

NOTICE OF THE THIRTY SIXTH ANNUAL GENERAL MEETING

Notice is hereby given that the **Thirty Sixth Annual General Meeting (“AGM”)** of the Members of **Abans Enterprises Limited (“The Company”)** will be held on Thursday, September 29, 2022 at 12.00 Noon 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

1. To consider and adopt the Audited Standalone Financial Statements of the Company together with the Reports of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2022.
2. To consider and adopt the Audited Consolidated Financial Statements of the Company together with the Report of the Auditors thereon for the financial year ended March 31, 2022.
3. To confirm the payment of an Interim dividend of ₹ 0.10 paise per equity share of face value of ₹ 10/- each to its equity shareholders for the financial year ended March 31, 2022.
4. To Appoint of a Director in place of Mr. Shivshankar Singh (DIN: 07787861), who retires by rotation, and being eligible, offers himself for re-appointment.

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

“RESOLVED THAT pursuant to the provisions of Section 152 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), Mr. Shivshankar Singh (DIN: 07787861), who retires by rotation, be and is hereby re-appointed as a Director whose office shall be liable to retirement by rotation”.

SPECIAL BUSINESS

5. To consider omnibus approval of Related Party Transaction.

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

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (**“SEBI Listing Regulations”**), the provisions of section 188 of the Companies Act, 2013 (**“the Act”**) read with the Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force and as may be enacted from time to time), the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter into /continue with the Related Party Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with entities falling within the definition of ‘Related Party Transactions’ under Section 2(76) of the Act and Regulation 2(1)(zc) of the SEBI Listing Regulations, read with the definition of ‘Related Party’ under Regulation 2(1)zb of the SEBI Listing Regulations in the course of (a) Loan (b) purchases/ sales of commodities (c) availing/ rendering Broking services (d) Interest Income/ Expense or Rent expenses (e) Warehousing facilities. Provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company during the financial year 2022-23 and in respect of which related parties under Section 2(76) of the Act, the transactions are at ‘arm’s length’ basis.’

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s)

and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER that all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

6. To approve borrowing in excess of the limits prescribed under section 180(1)(c) of the Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 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 and as may be enacted from time to time), and in supersession of the earlier resolutions passed in that regard, the consent of the shareholders be and is hereby accorded to the Board of Directors to borrow upto ₹ 500 crores (Rupees Five Hundred Crores only) [including the moneys already borrowed by the Company] in Indian Rupees or equivalent thereof in any foreign currency(ies) on such terms and conditions as the Board may deem fit, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company’s assets and effects or properties including stock in trade, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the Ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate limit, for the time being, of the paid-up share capital of the Company, its free reserves, that is to say, reserves not set apart for any specific purpose and securities premium account.

“RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(a) 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 and as may be enacted from time to time) and in supersession of the earlier resolutions passed in that regard, the consent of shareholders of the Company, be and is hereby accorded to the Board of Directors to mortgage, pledge and/or create charge in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/ or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of business and concern of the Company in certain events of default, in favour of the lender(s), agent(s) and trustee(s) for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and convertible/non-convertible securities (including fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or warrants and or secured premium notes and /or floating rate notes /bonds or other debt instruments), issued or to be issued by the Company upto the limits approved under Section 180(1)(c) of the Companies Act, 2013 together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on repayment, remuneration of the agent(s) and/or trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Agreement(s), Debenture Trust Deed(s) or other agreements or any other document entered into/ to be entered into between the Company and the lender(s)/investor(s)/agent(s)/or trustee(s), in respect of the said loans/borrowings/ debentures and continuing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lender(s), agent(s) and /or trustee(s).

7. To Approve Loans, Guarantees and Investments by the Company in excess of the limits prescribed under section 186 of the Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary from the statutory

and / or regulatory Authority/ies, and the provisions of the Articles of Association of the Company and all other provisions of applicable laws, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to give loans to any body corporate including a subsidiary, associate or sister concern companies, and / or give any guarantee or provide security in connection with a loan obtained by any subsidiary, associate or sister concern companies and / or acquire by way of subscription, purchase or otherwise, the securities, including those of any subsidiary, associate or sister concern companies upto an aggregate amount not exceeding Rs. 200 crores (Rupees Two Hundred Crores only) notwithstanding that the aggregate of the loans or guarantees or investments in securities including those so far given or to be given and/or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Abhishek Bansal, Managing Director of the Company, be hereby is authorized to finalize, settle and execute such documents, deeds, writings, papers, and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, necessary or appropriate.”

**For and on behalf of the Board
For Abans Enterprises Limited**

Sd/-
Abhishek Bansal
(Chairman & Managing Director)

Place: Mumbai

Date: August 11, 2022

Notes:

1. In view of the COVID-19 pandemic and social distancing norms, the Ministry of Corporate Affairs (“MCA”) vide its circular dated April 8, 2020, April 13, 2020, May 05, 2020, January 13, 2021, May 05, 2022 and such other related circulars issued from time to time (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide circular dated May 12, 2020, January 15, 2021 and May 13, 2022 (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“the AGM”) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members (also referred to as “Shareholders”) at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), MCA Circulars and SEBI Circulars (amended from time to time), the AGM of the Company is being held through VC / OAVM and Members can attend and participate in the ensuing AGM through VC/OAVM.

For this purpose, necessary arrangements have been made by the Company with National Securities Depository Limited (“NSDL”) and instructions for the process to be followed for attending and participating in the ensuing AGM through VC/OAVM is forming part of this Notice.

2. The Statement pursuant to Section 102 of the Companies Act, 2013 and details of directors to be re-appointed, in respect of the business as set out in the Notice is annexed hereto.
3. In compliance with the MCA Circulars and SEBI Circular dated May 13, 2022, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company’s website www.abansenterprises.com, website of the stock exchanges i.e. BSE Limited (www.bseindia.com) and MSEI Limited (www.msei.com) and on website of the e-voting platform (<https://www.evoting.nsdl.com>).
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. 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.
5. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
6. 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 Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
8. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.
9. 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. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and Metropolitan Stock Exchange of India Limited at www.bseindia.com and www.msei.in respectively 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.

10. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. Thursday, September 29, 2022. Members seeking to inspect such documents can send an email to compliance@abansenterprises.com.
12. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
13. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Thursday, September 22, 2022. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.

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

The remote e-voting period begins on Monday, September 26, 2022 at 09:00 A.M. (IST) and ends on Wednesday, September 28, 2022 at 05:00 P.M. (IST). 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. Thursday, September 22, 2022, 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.

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 NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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 advised to update their mobile number and email Id in their demat accounts in order 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.	<ol style="list-style-type: none"> 1. 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. 2. 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

	<p>3. 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.</p>
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

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?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. 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.
4. Your User ID details are given below:

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

5. 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.co.in 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 and join General Meeting 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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shridate@gmail.com with a copy marked to evoting@nsdl.co.in. 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 toll free no.: 1800-1020-990 and 1800-22-44-30 or send a request to Mr. Sagar Gudhate at evoting@nsdl.co.in

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.co.in 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:-

The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

1. 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.
2. 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.
3. 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 link” 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.

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 7 of the accompanying Notice:

ITEM NO. 4

In terms of the provisions of Section 152 of the Companies Act, 2013 (“Act”) and in accordance with the Articles of Association of the Company, two thirds of the total number of Directors, excluding Independent Directors, shall be liable to retirement by rotation, and out of which, one-third shall retire at every Annual General Meeting. The Directors who are liable to retire by rotation would be those who have been the longest in office since their last appointment.

Accordingly, Mr. Shivshankar Singh and Mr. Kaushik Mehta, non-independent directors are eligible to retire by rotation. However, Mr. Shivshankar Singh, being the longest in the office will retire by rotation and would be eligible and has offered for re-appointment in the forthcoming Annual General Meeting (“AGM”).

The brief profile along with other relevant details of the Directors seeking re-appointment are annexed herein below.

Accordingly, the Board recommends the Ordinary Resolution(s) set out in Item No. 4 of the Notice for approval of the Members.

Save and except Mr. Shivshankar Singh himself, none of the other Directors / Key Managerial Personnel of the Company or their respective relative(s) are, in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 5

Background, details and benefits of the transaction:

In view of the aforementioned clarification issued by SEBI regarding validity of Shareholders’ approval of omnibus RPTs, it is now proposed to take fresh approval of the Members of the Company for entering into related party transactions with subsidiaries and group companies, as per details given below:

Nature of Transaction	Amount (₹ In Lacs)
Loans Taken	2,000
purchases/ sales of commodities	7,000
availing/ rendering Broking services	40
Interest Income/ Expense or Rent expenses	10
Warehousing facilities	20
Total	9,070

As the proposed transaction with subsidiaries and group companies will exceed the prescribed material threshold limits, the approval of the Members of the Company is sought by way of an Ordinary Resolution for entering into aforesaid related party transactions with subsidiaries and group companies, in one or more tranches, from the date of this Annual General Meeting (“AGM”) upto the date of the next AGM, for a period not exceeding fifteen months.

The Companies are being part of the same group, these transactions, not only cater to the requirement of working capital but also ensures smooth business operations for both the companies. Further, the proposed transactions are within the permissible limits under provisions of the Companies Act, 2013 (“Act”) (as amended from time to time).

The Audit Committee, after reviewing all necessary information, has granted its approval for RPT with subsidiaries companies and group companies for an aggregate value of up to Rs. 9,070 Lacs, entered into /to be entered into from the date of this AGM to the date of the next AGM. The Audit Committee has noted that the said transactions will be on an ‘arm’s length’ basis and in the ordinary course of business of the Company.

Accordingly, based on the review and approval of the Audit Committee, the Board of Directors recommends the Resolution set out in Item No. 5 of the Notice for approval of the Members of the Company.

Particulars	Information	
Name of the Related Party	<ul style="list-style-type: none"> • Abans Jewels Limited (Formerly known as Abans Jewels Private Limited) material subsidiary of the Company. • Splendid International Limited • Abans Broking Services Pvt. Ltd. • Abans Commodities (I) Pvt. Ltd. • Abans Finance Pvt. Ltd. • Abans Metals Pvt. Ltd. • Abans Realty and Infrastructure Pvt. Ltd. • Abans Agri Warehousing & Logistics Pvt. Ltd. • Agrometal Vendibles Pvt. Ltd. • Pantone Enterprises Pvt. Ltd. 	
Name of the Director(s) or Key Managerial Personnel (“KMP”) who is related, if any;	<ul style="list-style-type: none"> • Mr. Abhishek Bansal (Director) • Mr. Shivshankar Singh (Director) • Reshma Gwalani • Shobhan Mandulla 	
Nature of relationship	<ul style="list-style-type: none"> • Abans Jewels Limited (Formerly known as Abans Jewels Private Limited) material subsidiary of the Company – Material Subsidiary Company. • Splendid International Limited – Subsidiary Company <p>Enterprises owned or significantly influenced by Key Management Personnel:</p> <ul style="list-style-type: none"> • Abans Broking Services Pvt. Ltd. • Abans Commodities (I) Pvt. Ltd. • Abans Finance Pvt. Ltd. • Abans Metals Pvt. Ltd. • Abans Realty and Infrastructure Pvt. Ltd. • Abans Agri Warehousing & Logistics Pvt. Ltd. • Agrometal Vendibles Pvt. Ltd. • Pantone Enterprises Pvt. Ltd. 	
Nature, Material terms, particulars of the contract or arrangements; and Monetary Value	Nature of Transaction	Amount (₹ In Lacs)
	Loans (Liability)	2,000
	purchases/ sales of commodities	7,000
	availing/ rendering Broking services	40
	Interest Income/ Expense or Rent expenses	10
	Warehousing facilities	20
	Total	9,070
Whether the transactions have been approved by Audit Committee and the Board of Directors	The Audit Committee and Board of Directors of the Company have approved the transactions at their respective meetings held on May 30, 2022.	
Any other information relevant or important for the members to take a decision on the proposed Resolution.	Not Applicable	

A summary of the information provided by the management of the Company to the Audit Committee:	The details of the proposed transactions including the nature, terms, value percentage of the Company's annual consolidated turnover, tenure and proposed limits etc. were placed before the Audit Committee at its meeting held on May 30, 2022 and summary of the same is contained herein.
Justification for why the proposed transaction is in the interest of the listed entity:	The proposed transactions are to be undertaken for operational and administrative efficiency.
Disclosure related to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: (a) Details of the source of funds in connection with the proposed transaction (b) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; (c) Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured. (d) Purpose for which funds will be utilised	Not Applicable.
Valuation or other external party Report	Not Applicable
Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	4%
% of the annual turnover of the Company as on March 31, 2022, that is represented by the proposed RPT	150%

The Board expects growth in the business of subsidiaries companies and group companies and so is of the opinion that the aforesaid related party transaction is in the best interests of the Company and accordingly recommends the Resolution set forth in Item No. 5 of the Notice for the approval of the Members.

All the related parties shall abstain from voting on the said Resolution.

Save and except the directors and Key Managerial Personnel listed above, none of the other Directors / Key Managerial Personnel of the Company or their respective relative(s) are, in any way, concerned or interested, financially or otherwise, in the Resolution.

Item No. 6

In terms of Section 180(1) (c) of the Companies Act, 2013, the Board of Directors shall not borrow monies where the monies to be borrowed together with the monies already borrowed (other than the temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the Paid up Capital and Free Reserves of the Company, except with the consent of the Company in general meeting by way of a Special Resolution.



The shareholders had passed a resolution under Section 180(1) (c) of the Companies Act, 2013 at the Annual General Meeting held on Tuesday, September 29, 2015 fixing a limit of Rs. 200 Crore (Rupees Two Hundred Crore). Considering the business needs, the Company proposes to fix a limit of Rs. 500 Crores (Rupees Five Hundred Crores Only) which is in excess of the

aggregate of the Paid-up Capital and Free Reserves of the Company as per the latest Audited Financial Statements. A resolution is also proposed under Section 180(1)(a) to enable the Directors to borrow against security provision to the lenders.

Accordingly, the Directors recommend passing of this resolution as a Special Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel (KMP) of the company and their respective relative (s) is in any way interested or concerned, financially or otherwise in the passing of the above referred resolution.

Item No. 7

In terms of Section 186 of the Companies Act, 2013, the Board of Directors of the Company can give loans, make investments or give guarantees or provide any security beyond the prescribed ceiling of (i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if a Special Resolution is passed by the members of the Company.

Considering the newer business avenues and opportunities the Company may need additional funds for investments, loans, guarantees, etc. and hence the Board requires the consent of the shareholders of the Company for fixing a higher limit not exceeding Rs. 200 Crores (Rupees Two Hundred Crores Only) for making further investment, providing loans or give guarantee or provide security in connection with loans to any person or body corporate.

Accordingly, the Directors recommend passing of this resolution as a Special Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel (KMP) of the company and their respective relative (s) is in any way interested or concerned, financially or otherwise, in the passing of the above referred resolution.

ANNEXURE TO ITEM NO.4

Particulars	Mr. Shivshankar Singh
DIN	07787861
Date of Birth	August 15, 1968
Age	54 Years
Qualifications	Diploma in Industrial Electronics
Effective Date of Appointment/ Re-appointment on the Board	March 26, 2021
Remuneration	Nil
Experience/Brief Profile and Expertise in specific functional Area	29+ Years of Experience Areas of IT Infrastructure Management Developing Implementing ISMS, Facilities Management, Disaster Recovery and Business Continuity and Datacenter Management.
Terms and conditions of appointment/re-appointment	Re-appointed as a Director liable to retirement by rotation
Directorships held in other companies (excluding foreign companies) as on date	<ol style="list-style-type: none"> 1. Abans Enterprises Limited 2. Abans Broking Services Private Limited 3. Abans Holdings Limited 4. Abans Metals Private Limited 5. Abans Jewels Limited (Formerly Abans Jewels Private Limited) 6. Abans Realty And Infrastructure Private Limited 7. Agrometal Vendibles Private Limited 8. Abans Global Broking (IFSC) Private Limited 9. Pantone Enterprises Private Limited 10. Zale Trading Private Limited

	11. Hydrex Enterprises Private Limited 12. Shello Tradecom Private Limited 13. Abans Capital Private Limited 14. Abans Insurance Broking Private Limited (Formerly Tout Comtrade Private Limited) 15. Abans Foundation 16. Abans Creations Private Limited 17. Abans Finance Private Limited
Memberships of committees across companies (only Statutory Committees as required to be constituted under the Act are considered)	None
Chairmanship of Committees across companies (only Statutory Committees as required to be constituted under the Act are considered)	None
Shareholding in the Company (Equity) as on the date of notice	Nil
Relationship with other Directors / Manager / Key Managerial Personnel	None
Number of Board meetings attended during the FY 2021-22	Six out of Six Meetings

**For and on behalf of the Board
For Abans Enterprises Limited**

Sd/-
Abhishek Bansal
(Chairman & Managing Director)

Place: Mumbai

Date: August 11, 2022