballot received	No. of Shares	% to the total shares representing valid votes
(a)	Total Postal Ballot forms/ voted through e-voting received.	1	10400792	--	6	2209713	--
(b)	Less: Invalid Postal Ballot forms	0	0	--	0	0	--
(c)	Net valid Postal Ballot forms/ votes (As per Register).	1	10400792	100	6	2209713	100
(d)	Postal Ballot forms/ votes through e-voting with assent for the resolution.	1	10400792	100	6	2209713	100
(e)	Postal Ballot forms/ votes through e-voting with dissent for the resolution.	0	0	0	0	0	0

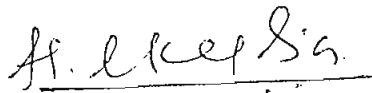
Total: Resolution 4

Sr. No.	Particulars	No. of Ballots received	No. of Shares	% to the total shares representing valid votes
(a)	Total ballots & votes received	7	12610505	--
(b)	Less: Invalid ballot & votes (as per Register)	0	0	--
(c)	Net valid ballot & votes (As per Register)	7	12610505	100
(d)	Valid Ballot & Votes with assent for the resolution	7	12610505	100
(e)	Valid Ballot & Votes with dissent for the resolution	0	0	0



4. I have handed over the postal ballot forms and other related papers/ registers and records for the safe custody to Ms. Hetal Shah, Company Secretary & Compliance Officer, who has been authorized by the Board to supervise the Postal Ballot process.
5. On the basis of the scrutiny of the postal ballot forms and votes cast through electronic mode, the above resolutions may be deemed to be passed by the Shareholders of the Company as on 12th June 2017 i.e. the last date specified by the Company for the receipt of duly completed postal ballot forms or e-voting.
6. You may accordingly declare the result of voting by Postal Ballot process (including votes cast through evoting).

Thanking you,



Hemanshu Kapadia
Scrutinizer
Practising Company Secretary
C.P. No.: 2285
FCS: 3477



Place: Mumbai
Date: 12th June 2017

 **ABans[®] Enterprises Limited.**
(Formerly known as Matru-Smriti Traders Limited)

**CODE OF PRACTICES AND PROCEDURES FOR FAIR
DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE
INFORMATION**

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION**
[Under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

1. Introduction:

- 1.1. The Securities and Exchange Board of India (“SEBI”) notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”) on January 15, 2015, which is effective from May 15, 2015.
- 1.2. Pursuant to Regulation 8 of the Regulations, ABans Enterprises Limited (AEL) (Formerly known as Matru-Smriti Traders Limited) is required to formulate a code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Fair Disclosure Code”).
- 1.3. Accordingly the Board of Directors of AEL had already formulated the Fair Disclosure Code for AEL as on May, 2015 and the same has been revised in the Board Meeting dated June 13, 2017 pursuant to review by the Board.

2. Definitions:

In this Code unless the context otherwise requires:

- 2.1. “**Act**” means the Securities and Exchange Board of India Act, 1992.
- 2.2. “**Board**” means the Board of Directors of the ABans Enterprises Limited (AEL).
- 2.3. “**Companies Act**” means the Companies Act, 2013 and rules made thereunder and Companies Act, 1956 to the extent applicable.
- 2.4. “**Compliance Officer**” means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.
- 2.5. “**Connected Person**” means:
 - (i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee

of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,

- an immediate relative of connected persons specified in clause (i); or
- a holding company or associate company or subsidiary company; or
- an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
- an investment company, trustee company, asset management company or an employee or director thereof; or
- an official of a stock exchange or of clearing house or corporation; or
- a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
- a banker of the Company; or
- a concern, firm, trust, hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

2.6. **“Generally available information”** means information that is accessible to the public on a non-discriminatory basis.

2.7. **“Immediate Relative”** means a spouse of a person, and includes parent, sibling, and child of such person, or consults such person in taking decisions relating to trading in securities.

2.8. **“Insider”** means any person who is:

- (i) A connected person; or
- (ii) In possession of or having access to unpublished price sensitive information.

2.9. **“Unpublished price sensitive information”** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which

upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

- a) financial results;
- b) dividends;
- c) change in capital structure;
- d) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- e) changes in key managerial personnel; and
- f) material events in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Scope:

AEL endeavours to preserve the confidentiality of unpublished price sensitive information (UPSI) and to prevent its misuse. To achieve these objectives, and in compliance with the aforesaid Regulations, AEL has adopted this Fair Disclosure Code.

3.1. This Code ensures timely and adequate disclosure of UPSI which would impact the price of its securities and to maintain uniformity, transparency and fairness in dealing with all its stakeholders.

3.2. AEL is committed to timely and accurate disclosure based on applicable legal and regulatory requirements.

4. Terms and Definition:

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be or in any amendment thereto.

5. Principles of Fair Disclosure:

To adhere to the principles as mentioned in Schedule A to the Regulations, AEL shall ensure the following:

5.1. The Company shall ensure prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

5.2. The Company shall ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

- 5.3. The Board of Directors have appointed a CIRO who will be reporting to the Managing Director of the Company to deal with dissemination of information and disclosure of unpublished price sensitive information. The CIRO may be contacted at compliance@abansenterprises.com.
- 5.4. The Company shall make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- 5.5. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- 5.6. The Company will ensure that information shared with analysts and research personnel, if any, is not unpublished price sensitive information.
- 5.7. The Company shall develop and follow best practices to make transcripts or records of the proceedings of meetings with analysts and other investor relation conferences on the official website to ensure official confirmation and documentation of disclosures made.
- 5.8. The Company shall handle all unpublished price sensitive information on a need to know basis.
- 5.9. The Fair Disclosure Code is subject to review by the Board of Directors as and when deemed necessary.
