

Notice of the Thirty-Ninth Annual General Meeting

NOTICE is hereby given that the **Thirty-Ninth Annual General Meeting ("AGM")** of the Members of Abans Enterprises Limited (**"the Company"**) will be held on **Monday, July 28, 2025** at 02:00 P.M. (IST) through Video Conferencing ("**VC**")/ Other Audio-Visual Means ("**OAVM**") to transact the below mentioned businesses. The venue of the Meeting shall be deemed to be the Registered office of the Company at 36/37/38A, 3rd Floor, 227 Nariman Bhavan, Backbay Reclamation, Nariman point, Mumbai – 400 021.

ORDINARY BUSINESS

- To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025 together with the Reports of the Board of Directors and the Auditors thereon.**

To consider and if deemed fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, the Reports of the Board of Directors and the Auditors thereon, be and are hereby received and adopted."

- To receive, consider and adopt the Audited Consolidated Financial Statements for the Financial Year ended March 31, 2025 together with the Reports of Auditors thereon.**

To consider and if deemed fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, the Reports of the Auditors thereon, be and are hereby received and adopted."

- To appoint a Director in place of Ms. Shardul Chaturvedi (DIN: 08511608), who retires by rotation and being eligible, offers herself for re-appointment.**

To consider and if deemed fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 ("the Act"), if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Shardul Chaturvedi (DIN: 08511608), who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company;

RESOLVED FURTHER THAT the Board of Directors, Key Managerial Personnel and any other person authorised by the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this resolution."

- To appoint, fix remuneration and terms of appointment of Statutory Auditors of the Company for a period of 5 years**

To consider and if deemed fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section(s) 139, 142 and the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, pursuant to approval and recommendation of the Audit Committee and Board at their meeting held on June 27, 2025, approval of the Members is hereby accorded for appointment of M/s. Class & Co. (Previously known as M/s. Chaturvedi & Agrawal), Chartered Accountants (Firm Registration No.: 101717W) ('Auditor' or 'Statutory Auditor'), as Statutory Auditors of the Company to audit the books of account of the Company for a term of five (5) years i.e from financial year 2025-26 to 2029-30 and to hold office from the ensuing AGM i.e. 39th AGM, till the conclusion of AGM of the Company to be held for the financial year 2029-30 i.e 44th AGM, at a remuneration of ₹ 3,00,000/- p.a. (Rupees Three Lakhs Only per annum) for financial year 2025-26 and the remuneration for subsequent financial years shall be decided by Board, Audit Committee and Auditor mutually and on such other terms and conditions as may be agreed between the Company and the Auditors;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS

- To appoint, fix remuneration and terms of appointment of Secretarial Auditors of the Company for a period of 5 years**

To consider and if deemed fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 204 of the Companies Act, 2013 read with Rule 8 of the Companies (Meeting of Board and its Powers) Rules, 2014 along with Rule 9 of the Companies (Appointment and Remuneration of

Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), pursuant to approval and recommendation of the Audit Committee and Board at their meeting held on May 14, 2025, approval of the be and is hereby accorded for appointment of M/s. D. A. Kamat & Co., Company Secretaries (P.R. No. 1714/2022) ('Auditor' or 'Secretarial Auditors') as Secretarial Auditors of the Company for a term of five (5) years i.e from financial year 2025-26 to 2029-30 at a remuneration of ₹ 1,40,000/- p.a. (Rupees One Lakh Forty Thousand Only per annum) for financial year 2025-26 and the remuneration for subsequent financial years it will be decided by Board, Audit Committee and Auditor mutually and on such other terms and conditions as may be agreed between the Company and the Auditors;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

6. To appoint Mr. Anurag Kanwatia (DIN: 11069031) as an Executive Director of the Company, in addition to his role as the Chief Financial Officer of the Company

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

"RESOLVED THAT pursuant to provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sections 149, 152 and 161 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Anurag Kanwatia (DIN: 11069031) who was appointed as an Additional Executive Director of the Company by the Board of Directors of the Company with effect from May 14, 2025 in addition to his role as the Chief Financial Officer (CFO) of the Company, and as recommended by Nomination, Remuneration and Compensation Committee (NRCC) and Board of directors of the Company at their meeting held on May 14, 2025, consent of the Shareholders of the Company, be and is hereby accorded for appointment of Mr. Anurag Kanwatia (DIN: 11069031) as an Executive Director on the Board of the Company in addition to his role as the Chief Financial Officer (CFO) of the Company, liable to retire by rotation as a Director, at an annual remuneration (either may be drawn from the Company or its subsidiaries) not exceeding ₹ 30,00,000/- (Rupees Thirty Lakhs Only) per annum (inclusive of all perquisites) (Employee Stock Options, if any, shall be in addition to the remuneration);

RESOLVED FURTHER THAT pursuant to the provisions of Schedule V read with Section 197 of the Companies Act, 2013, and all other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), subject to approvals as may be required, and on recommendation of the NRCC and Board of Directors, consent of the Shareholders of the Company be and is hereby accorded that in the event of no/ inadequacy of profits in any of the three financial years starting from April 01, 2025 up to March 31, 2028, an amount not exceeding ₹ 30,00,000/- (Rupees Thirty Lakhs Only) per annum (either may be drawn from the Company or its subsidiaries) (inclusive of all perquisites) (Employee Stock Options, if any, exercised and vested shall be in addition to the remuneration), may be paid to Mr. Anurag Kanwatia (DIN: 11069031), CFO and Executive Director of the Company, as minimum remuneration;

RESOLVED FURTHER THAT any of the Directors (excluding Independent Directors) and Key Managerial Personnel of the Company be and are hereby authorised severally to file necessary e-Forms with Registrar of Companies, issue appointment letter, take necessary steps to make entries in the Register of Directors and Key Managerial Personnel and their Shareholding and to do all such acts, deeds or things which are necessary to give effect to the said appointment."

7. To raise funds by way of issuance of debt securities on private placement basis, in one or more series and/or tranches

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and relevant rules, regulations, circulars, guidelines and notifications including any rules, regulations, circulars, guidelines and notifications issued by competent authority and the enabling provisions of the Memorandum and Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company (including its Committee(s) constituted / to be constituted for the purpose) to offer, invite, issue, allot in a single or multiple series and/or tranches, Secured/ Unsecured, Listed/ Unlisted, Rated/ Unrated, Fixed Coupon/ Market Linked, Redeemable Non-Convertible Debentures/ Subordinated Debt Instruments/ Bonds/ such other Debt instruments ("Debt Securities") as may be deemed appropriate, on private placement basis for cash up to an aggregate limit of ₹ 1,000 Crores (Rupees One

Thousand Crores only) on such terms and conditions including their redemption term, and at such times at par or at premium/ discount, as may be decided by the Board/ Executive Committee/ or any other committee as may be formed for this purpose ("hereinafter referred to as "Board") to all persons permitted under applicable law to subscribe to such debt securities including one or more companies, existing shareholders/ members of the Company, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, any other body corporate as the case may be or such other person(s) as the Board may from time to time, determine, consider proper and beneficial to the Company and all matters connected therewith or incidental thereto during a period of 1 (one) year from date of passing of Members approval;

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorised on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such creation(s), offer(s), issue(s), allocation(s) or allotment(s) (including to amend or modify any of the terms of such creation, offer, issue, allocation or allotment), as may be deemed fit including but not limited to making requisite filings with the Registrar of Companies that may be required to offer the NCDs, by way of private placement;

RESOLVED FURTHER THAT the Board of the Company or any such Committee (formed or to be formed) as may be authorised by the Board, be and is hereby authorised to allot the NCDs and to do all such acts, deeds and things incidental to the allotment;

RESOLVED FURTHER THAT any of the Directors be and are hereby severally authorised to file necessary e-forms, and to do all such acts, deeds and things which are necessary to give effect to the above resolution."

**By order of the Board of Directors
For Abans Enterprises Limited**

**Mahiti Rath
Company Secretary & Compliance Officer
Membership No.: ACS 72887**

**Date: June 27, 2025
Place: Mumbai**

NOTES:

1. Explanatory Statement

The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 ('Act') in respect of special business under Item No. 4 to 7 of this Notice proposed to be transacted at the AGM and relevant information with respect to the director seeking re-appointment at the Meeting under Item No. 3 and appointment of Mr. Anurag Kanwatia as a Director of the Company under Item No. 6 of this Notice, as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), are annexed hereto.

2. Convening of Annual General Meeting through Video Conferencing / Other Audio Visual Means facility

In accordance with General Circular Nos. 14/2020, 17/2020, 20/2020, 22/2020, 33/2020, 02/2021, 19/2021, 21/2021, 2/2022, 10/2022, 11/2022, 09/2023 and 09/2024 dated April 08, 2020, April 13, 2020, May 05, 2020, June 15, 2020, September 28, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 respectively, issued by the Ministry of Corporate (collectively referred to as 'MCA Circulars'), the Securities and Exchange Board of India ('SEBI') Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/CIR/P/2023/4 dated January 05, 2023, Circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024, as amended from time to time (collectively referred to as 'SEBI Circulars') and in compliance with the provisions of the Companies Act, 2013 ('Act') and SEBI LODR Regulations, the 39th Annual General Meeting of the Company ('AGM' or 'Meeting') "is being conducted through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') facility, which does not require physical presence of the Members at a common venue. Hence, the Members are requested to attend and participate at the ensuing AGM through VC / OAVM facility being provided by the Company through National Securities Depository Limited ('NSDL').

The deemed venue for the AGM shall be the Registered Office of the Company, i.e. 36/37/38A, 3rd Floor, 227 Nariman Bhavan, Backbay Reclamation, Nariman point, Mumbai – 400 021.

AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

3. Dispatch of Notice and Annual Report through electronic means and inspection of documents

In terms of Section 101 and 136 of the Act, read with Rules made thereunder and Regulation 36 of the SEBI LODR Regulations, as amended from time to time, the listed companies may send the Annual Report and the Notice of AGM by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars and SEBI Circular, electronic copy of the Notice of 39th AGM along with the Annual Report for the Financial Year 2024-25 is being sent to all the Members whose e-mail addresses are registered with the Company/ RTA/ Depository Participant(s). In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.abansenterprises.com. A letter providing the web-link for accessing the Annual report, including the exact path, will be sent to those members who have not registered their email address with the Company. Members may note that the Notice and Annual Report 2024-25 can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and Metropolitan Stock Exchange of India Limited (www.msei.in) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

Members may note that relevant documents referred to in the Notice and other documents as required under applicable laws shall be made available for inspection in accordance with applicable statutory requirement based on request received by the Company at compliance@abansenterprises.com.

For Members who have not received the Notice of 39th AGM along with the Annual Report for Financial Year 2024-25 due to change/ non-registration of their e-mail address with the Company/ RTA/ Depository Participant(s), they may request for the said Notice and Annual Report, by sending an email at support@purvashare.com or compliance@abansenterprises.com. Post receipt of such request and verification of details of the Member, the Member would be provided a soft copy of the said Notice and Annual Report. It is clarified that for registration of email address, the Members are however requested to follow due procedure for registering their e-mail address with the Company/ RTA in respect of physical holdings and with the Depository Participant(s) in respect of electronic holdings. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses valid with their Depository Participant(s)/ RTA/ Company to enable servicing of notices/ documents/ Annual Reports electronically to their email address.

The Members who have not received any communication regarding this AGM for any reason whatsoever, and are eligible to vote, are also entitled to vote, may obtain the User ID and password or instructions for remote

e-voting by contacting the Company's Registrar & Share Transfer Agent, Purva Sharegistry (India) Pvt. Ltd ("RTA") at Tel No. 022 23018261/ 23010771 or e-mail at support@purvashare.com between 9:00 a.m. to 5:00 p.m. IST on all working days, except Saturday and Sunday or contact the Company at compliance@abansenterprises.com or NSDL at evoting@nsdl.com.

Any person becoming Member of the Company after the dispatch of Notice of the AGM and holding shares as on the cut-off date i.e. Monday, July 21, 2025 may obtain the user ID and password by referring to the e-voting instructions attached to this Notice and also available on the Company's compliance@abansenterprises.com and the website of NSDL www.evoting.nsdl.com. Alternatively, Member may send a request providing their email address, mobile number and self-attested PAN copy via email to compliance@abansenterprises.com for obtaining the Notice of 39th AGM and Annual Report.

4. Quorum

The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act. The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the AGM. The Company may close the window for joining the VC/ OAVM facility 15 minutes after the scheduled time of start of the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination, Remuneration and Compensation Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination, Remuneration and Compensation Committee and Stakeholders' Relationship Committee and Auditors, who are allowed to attend the AGM without restriction as provided in the MCA Circulars.

5. Scrutiniser

The Board of Directors, at its Meeting held on Friday, June 27, 2025, has appointed Ms. Rachana Shanbhag (Membership No FCS 8227/ CP 9297), Partner of M/s. D. A. Kamat & Co., Company Secretaries (P.R. No. 1714/2022), as the Scrutiniser to scrutinise the remote e-voting and e-voting at the AGM in a fair and transparent manner.

The Scrutiniser will submit the report to the Chairman of the Meeting/ Company Secretary/ Whole-Time Director &

Chief Executive Officer of the Company after completion of the scrutiny of the remote e-voting and e-voting at the AGM. The voting results will be announced by the Chairman of the Meeting/ Company Secretary/ Whole Time Director & Chief Executive Officer of the Company within 2 (two) working days from the conclusion of the AGM and will be posted on the Company's website viz. www.abansenterprises.com and will also be posted on the website of NSDL at www.evoting.nsdl.com. The results shall also be intimated to the Stock Exchanges where the securities of the Company are listed i.e. BSE Limited (www.bseindia.com) and Metropolitan Stock Exchange of India Limited (www.msei.in).

6. Registrar and Share Transfer Agent and Investor Services Department

The Company's Registrar and Share Transfer ("RTA") is Purva Sharegistry (India) Pvt. Ltd. In addition to the RTA, our Corporate Secretarial Department is happy to assist in case of any difficulties being experienced by the Members in their interaction with the RTA. For any communication, the Members may send an e-mail to the Company's Secretarial Department at compliance@abansenterprises.com.

Address and details for correspondence with the RTA and the Secretarial Department are provided in the section titled 'Information at Glance' annexed to this Notice.

7. Registers

Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statements shall be made available for inspection. During the 39th AGM, Members may access the scanned copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at compliance@abansenterprises.com.

8. Electronic voting

In compliance with provisions of Sections 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is providing remote e-voting facility to enable the Members to cast their votes electronically on the matters included in this Notice. For this purpose, the Company has engaged the services of NSDL to provide e-voting facility to enable the Members to cast their votes electronically. The facility of casting votes by a Member using remote e-voting system as well as e-voting at the AGM will be provided by NSDL.

Members are requested to follow the procedure stated in the "Instructions for E-voting Section" of this Notice for casting of votes electronically.

The cut-off date for determining the Members eligible to vote on Resolutions proposed to be considered at the Meeting is Monday, July 21, 2025. The remote e-voting period will commence on Thursday, July 24, 2025 at 9:00 a.m. (IST) and end on Sunday, July 27, 2025 at 5:00 p.m. (IST). The remote e-voting will not be allowed beyond the aforesaid date and time. The remote e-voting module shall be disabled thereafter. However, Members shall be able to vote during the Annual General Meeting.

The Resolutions set out in this Notice shall be deemed to have been passed on the date of the AGM, if approved by the requisite majority.

Only those Members whose names are appearing on the Register of Members/ List of Beneficial Owners as on the cut-off date i.e. Monday, July 21, 2025, shall be entitled to cast their vote through remote e-voting or voting through VC/ OAVM at the AGM, as the case may be. A person who is not a Member on the cut-off date should treat this Notice for information purpose only.

The Members who have cast their vote by remote e-voting prior to the AGM, may also attend and participate in the proceedings of the AGM through VC/ OAVM but shall not be entitled to cast their votes again. The Members can opt for only one mode of voting i.e. remote e-voting or e-voting through VC/ OAVM at the AGM. In case of voting by both the modes, vote cast through remote e-voting will be considered as final and e-voting through VC/ OAVM at AGM will not be considered. Members must note that voting by show of hands will not be available at the Meeting in terms of the aforesaid provisions.

9. Proxy(ies)

Pursuant to provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/ OAVM facility, the requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice pursuant to Circular No. 14/2020 dated April 08, 2020 issued by the Ministry of Corporate Affairs. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate there at and cast their votes through e-voting.

10. Corporate Representations

Corporate Shareholders (i.e. other than individuals, HUFs, NRIs, etc.)/ Institutional shareholders are required to send a scanned copy (PDF/ JPG Format) of their respective Board or governing body Resolution/Authorisation etc., authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through

remote e-voting. The said Resolution/Authorisation shall be sent to the Scrutiniser by e-mail on its registered e-mail address to office@csdakamat.com with a copy marked to compliance@abansenterprises.com. Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter, etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.

11. Voting Rights

Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on the cut-off date i.e. Monday, July 21, 2025.

12. Joint Holders

In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote at the AGM.

13. Route Map

As the AGM is being held through VC/ OAVM, without the physical presence of the Members in terms of MCA Circulars, the route map is not annexed to this Notice.

Mandatory updation of PAN, KYC, Nomination and Bank details by Members:

- a) Members may please note that as per the SEBI Master Circular for Registrars to an Issue and Share Transfer Agents dated May 17, 2023, SEBI Circular dated SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, and SEBI Master Circular No. SEBI/HO/MIRSD/ POD-1/P/ CIR/2024/37 dated May 7, 2024, SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities, and linking PAN with Aadhaar. Member are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR Code, IFSC Code, etc.:
- i. For shares held in electronic form: to their Depository Participants (DPs)
- ii. For shares held in physical form: to the Company/ Company's Registrar and Transfer Agents, Purva Sharegistry (India) Pvt. Ltd. ("RTA") in prescribed Form ISR-1, Form ISR-2 and SH-13 (available on the Company's website at www.abansenterprises.com/downloads) to update KYC and choice of Nomination (in case same are not already updated).

- b) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, as amended, has mandated the listed companies to issue securities in dematerialised form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website and on the website of the Company's RTA at support@purvashare.com.

It may be noted that any service request can be processed only after the folio is KYC Compliant.

- c) SEBI vide its Notification dated January 24, 2022 has amended Regulation 40 of the SEBI LODR Regulations which has mandated that all requests for transfer of securities including transmission and transposition requests be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
- d) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialised form.
- e) As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination

is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website, at <http://www.abansenterprises.com>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialised form and to RTA in case the shares are held in physical form.

- f) SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, has mandated that with effect from April 1, 2024, dividend to security holders who are holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made only after the shareholders furnish their PAN, contact details (postal address with PIN and mobile number), Bank Account details & Specimen Signature ("**KYC**").

SEBI, vide Master Circular no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023, has specified that a shareholder shall first take up his/ her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity, and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, and if the shareholder is not satisfied with the outcome, he/she/they may initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Shareholders are requested to take note of the same. The aforesaid SEBI Circular can be viewed at the following link <https://abansenterprises.com/downloads>

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 and Regulation 36 of SEBI Listing Regulations

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of SEBI Listing Regulations, given hereunder sets out all material facts relating Item No. 4 to 7 of the accompanying Notice dated June 27, 2025:

Item No. 4: To appoint, fix remuneration and terms of appointment of Statutory Auditors of the Company for a period of 5 years

The Members of the Company at the Annual General Meeting (AGM) held on September 29, 2015, had appointed M/s. Paresh Rakesh & Associates LLP, Chartered Accountants (Firm Registration No. 119728W) as Statutory Auditor of the Company to audit the books of account of the Company for a term of five (5) years i.e. till the conclusion of AGM of the Company held for the financial year 2019-20. Further, the Members at the AGM of the Company held on September 29, 2020, appointed M/s. Paresh Rakesh & Associates LLP, Chartered Accountants (Firm Registration No. 119728W) as Statutory Auditor of the Company to audit the books of account of the Company for their second term of five (5) years i.e. till the conclusion of AGM of the Company to be held for the financial year ended 2024-25 i.e. the ensuing AGM.

The Board of Directors of the Company (the Board), at its meeting held on June 27, 2025, considering the experience and expertise and based on the recommendation of the Audit Committee, has proposed to the Members of the Company, appointment of M/s Class & Co. (Previously known as M/s. Chaturvedi & Agrawal), Chartered Accountants (Firm Registration No.: 101717W), as Statutory Auditors of the Company in place of M/s. Paresh Rakesh & Associates LLP, Chartered Accountants.

Credentials of the Statutory Auditor:

M/s Class & Co. (Previously known as M/s. Chaturvedi & Agrawal), Chartered Accountants has its Head office at Mumbai. It has extensive experience in conducting statutory audits for listed entities across various sectors. The firm caters to various professional services which include Accountancy, Independent Audit & Assurance, US GAAP Restatement, Foreign Exchange and Regulatory Consulting, Restructuring and Valuations, Tax Audit/ Consultancy and Advice on Indirect taxes, etc.

Terms and conditions of appointment & remuneration:

Term of appointment: Five consecutive years to hold office from the conclusion of 39th AGM, till the conclusion of AGM of the Company to be held for the financial year 2029-30 i.e 44th AGM.

Remuneration: There is no material change in the remuneration proposed to be paid to M/s Class & Co. (Previously known as M/s. Chaturvedi & Agrawal), Chartered Accountants, for the statutory audit to be conducted for the financial year ending 31st March, 2026 vis-à-vis the remuneration paid to

M/s. Paresh Rakesh & Associates LLP, Chartered Accountants, the retiring Statutory Auditors, for the statutory audit conducted for the financial year ended 31st March, 2025.

- a) Fee for FY 2025-26: The remuneration for the Statutory Audit for the financial year 2025-26 is set at ₹ 3,00,000/- p.a. (Rupees Three Lakhs Only per annum), plus applicable taxes and other out-of-pocket costs incurred in connection with the audit. The proposed fees are determined based on the scope of work, team size, industry experience, and the time and expertise required by the Auditors to conduct the audit effectively. Additional fees for statutory certifications and other permissible professional services will be determined separately by the management, in consultation with Auditors, and will be subject to approval by the Board of Directors and/or the Audit Committee.
- b) Fee for subsequent year(s): The remuneration for the subsequent financial years till 2029-30 will be as determined by the Board and/ or the Audit Committee.

The Auditors have provided their consent to act as the Statutory Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Pursuant to Section 139 of the Companies Act, 2013 (the Act) and the Rules framed thereunder, the Company has received written consent from M/s Class & Co. (Previously known as M/s. Chaturvedi & Agrawal), Chartered Accountants and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and Rules framed thereunder. Accordingly, the consent of the shareholders is sought for the appointment of M/s Class & Co. (Previously known as M/s. Chaturvedi & Agrawal) as the Statutory Auditors of the Company.

As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s Class & Co. (Previously known as M/s. Chaturvedi & Agrawal), Chartered Accountants, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

Basis of recommendation for appointment:

Pursuant to a comprehensive evaluation, the management recommends the appointment of Class & Co., a mid-tier audit firm with six partners and extensive experience in the trading and capital markets sector. The firm has demonstrated a strong understanding of our business operations and regulatory landscape, along with a clear commitment to providing

senior-level engagement. Their proposed fee structure aligns with the budgetary parameters set by the management.

The firm's leadership comprises experienced professionals with longstanding expertise across audit, taxation, compliance, internal control systems, and financial consultancy. They have served a wide range of corporates and bring substantial proficiency in both direct and indirect tax matters, statutory and management audits, and regulatory representation.

Class & Co.'s past experience in conducting statutory audits for entities in similar sectors reinforces their suitability and positions them well to support our compliance and reporting obligations. A list of their audited clients is appended for reference. None of the Directors or other Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Ordinary Resolution set out at Item No. 4 for the approval of Members.

Item No. 5: To appoint, fix remuneration and terms of appointment of Secretarial Auditors of the Company for a period of 5 years

Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), the Audit Committee and the Board of Directors at their respective meetings held on May 14, 2025 have approved subject to approval of Members, appointment of M/s. D. A. Kamat & Co., Company Secretaries (P.R. No. 1714/2022) (D. A. Kamat), as the Secretarial Auditors of the Company for a term of five (5) years from financial year 2025-26 to 2029-30.

While recommending D. A. Kamat & Co., for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. D. A. Kamat & Co., was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

Credentials of the Secretarial Auditor:

D. A. Kamat & Co., is a peer reviewed and a well-established firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India, New Delhi. The firm is led by experienced partners, all of whom are distinguished professionals in the field of corporate governance and compliance. Their collective expertise spans corporate advisory, transactional services, litigation, advocacy, and legal due diligence. The firm also has associate partners with strong professional credentials who align with its core values of character, competence, and commitment.

Terms and conditions of appointment & remuneration:

- a) Term of appointment: Five consecutive years, for the financial years from 2025-26 to 2029-30.
- b) Remuneration: The remuneration for the Secretarial Audit for the financial year 2025-26 is set at ₹ 1,40,000/- p.a. (Rupees One Lakh Forty Thousand Only per annum), plus applicable taxes and other out-of-pocket costs incurred in connection with the audit. The proposed fees are determined based on the scope of work, team size, industry experience, and the time and expertise required by the Auditors to conduct the audit effectively. Additional fees for statutory certifications and other permissible professional services will be determined separately by the management, in consultation with Auditors, and will be subject to approval by the Board of Directors and/or the Audit Committee.
- c) Fee for subsequent year(s): The remuneration for the subsequent financial years till 2029-30 will be as determined by the Board and/ or the Audit Committee.

The Auditors have provided their consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI Listing Regulations read with SEBI Circular dated December 31, 2024. Accordingly, the consent of the shareholders is sought for the appointment of M/s. D. A. Kamat & Co., Company Secretaries as the Secretarial Auditors of the Company.

The Board of Directors recommends the Ordinary resolution for approval by the Members, as set out at Item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

Item No. 6: To appoint Mr. Anurag Kanwatia (DIN: 11069031) as an Executive Director of the Company in addition to his role as the Chief Financial Officer of the Company

As approved and recommended by the Nomination, Remuneration and Compensation Committee (NRCC) and the Board of Directors of the Company at their meeting held on May 14, 2025, proposed appointment of Mr. Anurag Kanwatia as an Executive Director of the Company (liable to retire by rotation) at a remuneration not exceeding ₹ 30,00,000/- (Rupees Thirty Lakhs Only) per annum (either may be drawn from the Company or its subsidiaries) (inclusive of all perquisites)

(Employee Stock Options, if any, exercised and vested shall be in addition to the remuneration), subject to approval of the Members of the Company.

Further, as approved and recommended by the NRCC and the Board of Directors of the Company at their meeting held on May 14, 2025, in case the Company has no/ inadequate profits in any of the three years starting from April 01, 2025 up to March 31, 2028, it is proposed to pay an amount not exceeding ₹ 30,00,000/- (Rupees Thirty Lakhs Only) per annum (either may be drawn from the Company or its subsidiaries) (inclusive of all perquisites) (Employee Stock Options, if any, exercised and vested shall be in addition to the remuneration) to Mr. Anurag Kanwatia (DIN: 11069031), CFO and Executive Director of the Company as minimum remuneration.

Mr. Anurag Kanwatia currently serves as the Chief Financial Officer (CFO) of the Company. In addition to his responsibilities as CFO, it is proposed to appoint him to the Board of Directors as part of the Company's ongoing efforts to enhance governance and align strategic oversight with financial leadership. His inclusion on the Board will provide valuable financial expertise during board discussions, promote greater transparency and accountability, and ensure that strategic decisions are underpinned by sound financial judgment. This move will also facilitate more efficient communication between management and the Board, enabling quicker, better-informed decisions in a rapidly evolving business landscape.

Further, it shall be noted that Mr. Kanwatia is not debarred or disqualified from being appointed as a Director of the Company.

Additional information as per the Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in Annexure A. The disclosures as required under Schedule V of the Companies Act, 2013 are as under:

I. General information:		
1.	Nature of industry	Abans Enterprises Ltd. (AEL) is engaged in general trading of agri commodities, precious metals and trading in derivatives on recognised exchange.
2.	Date or expected date of commencement of commercial production	The Company is an existing company and is in operation since 1985.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
4.	Financial performance based on given indicators	The details of the Standalone Financial Performance of the Company for the financial year 2024-25 is summarised below: (₹ in Lakhs) Revenue from Operation : 10,545.39 Profit before Tax : 440.04 Profit after Tax : 317.36
5.	Foreign investments or collaborations, if any.	The Company has Foreign Portfolio Investors.
II. Information about the appointee		
1.	Background details	Mr. Kanwatia is a semi-qualified Chartered Accountant with approximately 12 years of diverse experience across the Bullion, Derivatives Trading, Cinema, and Textile industries. His expertise spans Corporate Accounting in compliance with IGAAP and Ind AS, Financial Reporting and MIS, Internal Audit and Controls, as well as Direct and Indirect Taxation. He possesses a strong command of accounting and finance and has been instrumental in streamlining processes and implementing systems to enhance operational efficiency and ensure timely execution. Prior to joining Abans Group, Mr. Kanwatia held key roles at Carnival Cinemas, PNP Polytex Pvt. Ltd., and DSK & Associates.
2.	Past remuneration (₹)	For Financial year 2023-24: ₹ 10,00,000/- paid on pro rata basis (w.e.f. July 24, 2023) This remuneration is received pursuant to his position as the CFO of the Company. For Financial year 2024-25: ₹ 20,00,000/- p.a.
3.	Recognition or awards	-

4.	Job profile and his suitability	Mr. Anurag Kanwatia already holds position of Chief Financial Officer of the Company. In addition to his role as the Chief Financial Officer (CFO) of the Company, it is proposed to appoint Mr. Anurag Kanwatia as part of the Company's efforts to strengthen governance and align strategic oversight with financial stewardship. This integration will bring critical financial insight directly into board deliberations, enhance transparency and accountability at the highest level, and ensure that the strategic decisions are firmly grounded in financial realities. The CFO's inclusion on the board will also streamline communication between management and directors, supporting more agile and informed decision-making in today's dynamic business environment.
5.	Remuneration proposed	As set out in Resolution No. 6 of the Notice and Explanatory Statement
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration of Mr. Kanwatia is commensurate with respect to industry, size of the Company, profile of the position.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any.	Mr. Kanwatia has no pecuniary relationship directly or indirectly with the Company, except currently getting remuneration as an Additional Director (Executive) and CFO of the Company.
III. General information:		
1.	Reasons of loss or inadequate profits	Not applicable as on date. Approval is being sought for payment of remuneration in the event of no/ inadequacy of profits in the future.
2.	Steps taken or proposed to be taken for improvement	Not applicable
3.	Expected increase in productivity and profits in measurable terms	Not applicable

Except Mr. Anurag Kanwatia, none of the other Directors or Key Managerial Personnel of the Company or their relatives, are in any way, financially or otherwise, concerned or interested in the said Resolution as set out at Item No. 6 of the accompanying Notice except to the extent of their shareholding, if any. Mr. Anurag Kanwatia is not related to any Director or Key Managerial Personnel of the Company.

The Board considers the proposed Special Resolution to be in the interest of the Company and recommends the same for Members' approval at the Annual General Meeting for appointment of Mr. Anurag Kanwatia, as an Executive Director.

Item No. 7: To raise funds by way of issuance of debt securities on private placement basis, in one or more series and/or tranches

The business of the Company is expanding day by day. Therefore, for the purpose of supporting the said growth/expansion of the business activities, the Company would need finance by way of additional working capital. Hence, the Board at its meeting held on May 14, 2025 discussed and decided to raise the additional working capital finance through issue of Secured and /or Unsecured, Listed and/or Unlisted, Rated and/or Unrated, Fixed Coupon and / or Market Linked, Redeemable Non-Convertible Debentures and / or Subordinated Debt Instruments and /or Bonds and / or such other Debt instruments (hereinafter referred to as "Debt Securities") up to an amount of ₹ 1,000 Crores (Rupees One Thousand Crores Only) on private placement basis, subject to the approval of members by way of a Special Resolution.

The Company is eligible to issue debt securities in accordance with the provisions of Section 71 of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 which inter alia, requires approval of shareholders by way of a Special Resolution.

As per Section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 [hereinafter referred to as "the Rules"], a company offering or making an invitation to subscribe to debt securities on a private placement basis, is required to obtain the prior approval of the shareholders by way of a Special Resolution. Such an approval by a Special Resolution is valid for a period of 1 (one) year from the date of its passing for all the offers and invitations made for such Debt Securities during the year.

It is proposed to offer or invite subscriptions for Debt Securities, on a private placement basis, in one or more series or tranches, during the period of one year from the date of passing of the Special Resolution by the Members, within the overall borrowing limits of the Company, as may be approved by the Members from time to time, with authority to the Board to determine the terms and conditions, including the face value, issue price of the debt security, type of debt security, interest, repayment, security or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to

have given their approval thereto expressly by the authority of the Resolution.

Details pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are as follows:

i. Particulars of the Offer including date of passing Board Resolution:

The debt securities are being issued to meet the general corporate purposes, business operations and investments by the Company through private placement and long-term financial needs of the Company and Board resolution has been passed on May 14, 2025.

ii. The kind of securities offered and the price at which security is being offered:

Secured and /or Unsecured, Listed and/or Unlisted, Rated and/or Unrated, Fixed Coupon and / or Market Linked, Redeemable Non- Convertible Debentures and / or Subordinated Debt Instruments and /or Bonds and / or such other Debt instruments aggregating to an amount not exceeding ₹ 1000 Crores (Rupees One Thousand Crores Only) in one or more tranches on private placement basis as may be decided by the Board of Directors from time to time.

iii. The basis and justification on which the price has been arrived at along with report of the registered Valuer:

Since the issuance would be in one or more tranches, the price would be determined by the Board of Directors/ Executive Committee of the Company based on prevailing market conditions at the time of issue of Debt Securities.

iv. Name and Address of the Valuer who performed Valuation:

Not Applicable for Debt Securities.

v. Amount which the Company intends to raise by way of such securities:

₹ 1000 Crores (Rupees One Thousand Crores Only).

vi. Material terms of raising such securities:

Since the issuance would be in one or more tranches, the material terms will be determined by the Board of Directors/ Executive Committee of the Company based on the provisions of Companies Act, 2013, the rules made thereunder and other applicable laws.

vii. Proposed time schedule:

The Debt Securities shall be issued in multiple series and/ or tranches for a period of one year from the date of passing this special resolution. The time schedule shall be decided by the Board of Directors as it may deem fit.

viii. Purposes or objects of offer:

General corporate purposes, business operations and investments by the Company through private placement and long-term financial needs of the Company.

ix. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Promoters or directors will not be offered any Debt Securities and therefore shall not subscribe to the said offer.

x. Principle terms of assets charged as securities:

Charge to be created on the assets of the Company in such manner as may be decided by the Board of Directors/ Executive Committee of the Company and Debt Security Holders.

Accordingly, the approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions of the Act read with the Rules framed thereunder as set out in Item No. 7 appended to this Notice.

The Board recommends the passing of the Resolution under Item No. 7 as a Special Resolution.

None of the directors and Key Managerial Personnel or their relatives is in any way concerned or interested financially or otherwise in this resolution.

**By order of the Board of Directors
For Abans Enterprises Limited**

**Mahiti Rath
Company Secretary & Compliance Officer
Membership No.: ACS 72887**

Date: June 27, 2025

Place: Mumbai

ANNEXURE A

TO ITEM NO. 3 AND 6 OF THE NOTICE CONVENING THE 39TH ANNUAL GENERAL MEETING OF THE COMPANY

Details of Director seeking appointment/ re-appointment pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India

Name of Director	Ms. Shardul Chaturvedi	Mr. Anurag Kanwatia
Designation and Category of Director	Non-Executive Director	Additional Director (Executive)
Director Identification Number (DIN)	08511608	11069031
Date of Birth / Age	November 14, 1990 / 34 years	January 15, 1987 / 38 years
Nationality	Indian	Indian
Date of first appointment	April 05, 2023	May 14, 2025
Qualifications	<ul style="list-style-type: none"> Diploma in tax management- Wellingkar college Certified Image consultant accredited by Association of Image Consultants International Certified Etiquette Trainer accredited by The British School of Etiquette Certified Makeup Artist – Fat mu 	Mr. Kanwatia is a semi-qualified Chartered Accountant.
Brief profile & Nature of expertise in specific functional area)	Ms. Shardul Chaturvedi is a Certified Image Consultant accredited by Association of Image Consultants International, Certified Etiquette trainer accredited by The British School of Etiquette and Certified Makeup Artist-Fat mu. She has studied Diploma in tax management from Wellingkar College. She was working as Assistant Tax Manager at Chaturvedi and Shah, a Chartered Accountancy Firm.	Mr. Kanwatia has 12 years of diverse experience across the Bullion, Derivatives Trading, Cinema, and Textile industries. His expertise spans Corporate Accounting in compliance with IGAAP and Ind AS, Financial Reporting and MIS, Internal Audit and Controls, as well as Direct and Indirect Taxation. He possesses a strong command of accounting and finance and has been instrumental in streamlining processes and implementing systems to enhance operational efficiency and ensure timely execution. Prior to joining Abans Group, Mr. Kanwatia held key roles at Carnival Cinemas, PNP Polytex Pvt. Ltd., and DSK & Associates.
Terms and Conditions of appointment/ re-appointment	Appointment/ Re-appointment in terms of Section 152(6) of the Companies Act, 2013	Appointment/ Re-appointment in terms of Section 152(6) of the Companies Act, 2013 The other terms and conditions of appointment are set out in the Explanatory Statement for Item No. 6
Directorship in other listed entities	NIL	NIL
Directorship in Other Companies (excluding Listed Entities, Foreign Companies and Section 8 Companies)	<ol style="list-style-type: none"> Whole-time director- Shriyam Broking Intermediary Limited Director- Kinzoku Kagami Technology and Exports Private Limited 	NIL

Name of Director	Ms. Shardul Chaturvedi	Mr. Anurag Kanwatia
Chairmanships/ Memberships of Committees held in Committees of Other Companies	NIL	NIL
Names of listed entities from which the directors have resigned in the past 3 (three) years	NIL	NIL
Details of remuneration sought to be paid	Not applicable	Amount not exceeding ₹ 30,00,000/- (Rupees Thirty Lakhs Only) per annum (inclusive of all perquisites) (Employee Stock Options, if any, exercised and vested shall be in addition to the remuneration)
Remuneration last drawn (including sitting fees, if any)	Sitting fees of ₹ 35,000 per meeting Total paid during 2024-25: ₹ 3,15,000/-	For Financial year 2024-25: ₹ 20,00,000/- p.a.
Number of Board meetings attended during the year	Attended 4 out of 5 meetings held during the year.	N.A.
Shareholding in the Company as on date of Notice (including shareholding as Beneficial Owner)	NIL	NIL
Relationship with other Directors/ Key Managerial Personnel/ Managers	None	None
Justification for choosing the individual for appointment as an Independent Director	Not Applicable	Not Applicable

PROCEDURE FOR E-VOTING:

(I) E-VOTING FACILITY:

- (a) In compliance with provisions of the of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, SEBI LODR and SS – 2 issued by the Institute of Company Secretaries of India and any amendments thereto, the Company is pleased to provide remote e-Voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL for the purpose of providing remote e-Voting facility to all its Members.
- (b) The e-voting facility will be available during the following voting period:

Commencement of remote e-voting	Thursday, July 24, 2025 at 9:00 a.m. (IST)
End of remote e-voting	Sunday, July 27, 2025 at 5:00 p.m. (IST)

The remote e-voting will not be allowed before or beyond the aforesaid dates and time and the remote e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

- (c) Members holding shares either in physical form or dematerialised form, as on the Cut-off Date (including those Members who may not receive this Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the Resolution as set out in this AGM Notice only through the remote e-voting.

(II) THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Thursday, July 24, 2025 at 09:00 A.M. and ends on Sunday, July 27, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, July 21, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, July 21, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Access to the NSDL e-voting system

Step 2 : Cast your vote electronically on NSDL e-voting system.





Step 1: Access to NSDL e-Voting system

(A) Login method for e-voting and voting for individual shareholders holding securities in demat mode:

In terms of the SEBI circular dated December 9, 2020 on the e-voting facility provided by listed companies and as part of increasing the efficiency of the voting process, the e-voting process has been enabled to all individual shareholders holding securities in demat mode to vote through their demat account maintained with depositories and depository participants. Shareholders are advised to update their mobile number and email ID in their demat accounts to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin: 0 20px;">  <p>App Store</p>  </div> <div style="text-align: center; margin: 0 20px;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

Type of shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- 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.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP 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.
- 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*****.

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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: Cast your vote electronically on NSDL e-Voting system:

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to office@csdakamat.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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: 022 - 4886 7000 or send a request to Sagar S. Gudhate, Senior Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance@abansenterprises.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliance@abansenterprises.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to **NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (compliance@abansenterprises.com). The same will be replied by the company suitably.
6. Registration of Speaker:

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail ID mentioning their name, DP ID and Client ID/ Folio number, PAN, mobile number at compliance@abansenterprises.com from Monday, July 14, 2025 (9:00 a.m. IST) to Monday, July 21, 2025 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

INFORMATION AT A GLANCE

Particulars	Notes
Cut-off Date to determine those members who are eligible to vote on the resolution	Monday, July 21, 2025
Remote e-Voting start time and date	9.00 a.m. (IST) on Thursday, July 24, 2025
Remote e-Voting end time and date	5.00 p.m. (IST) on Sunday, July 27, 2025
Date on which the resolution is deemed to be passed	Date of AGM i.e. Monday, July 28, 2025
Name, address and contact details of Registrar and Share Transfer Agent.	<p>Contact Person: Ms. Deepali Dhuri</p> <p>Compliance Officer</p> <p>Purva Shareregistry (India) Pvt. Ltd Unit no. 9, Shiv Shakti Ind. Est., J .R. Boricha Marg, Lower Parel (E), Mumbai 400 011</p> <p>Contact details: Add email ids : support@purvashare.com Contact Number: 022 23018261/23010771</p>
Name, address and contact details of e-voting service provider	<p>Contact Person: Mr. Sagar Gudhate</p> <p>Officer</p> <p>National Securities Depository Limited 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013</p> <p>Contact details: evoting@nsdl.com Contact number- 1800 1020 990 / 1800 224 430</p>
NSDL e-voting website address	https://www.evoting.nsdl.com/
Name and contact details of the Compliance Officer	<p>Contact Person: Ms. Mahiti Rath</p> <p>Company Secretary and Compliance Officer</p> <p>36, 37, 38A, Floor 3, Nariman Bhavan, Backbay Reclamation, Nariman Point, Mumbai – 400 021</p> <p>Contact Number: 022 6817 0100 Email: compliance@abansenterprises.com</p>