



ABANS ENTERPRISES LIMITED

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NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and applicable Circulars issued by the Ministry of Corporate Affairs, and Securities and Exchange Board of India]

| VOTING STARTS ON | VOTING ENDS ON |
|--|---|
| Thursday, February 26, 2026 at 9:00 a.m. (IST) | Friday, March 27, 2026 at 5:00 p.m. (IST) |

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of Abans Enterprises Limited (“**the Company**”) by means of Postal Ballot, only by remote e-voting process (“**e-voting**”) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (“**the Act**”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024 and the latest one being General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

An Explanatory Statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under the SEBI LODR Regulations and circulars issued thereof forms part of this Postal Ballot notice (the “**Postal Ballot Notice**”/ “**Notice**”).

In accordance with the provisions of Sections 108 and 110 of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, and other applicable provisions of the Act and the rules made thereunder, and the Articles of Association of the Company, the Company is offering facility of e-voting to all the Members to enable them to cast their votes electronically, in lieu of submitting postal ballot forms. The manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. In compliance with the MCA Circulars, the postal ballot notice and instructions for e-voting are being

sent only through electronic mode to those Members whose email addresses are registered with the Company/ depository participant(s) as on the cut-off date i.e. **Friday, February 20, 2026**.

The Company has engaged the services of National Securities Depository Limited, (“NSDL”) as its agency for providing e-voting facility to the Members of the Company. The period of voting through Postal Ballot shall commence on **Thursday, February 26, 2026 at 9:00 a.m. (IST)** and ends on **Friday, March 27, 2026 at 5:00 p.m. (IST)**.

The Board of Directors of the Company at its meeting held on Thursday, February 05, 2026 have 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 Scrutinizer for conducting the postal ballot (remote e- voting) process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Scrutinizer will submit the report to the Chief Executive Officer or Company Secretary or to any other person authorized by them, after completion of scrutiny of the Postal Ballot through e-voting. The results of e-voting will be announced not later than 2 (two) working days, and will be displayed on the Company’s website at <https://abansenterprises.com/> and the website of NSDL at <https://www.evoting.nsdl.com/>. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

Summary of proposals placed for approval of the shareholders of the Company through this postal ballot are given below:

| Sr. No. | Description of Resolutions | Type of Resolution |
|--|--|---------------------|
| 1. | To consider and approve the appointment of Mr. Deepak Zope (DIN: 07870467) as the Whole Time Director of the Company for a period of 3 (three) years and to approve remuneration payable to him; | Special Resolution |
| To consider and approve Related Party Transactions - Between Abans Enterprises Limited and the following related parties: | | |
| 2. | Material Related Party Transaction(s) with Abans Broking Services Private Limited | Ordinary Resolution |
| 3. | Material Related Party Transaction(s) with Abans Commodities (I) Private Limited | Ordinary Resolution |
| 4. | Material Related Party Transaction(s) with Abans Finance Private Limited | Ordinary Resolution |
| 5. | Material Related Party Transaction(s) with Abans Fintrade Private Limited | Ordinary Resolution |
| 6. | Material Related Party Transaction(s) with Abans Metals Private Limited | Ordinary Resolution |
| 7. | Material Related Party Transaction(s) with Abans Securities Private Limited | Ordinary Resolution |
| 8. | Material Related Party Transaction(s) with Lifesurge Trading Private Limited | Ordinary Resolution |
| 9. | Material Related Party Transaction(s) with Mr. Abhishek Bansal, Promoter of Abans Enterprises Limited | Ordinary Resolution |

| Sr. No. | Description of Resolutions | Type of Resolution |
|--|--|---------------------|
| Related Party Transactions - Between Abans Jewels Limited (“AJL”), wholly owned subsidiary of Abans Enterprises Limited and related parties of Abans Enterprises Limited: | | |
| 10. | Material Related Party Transaction(s) between AJL and Abans Broking Services Private Limited, Company part of the Promoter Group of Abans Enterprises Limited; | Ordinary Resolution |
| 11. | Material Related Party Transaction(s) between AJL and Abans Commodities (I) Private Limited, Company part of the Promoter Group of Abans Enterprises Limited | Ordinary Resolution |
| 12. | Material Related Party Transaction(s) between AJL and Abans Finance Private Limited, Company part of the Promoter Group of Abans Enterprises Limited | Ordinary Resolution |
| 13. | Material Related Party Transaction(s) between AJL and Abans Fintrade Private Limited, Company part of the Promoter Group of Abans Enterprises Limited | Ordinary Resolution |
| 14. | Material Related Party Transaction(s) between AJL and Abans Investment Managers Limited, Company part of the Promoter Group of Abans Enterprises Limited | Ordinary Resolution |
| 15. | Material Related Party Transaction(s) between AJL and Abans Metals Private Limited, Company part of the Promoter Group of Abans Enterprises Limited | Ordinary Resolution |
| 16. | Material Related Party Transaction(s) between AJL and Abans Securities Private Limited, Company part of the Promoter Group of Abans Enterprises Limited | Ordinary Resolution |
| 17. | Material Related Party Transaction(s) between AJL and Lifesurge Trading Private Limited, Company part of the Promoter Group of Abans Enterprises Limited | Ordinary Resolution |
| 18. | Material Related Party Transaction(s) between AJL and Zicuro Technologies Private Limited, Company part of the Promoter Group of Abans Enterprises Limited | Ordinary Resolution |
| 19. | Material Related Party Transaction(s) between AJL and Mr. Abhishek Bansal, Promoter of Abans Enterprises Limited | Ordinary Resolution |

SPECIAL BUSINESS:

- 1. To consider and approve the appointment of Mr. Deepak Zope (DIN: 07870467) as the Whole Time Director of the Company for a period of 3 (three) years and to approve remuneration payable to him**

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

“RESOLVED THAT pursuant to 152, 161, 165, 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“Rules”), as amended from time to time and any other rules framed thereunder, (“**the Act**”), pursuant to Regulation 17, 26A and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of Articles of Association of the Company, and pursuant to the appointment of Mr. Deepak Zope (DIN: 07870467) as an Additional Director (Whole Time) of the Company w.e.f. March 01, 2026 by the Board of Directors of the Company and Nomination, Remuneration and Compensation Committee (NRCC) at their meetings held on February 05, 2026, the consent of the Shareholders of the Company be and is hereby accorded to approve the appointment of Mr. Deepak Zope (DIN: 07870467) as a Whole Time Director on the Board of the Company for a term of 3 (three) years w.e.f. March 01, 2026 (with such other designation(s) as the Board may deem fit to confer upon him from time to time), liable to retire by rotation, at a total remuneration of an amount not exceeding Rs. 25,00,000/- (Rupees Twenty Five Lakhs Only) per annum (which may either be drawn from the Company or its subsidiaries) (Employee Stock Options, if any, shall be in addition to the remuneration) upon such terms and conditions as set out in the Explanatory Statement annexed to the Notice;

RESOLVED FURTHER THAT the Board of Directors including Nomination Remuneration and Compensation Committee (NRCC) of the Company be and are hereby authorized to alter and vary the terms and conditions of the said appointment and/ or remuneration as it may deem fit subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof;

RESOLVED FURTHER THAT subject to the applicable provisions of the Companies Act, 2013 read with Schedule V and other prevalent laws, where in any financial year during the tenure of appointment of Mr. Deepak Zope, the Company has no profits or its profits are inadequate, the Company may pay the aforesaid remuneration to Mr. Deepak Zope within the overall limits prescribed under the provisions of the Act;

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. To consider and approve Material Related Party Transaction(s) with Abans Broking Services Private Limited

To consider, and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended from time to time (**“SEBI LODR Regulations”**), and other applicable provisions of the Companies Act, 2013 (**“Act”**) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company’s Policy on determining Materiality of and dealing with Related Party Transactions, pursuant to the recommendations from 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 enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together), more specifically set out in the explanatory statement to this resolution on the respective material terms & conditions set out therein, between the Company and Abans Broking Services Private Limited (**“ABSPL”**), a related party under Regulation 2(1)(zb) of the SEBI LODR Regulations, on such terms and conditions as may be agreed between the Company and ABSPL for an aggregate value up to ₹ 16,01,680 lakhs for purchase and sale of goods, rendering and receiving of services and other transactions for the purpose of business to be entered during FY 2026-27, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/ regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto;

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s), Key Managerial Personnel(s) or any other Officer(s)/ Authorised Representative(s) of the Company, to do all such acts, deeds, matters and things and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s);

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects without any further reference to the Members.”

3. To consider and approve Material Related Party Transaction(s) with Abans Commodities (I) Private Limited

To consider, and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended from time to time (**“SEBI LODR Regulations”**), and other applicable provisions of the Companies Act, 2013 (**“Act”**) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company’s Policy on determining Materiality of and dealing with Related Party Transactions, pursuant to the recommendations from 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 enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together), more specifically set out in the explanatory statement to this resolution on the respective material terms & conditions set out therein, between the Company and Abans Commodities (I) Private Limited (**“ACIPL”**), a related party under Regulation 2(1)(zb) of the SEBI LODR Regulations, on such terms and conditions as may be agreed between the Company and ACIPL for an aggregate value up to ₹ 16,01,115 lakhs for purchase and sale of goods, rendering and receiving of services and other transactions for the purpose of business to be entered during FY 2026-27, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/ regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto;

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s), Key Managerial Personnel(s) or any other Officer(s)/ Authorised Representative(s) of the Company, to do all such acts, deeds, matters and things and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s);

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects without any further reference to the Members.”

4. To consider and approve Material Related Party Transaction(s) with Abans Finance Private Limited

To consider, and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc), 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended from time to time (**“SEBI LODR Regulations”**), and other applicable provisions of the Companies Act, 2013 (**“Act”**) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company’s Policy on determining Materiality of and dealing with Related Party Transactions, pursuant to the recommendations from 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 enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together), more specifically set out in the explanatory statement to this resolution on the respective material terms & conditions set out therein, between the Company and Abans Finance Private Limited (**“AFPL”**), a related party under Regulation 2(1)(zb) of the SEBI LODR Regulations, on such terms and conditions as may be agreed between the Company and AFPL for an aggregate value up to ₹ 4,00,000 lakhs for Borrowings (Loans & Securities) to be entered during FY 2026-27, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/ regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto;

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s), Key Managerial Personnel(s) or any other Officer(s)/ Authorised Representative(s) of the Company, to do all such acts, deeds, matters and things and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s);

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects without any further reference to the Members.”

5. To consider and approve Material Related Party Transaction(s) with Abans Fintrade Private Limited

To consider, and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc), 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended from time to time (**“SEBI LODR Regulations”**), and other applicable provisions of the Companies Act, 2013 (**“Act”**) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company’s Policy on determining Materiality of and dealing with Related Party Transactions, pursuant to the recommendations from 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 enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together), more specifically set out in the explanatory statement to this resolution on the respective material terms & conditions set out therein, between the Company and Abans Fintrade Private Limited (**“AFTPL”**), a related party under Regulation 2(1)(zb) of the SEBI LODR Regulations, on such terms and conditions as may be agreed between the Company and AFTPL for an aggregate value up to ₹ 16,01,115 lakhs for Purchase and Sale of goods, rendering and receiving of Services and other transactions for the purpose of business to be entered during FY 2026-27, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/ regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto;

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s), Key Managerial Personnel(s) or any other Officer(s)/ Authorised Representative(s) of the Company, to do all such acts, deeds, matters and things and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s);

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects without any further reference to the Members.”

6. To consider and approve Material Related Party Transaction(s) with Abans Metals Private Limited

To consider, and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc), 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended from time to time (**“SEBI LODR Regulations”**), and other applicable provisions of the Companies Act, 2013 (**“Act”**) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company’s Policy on determining Materiality of and dealing with Related Party Transactions, pursuant to the recommendations from 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 enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together), more specifically set out in the explanatory statement to this resolution on the respective material terms & conditions set out therein, between the Company and Abans Metals Private Limited (**“AMPL”**), a related party under Regulation 2(1)(zb) of the SEBI LODR Regulations, on such terms and conditions as may be agreed between the Company and AMPL for an aggregate value up to ₹ 16,01,115 lakhs for Purchase and Sale of goods, rendering and receiving of Services and other transactions for the purpose of business to be entered during FY 2026-27, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/ regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto;

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s), Key Managerial Personnel(s) or any other Officer(s)/ Authorised Representative(s) of the Company, to do all such acts, deeds, matters and things and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s);

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects without any further reference to the Members.”

7. To consider and approve Material Related Party Transaction(s) with Abans Securities Private Limited

To consider, and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc), 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended from time to time (**“SEBI LODR Regulations”**), and other applicable provisions of the Companies Act, 2013 (**“Act”**) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company’s Policy on determining Materiality of and dealing with Related Party Transactions, pursuant to the recommendations from 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 enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together), more specifically set out in the explanatory statement to this resolution on the respective material terms & conditions set out therein, between the Company and Abans Securities Private Limited (**“ASPL”**), a related party under Regulation 2(1)(zb) of the SEBI LODR Regulations, on such terms and conditions as may be agreed between the Company and ASPL for an aggregate value up to ₹ 16,01,615 lakhs for Purchase and Sale of goods, rendering and receiving of Services and other transactions for the purpose of business to be entered during FY 2026-27, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto;

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s), Key Managerial Personnel(s) or any other Officer(s)/ Authorised Representative(s) of the Company, to do all such acts, deeds, matters and things and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s);

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects without any further reference to the Members.”

8. To consider and approve Material Related Party Transaction(s) with Lifesurge Trading Private Limited

To consider, and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc), 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended from time to time (**“SEBI LODR Regulations”**), and other applicable provisions of the Companies Act, 2013 (**“Act”**) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company’s Policy on determining Materiality of and dealing with Related Party Transactions, pursuant to the recommendations from 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 enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together), more specifically set out in the explanatory statement to this resolution on the respective material terms & conditions set out therein, between the Company and Lifesurge Trading Private Limited (**“LTPL”**), a related party under Regulation 2(1)(zb) of the SEBI LODR Regulations, on such terms and conditions as may be agreed between the Company and LTPL for an aggregate value up to ₹ 16,01,115 lakhs for Purchase and Sale of goods, rendering and receiving of Services and other transactions for the purpose of business to be entered during FY 2026-27, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/ regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto;

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s), Key Managerial Personnel(s) or any other Officer(s)/ Authorised Representative(s) of the Company, to do all such acts, deeds, matters and things and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s);

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects without any further reference to the Members.”

9. To consider and approve Material Related Party Transaction(s) with Mr. Abhishek Bansal, Promoter of Abans Enterprises Limited

To consider, and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc), 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended from time to time (**“SEBI LODR Regulations”**), and other applicable provisions of the Companies Act, 2013 (**“Act”**) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company’s Policy on determining Materiality of and dealing with Related Party Transactions, pursuant to the recommendations from 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 enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together), more specifically set out in the explanatory statement to this resolution on the respective material terms & conditions set out therein, between the Company and Mr. Abhishek Bansal, a related party under Regulation 2(1)(zb) of the SEBI LODR Regulations, on such terms and conditions as may be agreed between the Company and Mr. Abhishek Bansal for an aggregate value up to ₹ 2,00,000 lakhs for Borrowings (Loans & Securities) to be entered during FY 2026-27, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/ regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto;

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s), Key Managerial Personnel(s) or any other Officer(s)/ Authorised Representative(s) of the Company, to do all such acts, deeds, matters and things and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s);

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects without any further reference to the Members.”

10. To consider and approve Material Related Party Transaction(s) between Abans Jewels Limited, wholly owned subsidiary of Abans Enterprises Limited and Abans Broking Services Private Limited, Company part of Promoter Group of Abans Enterprises Limited

To consider, and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Regulation(s) 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI “LODR”’), the applicable provisions of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time, and the Policy on determining Materiality of and dealing with Related Party Transactions of Abans Enterprises Limited (‘AEL’ or ‘the Company’), and pursuant to the recommendations from the Audit Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded to enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together), more specifically set out in the explanatory statement to this resolution on the respective material terms & conditions set out therein, between Abans Jewels Limited (‘AJL’), a wholly owned subsidiary of the Company and Abans Broking Services Private Limited (‘ABSPL’), a company part of the Promoter Group of AEL and therefore, both being related parties of AEL in terms of Regulation 2(1)(zb) of the SEBI LODR Regulations, on such terms and conditions as may be agreed between AJL and ABSPL, for an aggregate value of ₹61,41,630 lakhs for Investment in Financial Instruments, Borrowings (Loans & Securities), Sale / Redemption of Financial Instruments, Purchase and Sale of goods, rendering and receiving of Services, and if any, other transactions for the purpose of business, during FY 2026-27, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of AJL and ABSPL.”

11. To consider and approve Material Related Party Transaction(s) between Abans Jewels Limited, wholly owned subsidiary of Abans Enterprises Limited and Abans Commodities (I) Private Limited, Company part of Promoter Group of Abans Enterprises Limited

To consider, and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Regulation(s) 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI “LODR”’), the applicable provisions of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time, and the Policy on determining Materiality of and dealing with Related Party Transactions of Abans Enterprises Limited (‘AEL’ or ‘the Company’), and pursuant to the recommendations from the Audit Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded to enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together), more specifically set out in the explanatory statement to this resolution on the respective material terms & conditions set out therein, between Abans Jewels Limited (‘AJL’), a wholly owned subsidiary of the Company and Abans Commodities (I) Private Limited (‘ACIPL’), a company part of the Promoter Group of AEL and therefore, both being related parties of AEL in terms of Regulation 2(1)(zb) of the SEBI LODR Regulations, on such terms and conditions as may be agreed between AJL and ACIPL, for

an aggregate value of ₹16,01,115 lakhs for Purchase and Sale of goods, rendering and receiving of Services, and if any, other transactions for the purpose of business, during FY 2026-27, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of AJL and ACIPL.”

12. To consider and approve Material Related Party Transaction(s) between Abans Jewels Limited, wholly owned subsidiary of Abans Enterprises Limited and Abans Finance Private Limited, Company part of Promoter Group of Abans Enterprises Limited

To consider, and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Regulation(s) 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI “LODR”’), the applicable provisions of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time, and the Policy on determining Materiality of and dealing with Related Party Transactions of Abans Enterprises Limited (‘AEL’ or ‘the Company’), and pursuant to the recommendations from the Audit Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded to enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together), more specifically set out in the explanatory statement to this resolution on the respective material terms & conditions set out therein, between Abans Jewels Limited (‘AJL’), a wholly owned subsidiary of the Company and Abans Finance Private Limited (‘AFPL’), a company part of the Promoter Group of AEL and therefore, both being related parties of AEL in terms of Regulation 2(1)(zb) of the SEBI LODR Regulations, on such terms and conditions as may be agreed between AJL and AFPL, for an aggregate value of ₹6,40,000 lakhs for Borrowings (Loans & Securities) and if any, other transactions for the purpose of business, during FY 2026-27, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of AJL and AFPL.”

13. To consider and approve Material Related Party Transaction(s) between Abans Jewels Limited, wholly owned subsidiary of Abans Enterprises Limited and Abans Fintrade Private Limited, Company part of Promoter Group of Abans Enterprises Limited

To consider, and, if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Regulation(s) 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI “LODR”’), the applicable provisions of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time, and the Policy on determining Materiality of and dealing with Related Party Transactions of Abans Enterprises Limited (‘AEL’ or ‘the Company’), and pursuant to the recommendations from the Audit Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded to enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together), more specifically set out in the explanatory statement to this resolution on the respective material terms & conditions set out therein, between Abans Jewels Limited (‘AJL’), a wholly owned subsidiary of the

Company and Abans Fintrade Private Limited ('AFTPL'), a company part of the Promoter Group of AEL and therefore, both being related parties of AEL in terms of Regulation 2(1)(zb) of the SEBI LODR Regulations, on such terms and conditions as may be agreed between AJL and AFTPL, for an aggregate value of ₹17,41,115 lakhs for Borrowings (Loans & Securities), Purchase and Sale of goods, rendering and receiving of Services, and if any, other transactions for the purpose of business, during FY 2026-27, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of AJL and AFTPL."

14. To consider and approve Material Related Party Transaction(s) between Abans Jewels Limited, wholly owned subsidiary of Abans Enterprises Limited and Abans Investment Managers Limited, Company part of Promoter Group of Abans Enterprises Limited

To consider, and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation(s) 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI "LODR"), the applicable provisions of the Companies Act, 2013 ('Act'), read with related rules, if any, each as amended from time to time, and the Policy on determining Materiality of and dealing with Related Party Transactions of Abans Enterprises Limited ("AEL" or "the Company"), and pursuant to the recommendations from the Audit Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded to enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together), more specifically set out in the explanatory statement to this resolution on the respective material terms & conditions set out therein, between Abans Jewels Limited ('AJL'), a wholly owned subsidiary of the Company and Abans Investment Managers Limited ('AIML'), a company part of the Promoter Group of AEL and therefore, both being related parties of AEL in terms of Regulation 2(1)(zb) of the SEBI LODR Regulations, on such terms and conditions as may be agreed between AJL and AIML, for an aggregate value of ₹1,40,000 lakhs for Borrowings (Loans & Securities), and if any, other transactions for the purpose of business, during FY 2026-27, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of AJL and AIML."

15. To consider and approve Material Related Party Transaction(s) between Abans Jewels Limited, wholly owned subsidiary of Abans Enterprises Limited and Abans Metals Private Limited, Company part of Promoter Group of Abans Enterprises Limited

To consider, and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation(s) 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI "LODR"), the applicable provisions of the Companies Act, 2013 ('Act'), read with related rules, if any, each as amended from time to time, and the Policy on determining Materiality of and dealing with Related Party Transactions of Abans Enterprises Limited ("AEL" or "the Company"), and pursuant to the recommendations from the Audit Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded to enter into and/or execute new contract(s)/

arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together), more specifically set out in the explanatory statement to this resolution on the respective material terms & conditions set out therein, between Abans Jewels Limited ('AJL'), a wholly owned subsidiary of the Company and Abans Metals Private Limited ('AMPL'), a company part of the Promoter Group of AEL and therefore, both being related parties of AEL in terms of Regulation 2(1)(zb) of the SEBI LODR Regulations, on such terms and conditions as may be agreed between AJL and AMPL, for an aggregate value of ₹16,01,115 lakhs for Purchase and Sale of goods, rendering and receiving of Services, and if any, other transactions for the purpose of business, during FY 2026-27, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of AJL and AMPL."

16. To consider and approve Material Related Party Transaction(s) between Abans Jewels Limited, wholly owned subsidiary of Abans Enterprises Limited and Abans Securities Private Limited, Company part of Promoter Group of Abans Enterprises Limited

To consider, and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation(s) 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI "LODR"), the applicable provisions of the Companies Act, 2013 ('Act'), read with related rules, if any, each as amended from time to time, and the Policy on determining Materiality of and dealing with Related Party Transactions of Abans Enterprises Limited ("AEL" or "the Company"), and pursuant to the recommendations from the Audit Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded to enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together), more specifically set out in the explanatory statement to this resolution on the respective material terms & conditions set out therein, between Abans Jewels Limited ('AJL'), a wholly owned subsidiary of the Company and Abans Securities Private Limited ('ASPL'), a company part of the Promoter Group of AEL and therefore, both being related parties of AEL in terms of Regulation 2(1)(zb) of the SEBI LODR Regulations, on such terms and conditions as may be agreed between AJL and ASPL, for an aggregate value of ₹17,41,365 lakhs for Borrowings (Loans & Securities), Purchase and Sale of goods, rendering and receiving of Services, and if any, other transactions for the purpose of business, during FY 2026-27, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of AJL and ASPL."

17. To consider and approve Material Related Party Transaction(s) between Abans Jewels Limited, wholly owned subsidiary of Abans Enterprises Limited and Lifesurge Trading Private Limited, Company part of Promoter Group of Abans Enterprises Limited

To consider, and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation(s) 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI "LODR"), the applicable provisions of the Companies Act, 2013 ('Act'), read with related

rules, if any, each as amended from time to time, and the Policy on determining Materiality of and dealing with Related Party Transactions of Abans Enterprises Limited (“AEL” or “the Company”), and pursuant to the recommendations from the Audit Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded to enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together), more specifically set out in the explanatory statement to this resolution on the respective material terms & conditions set out therein, between Abans Jewels Limited (‘AJL’), a wholly owned subsidiary of the Company and Lifesurge Trading Private Limited (‘LTPL’), a company part of the Promoter Group of AEL and therefore, both being related parties of AEL in terms of Regulation 2(1)(zb) of the SEBI LODR Regulations, on such terms and conditions as may be agreed between AJL and ASPL, for an aggregate value of ₹ 17,41,115 lakhs for Borrowings (Loans & Securities), Purchase and Sale of goods, rendering and receiving of Services, and if any, other transactions for the purpose of business, during FY 2026-27, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of AJL and LTPL.”

18. To consider and approve Material Related Party Transaction(s) between Abans Jewels Limited, wholly owned subsidiary of Abans Enterprises Limited and Zicuro Technologies Private Limited, Company part of Promoter Group of Abans Enterprises Limited

To consider, and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Regulation(s) 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI “LODR”’), the applicable provisions of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time, and the Policy on determining Materiality of and dealing with Related Party Transactions of Abans Enterprises Limited (“AEL” or “the Company”), and pursuant to the recommendations from the Audit Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded to enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together), more specifically set out in the explanatory statement to this resolution on the respective material terms & conditions set out therein, between Abans Jewels Limited (‘AJL’), a wholly owned subsidiary of the Company and Zicuro Technologies Private Limited (‘ZTPL’), a company part of the Promoter Group of AEL and therefore, both being related parties of AEL in terms of Regulation 2(1)(zb) of the SEBI LODR Regulations, on such terms and conditions as may be agreed between AJL and ZTPL, for an aggregate value of ₹1,40,000 lakhs for Borrowings (Loans & Securities), and if any, other transactions for the purpose of business, during FY 2026-27, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of AJL and ZTPL.”

19. To consider and approve Material Related Party Transaction(s) between Abans Jewels Limited, wholly owned subsidiary of Abans Enterprises Limited and Mr. Abhishek Bansal, Promoter of Abans Enterprises Limited

To consider, and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Regulation(s) 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI “LODR”’), the applicable provisions of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time, and the Policy on determining Materiality of and dealing with Related Party Transactions of Abans Enterprises Limited (‘AEL’ or ‘the Company’), and pursuant to the recommendations from the Audit Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded to enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together), more specifically set out in the explanatory statement to this resolution on the respective material terms & conditions set out therein, between Abans Jewels Limited (‘AJL’), a wholly owned subsidiary of the Company and Mr. Abhishek Bansal, Promoter of AEL and therefore, both being related parties of AEL in terms of Regulation 2(1)(zb) of the SEBI LODR Regulations, on such terms and conditions as may be agreed between AJL and Mr. Abhishek Bansal, for an aggregate value of ₹2,00,000 lakhs for Borrowings (Loans & Securities), and if any, other transactions for the purpose of business, during FY 2026-27, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of AJL and Mr. Abhishek Bansal.”

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

Date: February 05, 2026

Place: Mumbai

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

Notes:

1. Explanatory Statement

A statement, pursuant to the provisions of Section 102(1), 110 and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the SEBI LODR Regulations are attached. Details pursuant to Regulation 23 of the SEBI LODR Regulations read with Industry Standards Forum note on minimum information to be provided to the Audit Committee and Shareholders (RPT Industry Standards), for approval of related party transactions and details of Directors seeking 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, is furnished as of the Explanatory Statement forming part of this Notice.

2. Dispatch of Notice through electronic means

In accordance with the provisions of the Act, MCA Circulars and SEBI Circulars, this Notice is being sent only by electronic mode to those Members whose names appear in the Register of Members/ List of Beneficial Owners as on **Friday, February 20, 2026 (“Cut-Off Date”)** received from the Depositories i.e. National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”) and Registrar and Share Transfer Agent of the Company i.e. Purva Sharegistry (India) Pvt. Ltd (“RTA”) and who have or will register their email address with their Depository Participant(s) (“DPs”) or with RTA in accordance with the process outlined in this Notice. Physical copies of the Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to Members for this Postal Ballot. **The communication of the assent or dissent of the members would take place through the process of remote e-voting only.** In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, this Notice has been uploaded on the website of the Company at www.abansenterprises.com. Members may note that the Notice 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 Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

Dispatch of the Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated in Mumbai (in vernacular language i.e., Marathi) and one English Newspaper circulated throughout India (in English Language) and shall be hosted on the Company’s website. The said public notice shall also mention the process for registration of email IDs by those Shareholders who have not yet registered their email IDs with the Company.

3. 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. Only those Members whose names are recorded in the Register of Members/ List of Beneficial Owners maintained by the Depositories as on the Cut-Off Date shall be eligible to cast their votes through remote e-voting. A person who is not a Member on the Cut-Off Date

should treat this Notice for information purposes only. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

Voting rights is one vote per equity share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the members as on the cut-off date i.e. **Friday, February 20, 2026,**

Once the vote on the resolution is cast, the members shall not be allowed to change it subsequently

4. Electronic voting

In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act, as amended, read together with the Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI LODR Regulations, Secretarial Standard – 2 issued by the Institute of Company Secretaries of India, MCA Circulars and SEBI Circulars, the Company is providing the remote e-voting facility to its 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 in this Postal Ballot is **Friday, February 20, 2026.** The e-voting period commences on **Thursday, February 26, 2026 at 9:00 a.m. (IST)** and ends on **Friday, March 27, 2026 at 5:00 p.m. (IST).** During this period, the Members of the Company holding shares in physical or electronic form, as on the Cut-Off Date may cast their vote by electronic means in the manner and process as mentioned in this Notice. Once the vote is cast by the Member, the Member shall not be allowed to change it or cast the vote again. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled thereafter.

Voting rights is one vote per equity share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the members as on the cut-off date i.e. **Friday, February 20, 2026.** Once the vote on the resolution is cast, the members shall not be allowed to change it subsequently.

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

5. Scrutinizer

The Board of Directors of the Company at its Meeting held on Thursday, February 05, 2026, have 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 Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Scrutinizer will submit the report to the Chief Executive Officer or Company Secretary or to any other person authorized by them after completion of the scrutiny of the remote e-voting. The Scrutinizer's decision on the validity of votes cast will be final. The results of the Postal Ballot will be announced by the Chief Executive Officer or Company Secretary of the Company or to any other person authorized by them not later than 2 (two) working days from the conclusion of remote e-voting.

The Voting results along with Scrutinizer's Report will be displayed at the Registered Office as well as the Corporate Office of the Company and will also be communicated to BSE Limited ("BSE") and Metropolitan Stock Exchange of India Limited ("MSE") where the shares of the Company are listed. A copy of the results will also be available on NSDL website at <https://www.evoting.nsdl.com> and the Company's website at <http://www.abansenterprises.com>.

6. Proxy(ies)

A member cannot exercise his/ her vote through proxy on postal ballot. Institutional/ Corporate Members (i.e. other than individuals, HUF, NRI etc.) intending to authorize their representatives for the purpose of voting are required to send a certified copy of the Board Resolution/ Authorisation etc. authorizing their representatives to vote on their behalf to the Scrutinizer by email at office@csdakamat.com with a copy marked to compliance@abansenterprises.com.

7. Inspection

All the documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send an email request to compliance@abansenterprises.com mentioning his / her / its folio number / DP ID and Client ID.

8. 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 and SEBI Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, 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 <https://abansenterprises.com/downloads>) to update KYC and choice of Nomination (in case same are not already updated), to the Company's Registrar and Share Transfer Agent.
- 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 dematerialized 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 dematerialized 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 dematerialized 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. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized 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").

9. Green Initiative

In line with the initiatives of the Ministry of Corporate Affairs and SEBI, the Company follows electronic mode for dissemination of notices and shareholder communications. Members are requested to register or update their email ID and address details with their Depository Participants or the Company/ RTA to enable seamless electronic communication and support paperless governance.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND/ OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 1: To consider and approve the appointment of Mr. Deepak Zope (DIN: 07870467) as the Whole Time Director of the Company for a period of 3 (three) years and to approve remuneration payable to him

The Board of Directors, at their meeting held on February 05, 2026, based on the recommendation of the Nomination, Remuneration and Compensation Committee (“NRCC”), appointed Mr. Deepak Zope (DIN: 07870467) as a Whole-time Director of the Company, for a period of three years commencing from March 01, 2026 to February 28, 2029, at a total remuneration of an amount not exceeding Rs. 25,00,000/- (Rupees Twenty Five Lakhs Only) per annum (which may either be drawn from the Company or its subsidiaries) (Employee Stock Options, if any, shall be in addition to the remuneration), subject to approval of the Members.

Further, as approved and recommended by the NRCC and the Board of Directors of the Company, in the event of no/ inadequacy of profits in any of the three years starting from March 01, 2026 to February 28, 2029, the aforesaid remuneration shall be payable to Mr. Zope as minimum remuneration, subject to compliance with Schedule V of the Companies Act, 2013.

Mr. Zope had previously been part of the Company’s Board in the capacity of an Executive Director and had however resigned due to his pre-occupations and personal commitments. This appointment is being proposed as part of the Company’s efforts to further strengthen governance and align strategic leadership with overall business oversight.

Upon his appointment, Mr. Deepak Zope would be considered as a Key Managerial Personnel (“KMP”) pursuant to Section 203 of the Act and will be liable to retire by rotation pursuant to Section 152(6) of the Act.

Mr. Zope does not hold any Equity Shares of the Company and has confirmed that he is not disqualified from being appointed as Director in terms of the provisions of Section 164(1) and (2) of the Act. Mr. Zope has provided his consent for such appointment and has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any such authority, pursuant to circulars dated June 20, 2018 issued by the BSE Limited and the National Stock Exchange of India Limited, pertaining to the enforcement of SEBI orders regarding the appointment of Directors by the listed companies

Except Mr. Deepak Zope, 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. 1 of the accompanying Notice except to the extent of their shareholding, if any. Mr. Zope is not related to any Director or Key Managerial Personnel of the Company.

Based on the recommendation of the NRCC and considering Mr. Zope's qualifications, experience, and leadership abilities, the Board proposes his appointment as a Whole Time Director of the Company, liable to retire by rotation. The Board considers the proposed Special Resolution to be in the interest of the Company and recommends the same for Members' approval for appointment of Deepak Zope as Whole Time Director.

The principal terms and conditions of Mr. Deepak Zope's appointment, including remuneration, are as under:

- **Remuneration:** Not exceeding Rs. 25,00,000/- (Rupees Twenty Five Lakhs Only) per annum (either may be drawn from the Company or its subsidiaries), *Employee Stock Options, if any, shall be in addition to the above remuneration.*
- **Minimum Remuneration:** In the event of loss or inadequacy of profits in any financial year during the tenure of appointment of Mr. Deepak Zope, the aforesaid remuneration shall be payable to Mr. Zope as minimum remuneration, subject to compliance with Schedule V of the Companies Act, 2013.

All other terms and conditions of his appointment shall be governed by the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The disclosures as required under Schedule V of the Companies Act, 2013 and 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 are provided below in Annexure A & B respectively.

Annexure A- 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 recognized 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 summarized below: (Rs. 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 | | |
| a. | Background details | Mr. Deepak Zope is a highly skilled professional with a strong academic background, holding a Commerce degree and an MBA in Finance. With an extensive 14-year career in financial services, he has been a valuable asset to the Abans Group for over 10 years. Mr. Zope possesses a profound understanding of the banking and financial service sector, showcasing his expertise in the field. Currently entrusted with the responsibility of overseeing day-to-day operations, he plays a pivotal role in the development and implementation of new strategies, contributing significantly to the growth and success of the organization. |
| b. | Past remuneration (Rs. In Lakhs) | - |
| c. | Recognition or awards | - |
| d. | Job profile and his suitability | As Whole-Time Director, Mr. Deepak Zope shall be entrusted with the overall executive management of the Company and shall function under the supervision of the Board. He will be responsible for providing strategic direction, driving business growth, and ensuring smooth and compliant operations of the Company. Mr. Zope brings with him industry exposure, strong financial acumen, and experience in managing complex business operations. His ability to translate strategy into execution, combined with his deep understanding of corporate governance, regulatory frameworks, and capital market requirements, enables him to contribute effectively at a board and management level. |
| e. | Remuneration proposed | As set out in Resolution No. 1 of the Notice and Explanatory Statement |
| f. | 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. Zope is commensurate with respect to industry, size of the Company, profile of the position. |

| | | |
|-------------|--|--|
| g. | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any. | Mr. Zope has no pecuniary relationship directly or indirectly with the Company, except as approved by Board of Directors and Shareholders. |
| III. | General information: | |
| a. | 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. |
| b. | Steps taken or proposed to be taken for improvement | Not applicable |
| c. | Expected increase in productivity and profits in measurable terms | Not applicable |

Annexure B- Details of Director seeking 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 | Mr. Deepak Zope |
| Designation and Category of Director | Whole Time Director |
| Director Identification Number (DIN) | 07870467 |
| Date of Birth / Age | August 15, 1984 / 41 years |
| Date of first appointment | Mr. Zope had previously been appointed as an Executive Director on the Board of the Company w.e.f. November 13, 2023 and had resigned w.e.f. close of business hours on May 14, 2025. Pursuant to approval of Board and NRCC, he has been appointed as an Additional Director (Whole Time) w.e.f. March 01, 2025. |
| Qualifications | As detailed in Annexure A. |
| Brief profile & Nature of expertise in specific functional area | As detailed in Annexure A. |
| Terms and Conditions of appointment/ re-appointment | 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. 1 and Annexure A. |
| Directorship in other listed entities | NIL |
| Directorship in Other Companies (excluding Listed Entities, Foreign Companies and Section 8 Companies) | Abans Jewels Limited |
| Chairmanships/ Memberships of Committees held in Committees of Other Companies | Abans Jewels Limited- CSR Committee (Member) |
| Names of listed entities from which the directors have resigned in the past 3 (three) years | Abans Enterprises Limited (resigned w.e.f. close of business hours on May 14, 2025) |
| Details of remuneration sought to be paid | As detailed in Annexure A. |

| | |
|--|----------------------------|
| Remuneration last drawn (including sitting fees, if any) | As detailed in Annexure A. |
| Number of Board meetings attended during the year | 1/1 meeting |
| Shareholding of non-executive directors in the Company as on date of Notice (including shareholding as Beneficial Owner) | NA |
| Relationship with other Directors/ Key Managerial Personnel/ Managers | None |
| Justification for choosing the individual for appointment as an Independent Director | Not Applicable |

Context for Resolution No(s). 2 to 19:

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), as amended from time to time, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed the thresholds specified under Schedule XII of the SEBI LODR Regulations, as determined based on the listed entity’s last audited consolidated turnover, and shall require prior approval of the Members by way of an Ordinary Resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm’s length basis.

Further, Regulation 2(1)(zc) of the SEBI LODR Regulations defines a Related Party Transaction (“**RPT**”) to include a transaction involving transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not and a “transaction” with a related party shall be construed to include a single transaction or a group of transactions in a contract. Further, SEBI vide its Circular Nos. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 has introduced the Industry Standards on “Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction” (“Standards”) to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the SEBI LODR Regulations read with the SEBI Master Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (“**SEBI Circular**”). The Standards inter alia requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Audit Committee and to the shareholders, while seeking approval.

The Company proposes to enter into and/ or continue certain related party transaction(s) during the Financial Year 2026–27 with its subsidiary(ies) and other related parties, as more particularly detailed in the tables forming part of this Explanatory Statement.

Considering the nature, volume and frequency of the proposed transactions, the aggregate value of such transaction(s), whether undertaken individually or collectively or in tranches, is expected to exceed the materiality thresholds prescribed under Regulation 23 of the SEBI LODR Regulations and the Company’s Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions.

It is in the above context that, Resolution No(s). 2 to 19 are placed for the approval of the Members of Abans Enterprises Limited (“Company”/ “AEL”) along with necessary details on the proposed RPTs provided in this Statement.

The Company shall ensure compliance with all applicable provisions of the Companies Act, 2013, SEBI LODR Regulations, the Industry Standards and the Company’s internal policies, from time to time. In accordance with Regulation 23 of the SEBI LODR Regulations, all related parties (whether such related party is a party to the transaction or not) shall abstain from voting on these resolutions.

For the purpose of calculating the total amount of proposed RPTs (as provided in resolution(s) 2 to 19) as a percentage of annual consolidated turnover of AEL and/or annual standalone turnover of the subsidiary company and/or annual standalone turnover of the related party (as applicable) as of the immediately preceding financial year, we have considered FY 2024-25 as the 'preceding financial year' pending approval of the financial statements/ results of Abans Enterprises Limited for FY 2025-26, by the Board of Directors of the Company followed by the adoption of the said Financial Statements by the Shareholders of the Company at the ensuing Annual General Meeting to be held during FY 2026-27 and/or the financial statements of the subsidiary companies and/or the financial statements of the related party, if applicable, by their respective board of directors and shareholders, as applicable, to be held during FY 2026-27.

Members may note that in terms of the provisions of the SEBI LODR Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote in respect of Resolutions under Item No. 2 to 19.

Except as mentioned above, none of the Directors and Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 2 to 19 of the accompanying Notice.

The Board of Directors recommends the Ordinary Resolutions set out at Item No. 2 to 19 of the accompanying Postal Ballot Notice for approval by the Members.

Item No. 2: To consider and approve Material Related Party Transaction(s) of Abans Enterprises Limited with Abans Broking Services Private Limited

Background and details:

Abans Broking Services Private Limited (“ABSPL”) is a part of the Promoter Group of Abans Enterprises Limited (“AEL”/ “Company”) and accordingly, a related party under Regulation 2(1)(zb) of the SEBI LODR Regulations.

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs. The Audit Committee has reviewed and taken note of the certificate placed before it provided by the Whole Time Director and Chief Financial Officer of AEL, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm’s length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for entering into RPTs with ABSPL to be entered into during FY 2026-27. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The 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. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions is enclosed below.

Details of the proposed transactions with ABSPL being a related party of the Company, including the information pursuant to Clause 4 of the Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

A(1): Basic details of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|--|
| 1 | Name of the related party | Abans Broking Services Private Limited |
| 2 | Country of incorporation of the related party | India |
| 3 | Nature of business of the related party | The Company is engaged in Broking, consultancy services, treasury operations and allied activities. It is registered with SEBI as a portfolio manager. |

A(2): Relationship and ownership of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1 | Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | Entity/Enterprises over which Promoter/KMP has significant influence, accordingly as per para 9a and 9b of Ind AS 24 the entity is a related party |
| | • Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. | N.A. |
| | • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | N.A. |
| | • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered. | N.A. |

A(3): Details of previous transactions with the related party

| S. No. | Particulars of the information | Information provided by the management |
|--|---|--|
| 1 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. | |
| | Nature of Transactions | FY 2024-2025 (Rs. in lakhs) |
| | a) Listed Entity | |
| | Brokerage Expense and allied activities | 5.72 |
| | Purchase of goods | 1,881.03 |
| | Warehouse Charges | 3.19 |
| | b) Subsidiary (Abans Jewels Limited) | |
| | Brokerage Expense and allied activities | 134.09 |
| | Purchase of Financial Instruments | 1,621.44 |
| | Purchase of goods | 1,818.67 |
| | Rent Income | 10.46 |
| | Sale of Financial Instruments | 1,862.14 |
| Sale of goods | 1,41,586.21 | |
| <i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i> | | |
| 2 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. (Rs. in lakhs) | 4,13,969.44 |
| 3 | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. | No |

A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management |
|--|--|--|
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | Refer Table 1 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | |
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | |
| 6 | Financial performance of the related party for the immediately preceding financial year: | |
| | Particulars | FY 2024-2025 (Rs. in lakhs) |
| | Turnover | 2,24,787.00 |
| | Profit After Tax | 1,799.24 |
| | Net worth | 17,966.71 |
| <i>Explanation: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i> | | |

A(5): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Refer Table 2 |
| 2 | Details of each type of the proposed transaction | |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | |

| | | |
|---|--|--|
| 4 | Whether omnibus approval is being sought? | |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | |
| 7 | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. | |
| | <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control. | |
| | a. Name of the director / KMP | |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | |
| 9 | Other information relevant for decision making. | |

B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|---|
| | Transaction: | Purchase/ Sale of Goods/ Services |
| 1. | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | N.A. |
| 2. | Basis of determination of price. | <i>Goods are sold or purchased at market rate or cost plus profit where market rate is not available.</i> |
| 3. | In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following: | |
| | a. Amount of Trade advance | N.A. |
| | b. Tenure | N.A. |
| | c. Whether same is self-liquidating? | N.A. |

Table 1 for A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management | |
|--------|--|--|--------------------------|
| | | Purchase of Goods / Services | Sale of Goods / Services |
| | Transaction: | | |
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (Rs. in lakhs) | 8,01,115.00 | 8,00,565.00 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes | Yes |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | 206.57% | 206.43% |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | NA | NA |
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | 356.39% | 356.14% |

Table 2 for A(5): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management | |
|--------|--|---|--|
| | | Purchase of Goods / Services | Sale of Goods / Services |
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | | |
| 2 | Details of each type of the proposed transaction | a. Advisory Fees Advisory services include financial consulting, investment strategy formulation and risk management, ensuring informed decision-making for group entities. | a. Advisory Income Advisory services include financial consulting, investment strategy formulation, and risk management, |

| | | | |
|--|--|--|---|
| | | <p>b. Brokerage Expense and allied activities</p> <p>Abans Broking Services Private Limited is registered as stock-broker with regulatory authorities and provide stock broking facilities to other group entities.</p> <p>c. Cross Charge Expense</p> <p>Cross-charge expense is the allocation of shared service costs incurred by one entity to other group entities in proportion to their usage or benefit.</p> <p>d. Purchase of Goods</p> <p>Group entities engage in the purchase and sale of goods for various strategic reasons. These transactions enable subsidiaries and affiliates to expand into new markets by leveraging the established network and resources of related entities. Additionally, they help mitigate risks associated with third-party dealings, such as credit risk and contractual disputes.</p> <p>e. Rent Expense</p> <p>Rent charged for office premises owned by related entities to ensure operational continuity.</p> <p>f. Warehouse Charges</p> <p>Recovery of expenses from clients incurred for shared warehouse facilities used for inventory and business operations, which is paid by the brokers to the exchanges.</p> | <p>ensuring informed decision-making for group entities.</p> <p>b. Cross Charge Income</p> <p>Cross-charge income is the allocation of shared service costs incurred by one entity to other group entities in proportion to their usage or benefit.</p> <p>c. Rent Income</p> <p>Rental revenue earned from leasing office space to various group companies for their operational requirements.</p> <p>d. Sale of goods</p> <p>Group entities engage in the purchase and sale of goods for various strategic reasons. These transactions enable subsidiaries and affiliates to expand into new markets by leveraging the established network and resources of related entities. Additionally, they help mitigate risks associated with third-party dealings, such as credit risk and contractual disputes.</p> |
|--|--|--|---|

| | | | |
|---|---|---|---|
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | 1 Year | 1 Year |
| 4 | Whether omnibus approval is being sought? | Yes | Yes |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. (Rs. in lakhs) | 8,01,115.00 | 8,00,565.00 |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | <p>a. Advisory Fees</p> <p>Entities seek advisory from group companies to leverage specialized expertise, cost efficiencies, and aligned strategic goals. This ensures synergistic growth within the group framework.</p> <p>b. Brokerage Expense and allied activities</p> <p>Brokerage is charged as per the market rate on all trades by the broker and the same is adjusted against the payout to client.</p> <p>c. Cross Charge Expense</p> <p>Cross charge expense/(income) transactions are done at actuals to allocate the expense to group entities based on services availed by them.</p> <p>d. Purchase of Goods</p> <p>Goods are sold or purchased at market rate or cost plus profit where market rate is not available.</p> | <p>a. Advisory Income</p> <p>Entities seek advisory from group companies to leverage specialized expertise, cost efficiencies, and aligned strategic goals. This ensures synergistic growth within the group framework.</p> <p>b. Cross Charge Income</p> <p>Cross-charge income is the allocation of shared service costs incurred by one entity to other group entities in proportion to their usage or benefit.</p> <p>c. Rent Income</p> <p>These are annual contracts, and expense for these transactions are accounted on a monthly basis.</p> <p>d. Sale of goods</p> <p>Goods are sold or purchased at market rate or</p> |

| | | | |
|---|---|---|--|
| | | <p>e. Rent Expense</p> <p>These are annual contracts, and expense for these transactions are accounted on a monthly basis.</p> <p>f. Warehouse Charges</p> <p>These transactions are charged on a cost-to-cost basis.</p> | cost plus profit where market rate is not available. |
| 7 | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. | | |
| | <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control. | | |
| | a. Name of the director / KMP | Abhishek Bansal | Abhishek Bansal |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | 65.67% (Indirect) | 65.67% (Indirect) |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | NA | NA |
| 9 | Other information relevant for decision making. | NA | NA |

Item No. 3: To consider and approve Material Related Party Transaction(s) of Abans Enterprises Limited with Abans Commodities (I) Private Limited

Background and details:

Abans Commodities (I) Private Limited (“ACIPL”) is a part of the Promoter Group of Abans Enterprises Limited (“AEL”/ “Company”) and accordingly, a related party under Regulation 2(1)(zb) of the SEBI LODR Regulations.

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs. The Audit Committee has reviewed and taken note of the certificate placed before it provided by the Whole Time Director and Chief Financial Officer of AEL, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm’s length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for entering into RPTs with ACIPL to be entered into during FY 2026-27. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The 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. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions is enclosed below.

Details of the proposed transactions with ACIPL being a related party of the Company, including the information pursuant to Clause 4 of the Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

A(1): Basic details of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|--|
| 1 | Name of the related party | Abans Commodities (I) Private Limited |
| 2 | Country of incorporation of the related party | India |
| 3 | Nature of business of the related party | The company is primarily engaged in the business of investment, trading in securities and providing advisory services. It is registered with SEBI as an Investment Adviser (IA). |

A(2): Relationship and ownership of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|---|
| 1 | Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | Entity/Enterprises over which Promoter/KMP has significant influence, accordingly as per para 9a and 9b of Ind AS 24 the entity is a related party. |
| | <ul style="list-style-type: none"> Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. | N.A. |
| | <ul style="list-style-type: none"> Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). <p>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</p> | N.A. |

A(3): Details of previous transactions with the related party

| S. No. | Particulars of the information | Information provided by the management | |
|-------------|---|--|--|
| 1 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. | | |
| | Nature of Transactions | | FY 2024-2025 (Rs. in lakhs) |
| | a) Listed entity | | NIL |
| | b) Subsidiary (Abans Jewels Limited) | | |
| | Purchase of goods | | 1,768.20 |
| Rent Income | 1.31 | | |
| | <i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i> | | |
| 2 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. (Rs. in lakhs) | 1.68 | |
| 3 | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. | No | |

A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | Refer Table 1 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | |
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | |

| | | |
|---|--|--|
| 6 | Financial performance of the related party for the immediately preceding financial year: | |
| | Particulars | FY 2024-2025 (Rs. in lakhs) |
| | Turnover | 1,829.23 |
| | Profit After Tax | (68.84) |
| | Net worth | 1,597.57 |
| <i>Explanation: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i> | | |

A(5): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Refer Table 2 |
| 2 | Details of each type of the proposed transaction | |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | |
| 4 | Whether omnibus approval is being sought? | |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | |
| 7 | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control. | |
| | a. Name of the director / KMP | |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | |
| 9 | Other information relevant for decision making. | |

B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| | Transaction: | |
| 1. | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | N.A. |
| 2. | Basis of determination of price. | Goods are sold or purchased at market rate or cost plus profit where market rate is not available. |
| 3. | In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following: | |
| | a. Amount of Trade advance | N.A. |
| | b. Tenure | N.A. |
| | c. Whether same is self-liquidating? | N.A. |

Table 1 for A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management | |
|--------|---|--|--------------------------|
| | | Purchase of Goods / Services | Sale of Goods / Services |
| | Transaction: | | |
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (Rs. in lakhs) | 8,00,550.00 | 8,00,565.00 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes | Yes |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | 206.43% | 206.43% |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) (Rs. in lakhs) | NA | NA |

| | | | |
|---|--|-----------|-----------|
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | 43764.32% | 43765.14% |
|---|--|-----------|-----------|

Table 2 for A(5): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management | |
|--------|--|---|--|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Purchase of Goods / Services | Sale of Goods / Services |
| 2 | Details of each type of the proposed transaction | <p>a. Advisory Fees</p> <p>Entities seek advisory from group companies to leverage specialized expertise, cost efficiencies, and aligned strategic goals. This ensures synergistic growth within the group framework.</p> <p>b. Cross Charge Expense</p> <p>Cross charge expense transactions are done at actuals to allocate the expense to group entities based on services availed by them.</p> <p>c. Purchase of Goods</p> <p>Goods are sold or purchased at market rate or cost plus profit where market rate is not available.</p> | <p>a. Advisory Income</p> <p>Entities seek advisory from group companies to leverage specialized expertise, cost efficiencies, and aligned strategic goals. This ensures synergistic growth within the group framework.</p> <p>b. Cross Charge Income</p> <p>Cross charge(income) transactions are done at actuals to allocate the expense to group entities based on services availed by them.</p> <p>c. Rent Income</p> <p>These are annual contracts, and expense for these transactions are accounted on a monthly basis.</p> <p>d. Sale of goods</p> <p>Goods are sold or purchased at market</p> |

| | | | |
|---|---|---|---|
| | | | rate or cost plus profit where market rate is not available. |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | 1 Year | 1 Year |
| 4 | Whether omnibus approval is being sought? | Yes | Yes |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. (Rs. in lakhs) | 8,00,550.00 | 8,00,565.00 |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | <p>a. Advisory Fees</p> <p>Advisory services include financial consulting, investment strategy formulation, and risk management, ensuring informed decision-making for group entities.</p> <p>b. Cross Charge Expense</p> <p>Cross-charge expense/income is the allocation of shared service costs incurred by one entity to other group entities in proportion to their usage or benefit.</p> <p>c. Purchase of Goods</p> <p>Group entities engage in the purchase and sale of goods for various strategic reasons. These transactions enable subsidiaries and affiliates to expand into new markets by leveraging the established network and resources of related entities. Additionally, they help</p> | <p>a. Advisory Income</p> <p>Advisory services provided include financial consulting, investment strategy formulation, and risk management, ensuring informed decision-making for group entities.</p> <p>b. Cross Charge Income</p> <p>Cross-charge expense/income is the allocation of shared service costs incurred by one entity to other group entities in proportion to their usage or benefit.</p> <p>c. Rent Income</p> <p>Rental revenue earned from leasing office space to various group companies for their operational requirements.</p> <p>d. Sale of goods</p> <p>Group entities engage in the purchase</p> |

| | | | |
|---|---|--|---|
| | | mitigate risks associated with third-party dealings, such as credit risk and contractual disputes. | and sale of goods for various strategic reasons. These transactions enable subsidiaries and affiliates to expand into new markets by leveraging the established network and resources of related entities. Additionally, they help mitigate risks associated with third-party dealings, such as credit risk and contractual disputes. |
| 7 | <p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.</p> | | |
| | a. Name of the director / KMP | Abhishek Bansal | Abhishek Bansal |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | 65.66% | 65.66% |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | NA | NA |
| 9 | Other information relevant for decision making. | NA | NA |

Item No. 4: To consider and approve Material Related Party Transaction(s) of Abans Enterprises Limited with Abans Finance Private Limited

Background and details:

Abans Finance Private Limited (“AFPL”) is a part of the Promoter Group of Abans Enterprises Limited (“AEL”/ “Company”) and accordingly, a related party under Regulation 2(1)(zb) of the SEBI LODR Regulations.

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs. The Audit Committee has reviewed and taken note of the certificate placed before it provided by the Whole Time Director and Chief Financial Officer of AEL, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm’s length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for entering into RPTs with AFPL to be entered into during FY 2026-27. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The 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. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions is enclosed below.

Details of the proposed transactions with AFPL being a related party of the Company, including the information pursuant to Clause 4 of the Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

A(1): Basic details of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|---|
| 1 | Name of the related party | Abans Finance Private Limited |
| 2 | Country of incorporation of the related party | India |
| 3 | Nature of business of the related party | The Company is primarily engaged in the business of financing and Investment which includes Corporate finance, Trade finance and providing Business & Retail Loans, unsecured as well as secured against collateral security, investment in government security and bonds. The major source of income for the company is interest from loan and earnings from investment. |

A(2): Relationship and ownership of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|---|
| 1 | Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | Entity/Enterprises over which Promoter/KMP has significant influence, accordingly as per para 9a and 9b of Ind AS 24 the entity is a related party. |
| | • Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. | N.A. |
| | • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | N.A. |
| | • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered. | N.A. |

A(3): Details of previous transactions with the related party

| S. No. | Particulars of the information | Information provided by the management |
|--|---|--|
| 1 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. | |
| | Nature of Transactions | FY 2024-2025 (Rs. in lakhs) |
| | a) Listed Entity | |
| | Interest Expense | 437.64 |
| | Loan Taken | 78,611.85 |
| | Rent Expense | 10.46 |
| | Repayment of Loan Taken | 75,509.90 |
| | b) Subsidiary (Abans Jewels Limited) | |
| | Interest Expense | 467.72 |
| | Loan Taken | 1,31,251.30 |
| | Purchase of Financial Instruments | 6,254.75 |
| | Reimbursement of Expenses | 0.25 |
| | Rent expense | 10.46 |
| | Rent Income | 10.46 |
| | Repayment of Loan Taken | 1,33,140.35 |
| | Sale of Financial Instruments | 6,361.57 |
| <i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i> | | |
| 2 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. (Rs. in lakhs) | 4,35,978.03 |
| 3 | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. | No |

A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | | Information provided by the management |
|--|--|--|--|
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | | Refer Table 1 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | | |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | | |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | | |
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | | |
| 6 | Financial performance of the related party for the immediately preceding financial year: | | |
| | Particulars | FY 2024-2025 (Rs. in lakhs) | |
| | Turnover | 13,138.53 | |
| | Profit After Tax | 3,344.24 | |
| | Net worth | 31,413.67 | |
| <i>Explanation: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i> | | | |

A(5): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Refer Table 2 |
| 2 | Details of each type of the proposed transaction | |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | |
| 4 | Whether omnibus approval is being sought? | |

| | |
|---|--|
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity |
| 7 | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. |
| | <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control. |
| | a. Name of the director / KMP |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. |
| 9 | Other information relevant for decision making. |

B(5): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|---|
| 1. | Material covenants of the proposed transaction | Borrowings made by Listed entity and its related finance cost on borrowings |
| 2. | Interest rate (<i>in terms of numerical value or base rate and applicable spread</i>) | Interest rates, typically ranging from 11% to 12%, subject to potential revisions influenced by monetary policies and industry competition. Importantly, the lending rates are consistently maintained at arm's length, emphasizing fairness and adherence to industry standards. |
| 3. | Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i> | |
| 4. | Maturity / due date | 1 Year |
| 5. | Repayment schedule & terms | Repayment on demand |
| 6. | Whether secured or unsecured | Unsecured |
| 7. | If secured, the nature of security & security coverage ratio | NA |
| 8. | The purpose for which the funds will be utilized by the listed entity / subsidiary | The funds shall be utilised by the listed company for meeting working capital requirements required to ensure smooth and efficient conduct of its day-to-day operations. |

C(4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|--|
| 1. | Debt to Equity Ratio of the listed entity based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.</i> | |
| | a. Before transaction | 3.34 |
| | b. After transaction | NA |
| 2. | Debt Service Coverage Ratio of the listed entity based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.</i> | |
| | a. Before transaction | 0.12 |
| | b. After transaction | NA |

Table 1 for A(1): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| | Transaction: | Borrowings (Loans & Securities) |
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders. (Rs. in lakhs) | 4,00,000.00 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | 103.14% |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) (Rs. in lakhs) | NA |
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | 2836.94% |

Table 2 for A(2): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|--|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Borrowings (Loans & Securities) |
| 2 | Details of each type of the proposed transaction | <p>These Loans are facilitated to empower the group's business ventures.</p> <p>It's crucial to emphasize that the loan disbursement process for related parties mirrors that of external entities. This underscores our commitment to maintaining an arm's length transaction approach, ensuring fairness and transparency in financial dealings across all parties involved. Group entities may require immediate funding to meet operational expenses given on short term basis and carries no interest. An advance ensures timely access to funds without disrupting operations.</p> |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | 1 Year |
| 4 | Whether omnibus approval is being sought? | Yes |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. (Rs. in lakhs) | 4,00,000.00 |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | <p>Unsecured loan, Rate of interest is at 11-12%, tenure is 1 year and repayment is on demand. These loans are extended to support the operational and strategic needs. The disbursement process follows the same due diligence and approval standards as external transactions, maintaining arm's length principles and transparency. By facilitating short-term, funding where necessary, the listed entity safeguards the efficiency and performance of its subsidiaries, thereby protecting and enhancing overall group value.</p> |

| | | |
|---|---|-----------------|
| 7 | <p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.</p> | |
| | a. Name of the director / KMP | Abhishek Bansal |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | 67.06% |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | NA |
| 9 | Other information relevant for decision making. | NA |

Item No. 5: To consider and approve Material Related Party Transaction(s) of Abans Enterprises Limited with Abans Fintrade Private Limited

Background and details:

Abans Fintrade Private Limited (“AFTPL”) is a part of the Promoter Group of Abans Enterprises Limited (“AEL”/ “Company”) and accordingly, a related party under Regulation 2(1)(zb) of the SEBI LODR Regulations.

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs. The Audit Committee has reviewed and taken note of the certificate placed before it provided by the Whole Time Director and Chief Financial Officer of AEL, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm’s length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for entering into RPTs with AFTPL to be entered into during FY 2026-27. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The 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. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions is enclosed below.

Details of the proposed transactions with AFTPL being a related party of the Company, including the information pursuant to Clause 4 of the Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

A(1): Basic details of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|--|
| 1 | Name of the related party | Abans Fintrade Private Limited |
| 2 | Country of incorporation of the related party | India |
| 3 | Nature of business of the related party | The principal activity of company is export and import of precious / semi precious stone studded gold and silver jewellery from it's unit located in Special economic Zone. The Company also trades in debentures, securities and enters in to derivative contracts on recognised stock exchanges. |

A(2): Relationship and ownership of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|---|
| 1 | Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | Entity/Enterprises over which Promoter/KMP has significant influence, accordingly as per para 9a and 9b of Ind AS 24 the entity is a related party. |
| | • Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. | N.A. |
| | • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | N.A. |
| | • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered. | N.A. |

A(3): Details of previous transactions with the related party

| S. No. | Particulars of the information | | Information provided by the management | |
|--|---|------------------------------------|--|----------|
| 1 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. | | | |
| | Nature of Transactions | FY 2024-2025 (Rs. in lakhs) | | |
| | a) Listed Entity | | | Nil |
| | b) Subsidiary (Abans Jewels Limited) | | | |
| | Debt Securities issued during the period | | | 700.00 |
| | Finance Cost on Debentures | | | 49.48 |
| | Purchase of goods | | | 9,869.06 |
| | Rent Income | | | 2.62 |
| | Sale of Financial Instruments | | | 2,158.47 |
| Sale of goods | | 28,488.66 | | |
| <i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i> | | | | |
| 2 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. (Rs. in lakhs) | | 48,427.70 | |
| 3 | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. | | No | |

A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | | Information provided by the management |
|--------|--|--|--|
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | | Refer Table 1 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | | |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | | |

| | | |
|---|--|--|
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | |
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | |
| 6 | Financial performance of the related party for the immediately preceding financial year: | |
| | Particulars | FY 2024-2025 (Rs. in lakhs) |
| | Turnover | 1,48,192.79 |
| | Profit After Tax | 3,447.86 |
| | Net worth | 34,711.59 |
| | <i>Explanation: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i> | |

A(5): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Refer Table 2 |
| 2 | Details of each type of the proposed transaction | |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | |
| 4 | Whether omnibus approval is being sought? | |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | |
| 7 | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i> | |
| | a. Name of the director / KMP | |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | |
| 9 | Other information relevant for decision making. | |

B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

| S. No. | Particulars of the information | Information provided by the management | |
|--------|--|--|--|
| | | Transaction: | |
| | | Purchase / Sale of Goods / Services | |
| 1. | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | N.A. | |
| 2. | Basis of determination of price. | Goods are sold or purchased at market rate or cost plus profit where market rate is not available. | |
| 3. | In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following: | | |
| | a. Amount of Trade advance | N.A. | |
| | b. Tenure | N.A. | |
| | c. Whether same is self-liquidating? | N.A. | |

Table 1 for A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management | |
|--------|--|--|--------------------------|
| | | Purchase of Goods / Services | Sale of Goods / Services |
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (Rs. in lakhs) | 8,00,550.00 | 8,00,565.00 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes | Yes |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | 206.43% | 206.43% |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | NA | NA |

| | | | |
|---|--|---------|---------|
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | 540.21% | 540.22% |
|---|--|---------|---------|

Table 2 for A(5) Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management | |
|--------|---|---|---|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.) | Purchase of Goods / Services | Sale of Goods / Services |
| 2 | Details of each type of the proposed transaction | <p>a. Advisory Fees</p> <p>Entities seek advisory from group companies to leverage specialized expertise, cost efficiencies, and aligned strategic goals. This ensures synergistic growth within the group framework.</p> <p>b. Cross Charge Expenses</p> <p>Cross charge expense/(income) transactions are done at actuals to allocate the expense to group entities based on services availed by them.</p> <p>c. Purchase of Goods</p> <p>Goods are sold or purchased at market rate or cost plus profit where market rate is not available.</p> | <p>a. Advisory Income</p> <p>Entities seek advisory from group companies to leverage specialized expertise, cost efficiencies, and aligned strategic goals. This ensures synergistic growth within the group framework.</p> <p>b. Cross Charge Income</p> <p>Cross charge expense/(income) transactions are done at actuals to allocate the expense to group entities based on services availed by them.</p> <p>c. Rent Income</p> <p>These are annual contracts, and expense for these transactions are accounted on a monthly basis.</p> |

| | | | |
|---|---|---|--|
| | | | <p>d. Sale of goods/ services</p> <p>Goods are sold or purchased at market rate or cost plus profit where market rate is not available.</p> |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | 1 Year | 1 Year |
| 4 | Whether omnibus approval is being sought? | Yes | Yes |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. (Rs. in lakhs) | 8,00,550.00 | 8,00,565.00 |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | <p>a. Advisory Fees</p> <p>Advisory services include financial consulting, investment strategy formulation, and risk management, ensuring informed decision-making for group entities.</p> <p>b. Cross Charge Expenses</p> <p>Cross-charge expense is the allocation of shared service costs incurred by one entity to other group entities in proportion to their usage or benefit.</p> <p>c. Purchase of Goods</p> <p>Group entities engage in the purchase and sale of goods for various strategic reasons. These transactions enable subsidiaries and affiliates to expand into new markets by leveraging the established network and resources of related entities. Additionally,</p> | <p>a. Advisory Income</p> <p>Advisory services include financial consulting, investment strategy formulation, and risk management, ensuring informed decision-making for group entities.</p> <p>b. Cross Charge Income</p> <p>Cross-charge expense/income is the allocation of shared service costs incurred by one entity to other group entities in proportion to their usage or benefit.</p> <p>c. Rent Income</p> <p>Rental revenue earned from leasing office space to various group companies for their operational requirements.</p> |

| | | | |
|---|---|--|---|
| | | they help mitigate risks associated with third-party dealings, such as credit risk and contractual disputes. | d. Sale of goods/services Group entities engage in the purchase and sale of goods for various strategic reasons. These transactions enable subsidiaries and affiliates to expand into new markets by leveraging the established network and resources of related entities. Additionally, they help mitigate risks associated with third-party dealings, such as credit risk and contractual disputes. |
| 7 | <p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.</p> | | |
| | a. Name of the director / KMP | Abhishek Bansal | Abhishek Bansal |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | 97.06% (Direct) | 97.06% (Direct) |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | NA | NA |
| 9 | Other information relevant for decision making. | NA | NA |

Item No. 6: To consider and approve Material Related Party Transaction(s) of Abans Enterprises Limited with Abans Metals Private Limited

Background and details:

Abans Metals Private Limited (“AMPL”) is a part of the Promoter Group of Abans Enterprises Limited (“AEL”/ “Company”) and accordingly, a related party under Regulation 2(1)(zb) of the SEBI LODR Regulations.

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs. The Audit Committee has reviewed and taken note of the certificate placed before it provided by the Whole Time Director and Chief Financial Officer of AEL, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm’s length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for entering into RPTs with AMPL to be entered into during FY 2026-27. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The 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. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions is enclosed below.

Details of the proposed transactions with AMPL being a related party of the Company, including the information pursuant to Clause 4 of the Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

A(1): Basic details of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|--|
| 1 | Name of the related party | Abans Metals Private Limited |
| 2 | Country of incorporation of the related party | India |
| 3 | Nature of business of the related party | The principal activities of the company consist of to carry on business as traders, importer in all kind of commodities including agricultural products, metals including precious metals, semi precious metals, metals products, precious stones and diamonds, trading in securities and derivative contracts on recognised stock exchanges in India. |

A(2): Relationship and ownership of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|---|
| 1 | Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | Entity/Enterprises over which Promoter/KMP has significant influence, accordingly as per para 9a and 9b of Ind AS 24 the entity is a related party. |
| | • Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. | N.A. |
| | • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | N.A. |
| | • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered. | N.A. |

A(3): Details of previous transactions with the related party

| S. No. | Particulars of the information | Information provided by the management | |
|---------------|--|--|------------------------------------|
| 1 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. | | |
| | Nature of Transactions | | FY 2024-2025 (Rs. in lakhs) |
| | a) Listed Entity | | |
| | Purchase of goods | | 4,677.97 |
| | Sale of goods | | 13.38 |
| | b) Subsidiary (Abans Jewels Limited) | | |
| | Purchase of Financial Instruments | | 7,485.51 |
| | Purchase of goods | | 13,246.85 |
| | Rent Income | | 2.62 |
| | Sale of Financial Instruments | | 3,680.74 |
| Sale of goods | 25,015.38 | | |
| | <i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i> | | |
| 2 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.(Rs. In Lakhs) | 1,38,593.03 | |
| 3 | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. | No | |

A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | Refer Table 1 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | |

| | | |
|---|--|--|
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | |
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | |
| 6 | Financial performance of the related party for the immediately preceding financial year: | |
| | Particulars | FY 2024-2025 (Rs. in lakhs) |
| | Turnover | 1,34,752.20 |
| | Profit After Tax | 198.43 |
| | Net worth | 321.42 |
| | <i>Explanation: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i> | |

A(5): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Refer Table 2 |
| 2 | Details of each type of the proposed transaction | |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | |
| 4 | Whether omnibus approval is being sought? | |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | |
| 7 | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. | |
| | <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control. | |
| | a. Name of the director / KMP | |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | |
| 9 | Other information relevant for decision making. | |

B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| | Transaction: | Purchase/ Sale of Goods/ Services |
| 1. | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | N.A. |
| 2. | Basis of determination of price. | Goods are sold or purchased at market rate or cost plus profit where market rate is not available. |
| 3. | In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following: | |
| | a. Amount of Trade advance | N.A. |
| | b. Tenure | N.A. |
| | c. Whether same is self-liquidating? | N.A. |

Table 1 for A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management | Information provided by the management |
|--------|--|--|--|
| | | Purchase of Goods / Services | Sale of Goods / Services |
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (Rs. in lakhs) | 8,00,550.00 | 8,00,565.00 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes | Yes |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | 206.43% | 206.43% |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | NA | NA |

| | | | |
|---|--|---------|---------|
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | 594.09% | 594.10% |
|---|--|---------|---------|

Table 2 for A(5): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management | Information provided by the management |
|--------|--|---|--|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Purchase of Goods / Services | Sale of Goods / Services |
| 2 | Details of each type of the proposed transaction | <p>a. Advisory Fees</p> <p>Entities seek advisory from group companies to leverage specialized expertise, cost efficiencies, and aligned strategic goals. This ensures synergistic growth within the group framework.</p> <p>b. Cross Charge Expense</p> <p>Cross charge expense transactions are done at actuals to allocate the expense to group entities based on services availed by them.</p> <p>c. Purchase of Goods</p> <p>Goods are sold or purchased at market rate or cost plus profit where market rate is not available.</p> | <p>a. Advisory Income</p> <p>Entities seek advisory from group companies to leverage specialized expertise, cost efficiencies, and aligned strategic goals. This ensures synergistic growth within the group framework.</p> <p>b. Cross Charge Income</p> <p>Cross charge(income) transactions are done at actuals to allocate the expense to group entities based on services availed by them.</p> <p>c. Rent Income</p> <p>These are annual contracts, and expense for these transactions are accounted on a monthly basis.</p> |

| | | | |
|---|--|--|---|
| | | | <p>d. Sale of goods</p> <p>Goods are sold or purchased at market rate or cost plus profit where market rate is not available.</p> |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | 1 Year | 1 Year |
| 4 | Whether omnibus approval is being sought? | Yes | Yes |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. (Rs. in lakhs) | 8,00,550.00 | 8,00,565.00 |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | <p>a. Advisory Fees</p> <p>Advisory services include financial consulting, investment strategy formulation, and risk management, ensuring informed decision-making for group entities.</p> <p>b. Cross Charge Expense</p> <p>Cross-charge expense/income is the allocation of shared service costs incurred by one entity to other group entities in proportion to their usage or benefit.</p> <p>c. Purchase of Goods</p> <p>Group entities engage in the purchase and sale of goods for various strategic reasons. These transactions enable subsidiaries and</p> | <p>a. Advisory Income</p> <p>Advisory services include financial consulting, investment strategy formulation, and risk management, ensuring informed decision-making for group entities.</p> <p>b. Cross Charge Income</p> <p>Cross-charge expense/income is the allocation of shared service costs incurred by one entity to other group entities in proportion to their usage or benefit.</p> <p>c. Rent Income</p> <p>Rental revenue earned from leasing office space to various group companies for their operational requirements</p> |

| | | | |
|---|--|---|--|
| | | affiliates to expand into new markets by leveraging the established network and resources of related entities. Additionally, they help mitigate risks associated with third-party dealings, such as credit risk and contractual disputes. | d. Sale of goods Group entities engage in the purchase and sale of goods for various strategic reasons. These transactions enable subsidiaries and affiliates to expand into new markets by leveraging the established network and resources of related entities. Additionally, they help mitigate risks associated with third-party dealings, such as credit risk and contractual disputes. |
| 7 | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control. | | |
| | a. Name of the director / KMP | Abhishek Bansal | Abhishek Bansal |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | 99.99% (Direct) | 99.99% (Direct) |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | NA | NA |
| 9 | Other information relevant for decision making. | NA | NA |

Item No. 7: To consider and approve Material Related Party Transaction(s) of Abans Enterprises Limited with Abans Securities Private Limited

Background and details:

Abans Securities Private Limited (“ASPL”) is a part of the Promoter Group of Abans Enterprises Limited (“AEL”/ “Company”) and accordingly, a related party under Regulation 2(1)(zb) of the SEBI LODR Regulations.

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs. The Audit Committee has reviewed and taken note of the certificate placed before it provided by the Whole Time Director and Chief Financial Officer of AEL, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm’s length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for entering into RPTs with ASPL to be entered into during FY 2026-27. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The 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. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions is enclosed below.

Details of the proposed transactions with ASPL being a related party of the Company, including the information pursuant to Clause 4 of the Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

A(1): Basic details of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|--|
| 1 | Name of the related party | Abans Securities Private Limited |
| 2 | Country of incorporation of the related party | India |
| 3 | Nature of business of the related party | The company acts as a stock broker and commodities broker to execute proprietary trades and also trades on behalf of its clients and also trades in physical commodity. It is registered with Central Depository Services (India) Limited in the capacity of Depository Participant. |

A(2): Relationship and ownership of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|---|
| 1 | Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | Entity/Enterprises over which Promoter/KMP has significant influence, accordingly as per para 9a and 9b of Ind AS 24 the entity is a related party. |
| | • Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. | N.A. |
| | • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | N.A. |
| | • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered. | N.A. |

A(3): Details of previous transactions with the related party

| S. No. | Particulars of the information | | Information provided by the management | |
|---|--|--------------------------------|--|----------|
| 1 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. | | | |
| | Nature of Transactions | FY 2024-2025 (Rs. in lakhs) | | |
| | a) Listed Entity | | | |
| | b) Subsidiary (Abans Jewels Limited) | | | |
| | Brokerage Expense and allied activities | | | 6.74 |
| | Purchase of Financial Instruments | | | 516.64 |
| | Rent Income | | | 10.46 |
| | Sale of goods | | | 4,328.12 |
| <i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i> | | | | |
| 2 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. (Rs. in lakhs) | | 44,148.35 | |
| 3 | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. | | No | |

A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | Refer Table 1 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | |

| | | |
|---|--|--|
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | |
| 6 | Financial performance of the related party for the immediately preceding financial year: | |
| | Particulars | FY 2024-2025 (Rs. in lakhs) |
| | Turnover | 23,757.89 |
| | Profit After Tax | 375.99 |
| | Net worth | 4,247.13 |
| | <i>Explanation: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i> | |

A(5): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Refer Table 2 |
| 2 | Details of each type of the proposed transaction | |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | |
| 4 | Whether omnibus approval is being sought? | |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | |
| 7 | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. | |
| | <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control. | |
| | a. Name of the director / KMP | |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | |
| 9 | Other information relevant for decision making. | |

B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| | Transaction: | Purchase/ Sale of Goods/ Services |
| 1. | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | N.A. |
| 2. | Basis of determination of price | Goods are sold or purchased at market rate or cost plus profit where market rate is not available. |
| 3. | In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following: | |
| | a. Amount of Trade advance | N.A. |
| | b. Tenure | N.A. |
| | c. Whether same is self-liquidating? | N.A. |

Table 1 for A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management | |
|--------|--|--|--------------------------|
| | | Purchase of Goods / Services | Sale of Goods / Services |
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (Rs. in lakhs) | 8,01,050.00 | 8,00,565.00 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes | Yes |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | 206.55% | 206.43% |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | NA | NA |

| | | | |
|---|--|----------|----------|
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | 3371.72% | 3369.68% |
|---|--|----------|----------|

Table 2 for A(5): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management | |
|--------|--|--|---|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Purchase of Goods / Services | Sale of Goods / Services |
| 2 | Details of each type of the proposed transaction | <p>a. Advisory Fees</p> <p>Entities seek advisory from group companies to leverage specialized expertise, cost efficiencies, and aligned strategic goals. This ensures synergistic growth within the group framework.</p> <p>b. Brokerage Expense and allied activities</p> <p>Abans Services Private Limited is registered as stock-broker with regulatory authorities and provide stock broking facilitates to other group entities.</p> <p>c. Cross Charge Expenses</p> <p>Cross charge expense/(income) transactions are done at actuals to allocate the expense to group entities based on services availed by them.</p> | <p>a. Advisory Income</p> <p>Entities seek advisory from group companies to leverage specialized expertise, cost efficiencies, and aligned strategic goals. This ensures synergistic growth within the group framework.</p> <p>b. Cross Charge Income</p> <p>Cross charge expense/(income) transactions are done at actuals to allocate the expense to group entities based on services availed by them.</p> <p>c. Rent Income</p> <p>These are annual contracts, and expense for these transactions are accounted on a monthly basis.</p> |

| | | | |
|---|---|---|---|
| | | d. Purchase of Goods Goods are sold or purchased at market rate or cost plus profit where market rate is not available. | d. Sale of goods/ services Goods are sold or purchased at market rate or cost plus profit where market rate is not available. |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | 1 Year | 1 Year |
| 4 | Whether omnibus approval is being sought? | Yes | Yes |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. (Rs. in lakhs) | 8,01,050.00 | 8,00,565.00 |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | a. Advisory Fees Advisory services include financial consulting, investment strategy formulation, and risk management, ensuring informed decision-making for group entities. b. Brokerage expenses and allied activities Brokerage is charged as per the market rate on all trades by the broker and the same is adjusted against the payout to client. c. Cross Charge Expenses Cross-charge expense is the allocation of shared service costs incurred by one entity to other group entities in proportion to their usage or benefit. | a. Advisory Income Advisory services include financial consulting, investment strategy formulation, and risk management, ensuring informed decision-making for group entities. b. Cross Charge Income Cross-charge expense/income is the allocation of shared service costs incurred by one entity to other group entities in proportion to their usage or benefit. c. Rent Income Rental revenue earned from leasing office space to various group companies for their operational requirements. |

| | | d. Purchase of Goods | d. Sale of goods/services |
|---|---|---|---|
| | | Group entities engage in the purchase and sale of goods for various strategic reasons. These transactions enable subsidiaries and affiliates to expand into new markets by leveraging the established network and resources of related entities. Additionally, they help mitigate risks associated with third-party dealings, such as credit risk and contractual disputes. | Group entities engage in the purchase and sale of goods for various strategic reasons. These transactions enable subsidiaries and affiliates to expand into new markets by leveraging the established network and resources of related entities. Additionally, they help mitigate risks associated with third-party dealings, such as credit risk and contractual disputes. |
| 7 | <p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.</p> | | |
| | a. Name of the director / KMP | Abhishek Bansal | Abhishek Bansal |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | 65.67% (Indirect) | 65.67% (Indirect) |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | NA | NA |
| 9 | Other information relevant for decision making. | NA | NA |

Item No. 8: To consider and approve Material Related Party Transaction(s) of Abans Enterprises Limited with Lifesurge Trading Private Limited

Background and details:

Lifesurge Trading Private Limited (“LTPL”) is a part of the Promoter Group of Abans Enterprises Limited (“AEL”/ “Company”) and accordingly, a related party under Regulation 2(1)(zb) of the SEBI LODR Regulations.

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs. The Audit Committee has reviewed and taken note of the certificate placed before it provided by the Whole Time Director and Chief Financial Officer of AEL, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm’s length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for entering into RPTs with LTPL to be entered into during FY 2026-27. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The 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. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions is enclosed below.

Details of the proposed transactions with LTPL being a related party of the Company, including the information pursuant to Clause 4 of the Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

A(5): Basic details of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|--|
| 1 | Name of the related party | Lifesurge Trading Private Limited |
| 2 | Country of incorporation of the related party | India |
| 3 | Nature of business of the related party | The principal activities of the company consist of to carry on business as traders in all kind of commodities like bullion, precious metals, semi precious metals, metals products and trading in securites and derivative contracts on recognised stock exchanges in India. |

A(2): Relationship and ownership of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|---|
| 1 | Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | Entity/Enterprises over which Promoter/KMP has significant influence, accordingly as per para 9a and 9b of Ind AS 24 the entity is a related party. |
| | • Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. | N.A. |
| | • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | N.A. |

| | | |
|--|--|------|
| | <ul style="list-style-type: none"> • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). <p>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.</p> <p>While calculating indirect shareholding, shareholding held by relatives shall also be considered.</p> | N.A. |
|--|--|------|

A(3): Details of previous transactions with the related party

| S. No. | Particulars of the information | Information provided by the management | |
|--------|---|--|------------------------------------|
| 1 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. | | |
| | Nature of Transactions | | FY 2024-2025 (Rs. in lakhs) |
| | a) Listed entity | | NIL |
| | b) Subsidiary (Abans Jewels Limited) | | |
| | Purchase of Financial Instruments | | 5,481.20 |
| | Rent Income | | 122.82 |
| | Sale of goods | | 7,802.96 |
| | <i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i> | | |
| 2 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. (Rs. in lakhs) | 3,479.88 | |
| 3 | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. | No | |

A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management |
|--|--|--|
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | Refer Table 1 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | |
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | |
| 6 | Financial performance of the related party for the immediately preceding financial year: | |
| | Particulars | FY 2024-2025 (Rs. in lakhs) |
| | Turnover | 41,001.58 |
| | Profit After Tax | 1,408.16 |
| | Net worth | 859.65 |
| <i>Explanation: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i> | | |

A(5): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Refer Table 2 |
| 2 | Details of each type of the proposed transaction | |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | |
| 4 | Whether omnibus approval is being sought? | |

| | | |
|---|--|--|
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | |
| 7 | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. | |
| | <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control. | |
| | a. Name of the director / KMP | |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | |
| 9 | Other information relevant for decision making. | |

B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

| S. No. | Particulars of the information | Information provided by the management |
|--------------|--|--|
| Transaction: | | Purchase/ Sale of Goods/ Services |
| 1. | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | N.A. |
| 2. | Basis of determination of price. | Goods are sold or purchased at market rate or cost plus profit where market rate is not available. |
| 3. | In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following: | |
| | a. Amount of Trade advance | N.A. |
| | b. Tenure | N.A. |
| | c. Whether same is self-liquidating? | N.A. |

Table 1 for A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management | |
|--------|--|--|--------------------------|
| | | Purchase of Goods / Services | Sale of Goods / Services |
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (Rs. in lakhs) | 8,00,550.00 | 8,00,565.00 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes | Yes |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | 206.43% | 206.43% |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | NA | NA |
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | 1952.49% | 1952.52% |

Table 2 for A(5): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management | Information provided by the management |
|--------|--|--|--|
| | | Purchase of Goods / Services | Sale of Goods / Services |
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | | |
| 2 | Details of each type of the proposed transaction | <p>a. Advisory Fees</p> <p>Entities seek advisory from group companies to leverage specialized expertise, cost efficiencies, and aligned strategic goals. This ensures synergistic growth within the group framework.</p> | <p>a. Advisory Income</p> <p>Entities seek advisory from group companies to leverage specialized expertise, cost efficiencies, and aligned strategic goals. This ensures synergistic growth within the group framework.</p> |

| | | | |
|---|---|--|---|
| | | <p>b. Cross Charge Expense</p> <p>Cross charge expense transactions are done at actuals to allocate the expense to group entities based on services availed by them.</p> <p>c. Purchase of Goods</p> <p>Goods are sold or purchased at market rate or cost plus profit where market rate is not available.</p> | <p>b. Cross Charge Income</p> <p>Cross charge (income) transactions are done at actuals to allocate the expense to group entities based on services availed by them.</p> <p>c. Rent Income</p> <p>These are annual contracts, and expense for these transactions are accounted on a monthly basis.</p> <p>d. Sale of goods</p> <p>Goods are sold or purchased at market rate or cost plus profit where market rate is not available.</p> |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | 1 Year | 1 Year |
| 4 | Whether omnibus approval is being sought? | Yes | Yes |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. (Rs. in lakhs) | 8,00,550.00 | 8,00,565.00 |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | <p>a. Advisory Fees</p> <p>Advisory services include financial consulting, investment strategy formulation, and risk management, ensuring informed decision-making for group entities.</p> | <p>a. Advisory Income</p> <p>Advisory services include financial consulting, investment strategy formulation, and risk management, ensuring informed decision-making for group entities.</p> |

| | | | |
|---|---|--|--|
| | | <p>b. Cross Charge Expense</p> <p>Cross-charge expense/income is the allocation of shared service costs incurred by one entity to other group entities in proportion to their usage or benefit.</p> <p>c. Purchase of Goods</p> <p>Group entities engage in the purchase and sale of goods for various strategic reasons. These transactions enable subsidiaries and affiliates to expand into new markets by leveraging the established network and resources of related entities. Additionally, they help mitigate risks associated with third-party dealings, such as credit risk and contractual disputes.</p> | <p>b. Cross Charge Income</p> <p>Cross-charge expense/income is the allocation of shared service costs incurred by one entity to other group entities in proportion to their usage or benefit.</p> <p>c. Rent Income</p> <p>Rental revenue earned from leasing office space to various group companies for their operational requirements.</p> <p>d. Sale of goods</p> <p>Group entities engage in the purchase and sale of goods for various strategic reasons. These transactions enable subsidiaries and affiliates to expand into new markets by leveraging the established network and resources of related entities. Additionally, they help mitigate risks associated with third-party dealings, such as credit risk and contractual disputes.</p> |
| 7 | <p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.</p> | | |

| | | | |
|---|---|-----------------|-----------------|
| | a. Name of the director / KMP | Abhishek Bansal | Abhishek Bansal |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | 99.99% (Direct) | 99.99% (Direct) |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | NA | NA |
| 9 | Other information relevant for decision making. | NA | NA |

Item No. 9: To consider and approve Material Related Party Transaction(s) of Abans Enterprises Limited with Mr. Abhishek Bansal, Promoter of Abans Enterprises Limited

Background and details:

Mr. Abhishek Bansal is the Promoter of Abans Enterprises Limited (“AEL”/ “Company”) and accordingly, a related party under Regulation 2(1)(zb) of the SEBI LODR Regulations.

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs. The Audit Committee has reviewed and taken note of the certificate placed before it provided by the Whole Time Director and Chief Financial Officer of AEL, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm’s length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for entering into RPTs with Mr. Abhishek Bansal to be entered into during FY 2026-27. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The 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. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions is enclosed below.

Details of the proposed transactions with Mr. Abhishek Bansal being a related party of the Company, including the information pursuant to Clause 4 of the Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

A(1): Basic details of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|--|
| 1 | Name of the related party | Abhishek Bansal |
| 2 | Country of incorporation of the related party | India |
| 3 | Nature of business of the related party | Abhishek Bansal is engaged in trading in Immovable properties, precious metals like gold, silver etc., Financial Instruments such as Derivatives and investments in listed and unlisted shares of companies. |

A(2): Relationship and ownership of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|---|
| 1 | Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | A person having significance influence over the reporting entity, accordingly as per para 9a of Ind AS 24 the entity is a related party |
| | • Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. | N.A. |
| | • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary). | N.A. |
| | • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered. | 74.56% |

A(3): Details of previous transactions with the related party

| S. No. | Particulars of the information | Information provided by the management | |
|--------|--|--|--|
| 1 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. | | |
| | Nature of Transactions | | FY 2024-2025 (Rs. in lakhs) |
| | a) Listed Entity | | |
| | Rent Expenses | | 0.36 |
| | Personal Guarantee Taken- outstanding balance as at end of the period | | 5,000.00 |
| | b) Subsidiary (Abans Jewels Limited) | | |
| | Rent Expense | | 0.60 |
| | Rent Income | | 1.31 |
| | Personal Guarantee Taken- outstanding balance as at end of the period | | 3,608.00 |
| | Sale of Financial Instruments | | 507.47 |
| | <i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i> | | |
| 2 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.(Rs. in lakhs) | 1502.40 | |
| 3 | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. | No | |

A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | |

| | | |
|--|--|--|
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | |
| 6 | Financial performance of the related party for the immediately preceding financial year: | |
| | Particulars | FY 2024-2025 (Rs. in lakhs) |
| | Turnover | 389.60 |
| | Profit After Tax | 563.73 |
| | Owner's Fund | 20,698.04 |
| <i>Explanation: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i> | | |

A(5): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Refer Table 2 |
| 2 | Details of each type of the proposed transaction | |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | |
| 4 | Whether omnibus approval is being sought? | |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | |
| 7 | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. | |
| | <i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i> | |
| | a. Name of the director / KMP | |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | |
| 9 | Other information relevant for decision making. | |

B(5): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|---|
| 1. | Material covenants of the proposed transaction | Borrowings made by Listed entity and finance cost on borrowings |
| 2. | Interest rate (<i>in terms of numerical value or base rate and applicable spread</i>) | Interest rates, typically ranging from 11% to 12%, subject to potential revisions influenced by monetary policies and industry competition. Importantly, the lending rates are consistently maintained at arm's length, emphasizing fairness and adherence to industry standards. |
| 3. | Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i> | |
| 4. | Maturity / due date | 1 year |
| 5. | Repayment schedule & terms | On Demand |
| 6. | Whether secured or unsecured | Unsecured |
| 7. | If secured, the nature of security & security coverage ratio | NA |
| 8. | The purpose for which the funds will be utilized by the listed entity / subsidiary | The funds shall be utilised by the listed company for meeting working capital requirements required to ensure smooth and efficient conduct of its day-to-day operations. |

C(4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|--|
| 1. | Debt to Equity Ratio of the listed entity based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.</i> | |
| | a. Before transaction | 3.34 |
| | b. After transaction | NA |
| 2. | Debt Service Coverage Ratio of the listed entity based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.</i> | |
| | a. Before transaction | 0.12 |
| | b. After transaction | NA |

Table 1 for A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| | Transaction: | Borrowings (Loans & Securities) |
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (Rs. in lakhs) | 2,00,000.00 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | 51.57% |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | NA |
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | 51334.70% |

Table 2 for A(5): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|---|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Borrowings (Loans & Securities) |
| 2 | Details of each type of the proposed transaction | <p>These Loans are facilitated to empower the group's business ventures.</p> <p>It's crucial to emphasize that the loan disbursement process for related parties mirrors that of external entities. This underscores our commitment to maintaining an arm's length transaction approach, ensuring fairness and transparency in financial dealings across all parties involved. Group entities may require immediate funding to meet operational expenses given on short term basis and carries no</p> |

| | | |
|---|---|--|
| | | interest. An advance ensures timely access to funds without disrupting operations. |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | 1 Year |
| 4 | Whether omnibus approval is being sought? | Yes |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. (Rs. in lakhs) | 2,00,000.00 |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | Unsecured loan, Rate of interest is @ 11-12%, tenure is 1 year and repayment is on demand. These loans are extended to support the operational and strategic needs. The disbursement process follows the same due diligence and approval standards as external transactions, maintaining arm's length principles and transparency. By facilitating short-term, funding where necessary, the listed entity safeguards the efficiency and performance of the listed entity and its subsidiaries, thereby protecting and enhancing overall group value. |
| 7 | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. | |
| | <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control. | |
| | a. Name of the director / KMP | Abhishek Bansal |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | 74.56% |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | NA |
| 9 | Other information relevant for decision making. | NA |

Item No. 10: To consider and approve Material Related Party Transaction(s) between Abans Jewels Limited, wholly owned subsidiary of Abans Enterprises Limited and Abans Broking Services Private Limited, Company part of the Promoter Group of Abans Enterprises Limited

Background and details:

Abans Jewels Limited (“AJL”) is the wholly owned subsidiary (“Subsidiary”) of Abans Enterprises Limited (“AEL”/ “Company”) and Abans Broking Services Private Limited (“ABSPL”) being company part of the Promoter Group of AEL and accordingly, a related party under Regulation 2(1)(zb) of the SEBI LODR Regulations.

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs. The Audit Committee has reviewed and taken note of the certificate placed before it provided by the Whole Time Director and Chief Financial Officer of AEL, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm’s length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for RPTs between Subsidiary of AEL and ABSPL to be entered into during FY 2026-27. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The 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. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it and, while approving the RPT(s), the Committee has determined that the promoter(s) or promoter group will not benefit from the proposed RPT(s) at the expense of public shareholders.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions is enclosed below.

Details of the proposed transactions between Abans Jewels Limited, wholly owned subsidiary of Abans Enterprises Limited and Abans Broking Services Private Limited, Company part of the Promoter Group of Abans Enterprises Limited being related parties of the Company, including the information pursuant to Clause 4 of the Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

A(1): Basic details of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|--|
| 1 | Name of the related party | Abans Broking Services Private Limited |
| 2 | Country of incorporation of the related party | India |
| 3 | Nature of business of the related party | The Company is engaged in Broking, consultancy services, treasury operations and allied activities. It is registered with SEBI as a portfolio manager. |

A(2): Relationship and ownership of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|---|
| 1 | Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | Entity/Enterprises over which Promoter/KMP has significant influence, accordingly as per para 9a and 9b of Ind AS 24 the entity is a related party. |
| | • Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. | N.A. |
| | • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary). | N.A. |
| | • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). | N.A. |
| | Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered. | |

A(3): Details of previous transactions with the related party

| S. No. | Particulars of the information | | Information provided by the management |
|--|---|--------------------------------|--|
| 1 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. | | |
| | Nature of Transactions | FY 2024-2025 (Rs. in lakhs) | |
| | a) Listed Entity | | |
| | Brokerage Expense and allied activities | 5.72 | |
| | Purchase of goods | 1,881.03 | |
| | Warehouse Charges | 3.19 | |
| | b) Subsidiary (Abans Jewels Limited) | | |
| | Brokerage Expense and allied activities | 134.09 | |
| | Purchase of Financial Instruments | 1,621.44 | |
| | Purchase of goods | 1,818.67 | |
| | Rent Income | 10.46 | |
| | Sale of Financial Instruments | 1,862.14 | |
| | Sale of goods | 1,41,586.21 | |
| <i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i> | | | |
| 2 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. (Rs. in Lakhs) | | 4,13,969.44 |
| 3 | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. | | No |

A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management | | | | | | | | |
|------------------|---|--|-------------|--------------------------------|----------|-------------|------------------|----------|-----------|-----------|
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | Refer Table 1 | | | | | | | | |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | | | | | | | | | |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | | | | | | | | | |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | | | | | | | | | |
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | | | | | | | | | |
| 6 | Financial performance of the related party for the immediately preceding financial year: | | | | | | | | | |
| | <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Particulars</th> <th style="text-align: center;">FY 2024-2025 (Rs. in lakhs)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td style="text-align: right;">2,24,787.00</td> </tr> <tr> <td>Profit After Tax</td> <td style="text-align: right;">1,799.24</td> </tr> <tr> <td>Net worth</td> <td style="text-align: right;">17,966.71</td> </tr> </tbody> </table> | | Particulars | FY 2024-2025 (Rs. in lakhs) | Turnover | 2,24,787.00 | Profit After Tax | 1,799.24 | Net worth | 17,966.71 |
| Particulars | FY 2024-2025 (Rs. in lakhs) | | | | | | | | | |
| Turnover | 2,24,787.00 | | | | | | | | | |
| Profit After Tax | 1,799.24 | | | | | | | | | |
| Net worth | 17,966.71 | | | | | | | | | |
| | Turnover | 2,24,787.00 | | | | | | | | |
| | Profit After Tax | 1,799.24 | | | | | | | | |
| | Net worth | 17,966.71 | | | | | | | | |
| | <i>Explanation: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i> | | | | | | | | | |

A(5): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Refer Table 2 |
| 2 | Details of each type of the proposed transaction | |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | |
| 4 | Whether omnibus approval is being sought? | |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | |

| | | |
|---|---|--|
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | |
| 7 | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. | |
| | <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control. | |
| | a. Name of the director / KMP | |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | |
| 9 | Other information relevant for decision making. | |

B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|---|
| | | Purchase/ Sale of Goods/ Services |
| 1. | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | N.A. |
| 2. | Basis of determination of price. | <i>Goods are sold or purchased at market rate or cost plus profit where market rate is not available.</i> |
| 3. | In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following: | |
| | a. Amount of Trade advance | N.A. |
| | b. Tenure | N.A. |
| | c. Whether same is self-liquidating? | N.A. |

B(3): Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|---|
| 1. | Source of funds in connection with the proposed transaction. <i>Note: This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/ housing finance companies.</i> | Owned Funds |
| 2. | Where any financial indebtedness is incurred to make investment, specify the following: <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.</i> | NA |
| | a. Nature of indebtedness | NA |
| | b. Total cost of borrowing | NA |
| | c. Tenure | NA |
| | d. Other details | NA |
| 3. | Purpose for which funds shall be utilized by the investee company. | The funds shall be utilised by the investee company for making investments and undertaking trading activities in securities, which form part of its principal business activities, and for meeting working capital requirements required to ensure smooth and efficient conduct of its day-to-day operations. |
| 4. | Material terms of the proposed transaction | Financial instruments are sold or purchased at market rate plus interest accrued, if any, or cost plus profit where market rate is not available |

B(5): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|---|
| 1. | Material covenants of the proposed transaction | Securities issued/redeemed during the period, Discount/Finance cost on issue of Securities |
| 2. | Interest rate (<i>in terms of numerical value or base rate and applicable spread</i>) | Debentures are issued either at fixed interest or linked to an underlying asset (nifty, equity, commodity, etc), interest / coupon varies from 9% to 13% depending on the terms of issue. |
| 3. | Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i> | |
| 4. | Maturity / due date | As per agreed terms and conditions |

| | | |
|----|--|--|
| 5. | Repayment schedule & terms | As per agreed terms and conditions |
| 6. | Whether secured or unsecured | Unsecured |
| 7. | If secured, the nature of security & security coverage ratio | NA |
| 8. | The purpose for which the funds will be utilized by the listed entity / subsidiary | The funds shall be utilised by the subsidiary company for meeting working capital requirements required to ensure smooth and efficient conduct of its day-to-day operations. |

C(4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1. | Debt to Equity Ratio of the subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.</i> | |
| | a. Before transaction | 1.27 |
| | b. After transaction | NA |
| 2. | Debt Service Coverage Ratio of the subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.</i> | |
| | a. Before transaction | 0.34 |
| | b. After transaction | NA |

Table 1 for A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management | | | | |
|--------|---|--|---------------------------------|--|------------------------------|--------------------------|
| | | Investment in Financial Instruments | Borrowings (Loans & Securities) | Sale / Redemption of Financial Instruments | Purchase of Goods / Services | Sale of Goods / Services |
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (Rs. in lakhs) | 15,00,000.00 | 1,40,000.00 | 15,00,000.00 | 15,01,065.00 | 15,00,565.00 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related | Yes | Yes | Yes | Yes | Yes |

| | | | | | | |
|---|--|---------|--------|---------|---------|---------|
| | party during the current financial year would render the proposed transaction a material RPT? | | | | | |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | 386.78% | 36.10% | 386.78% | 387.06% | 386.93% |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | 418.72% | 39.08% | 418.72% | 419.02% | 418.88% |
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | 667.30% | 62.28% | 667.30% | 667.77% | 667.55% |

Table 2 for A(4): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management | | | | |
|--------|--|---|--|---|--|--|
| | | Investment in Financial Instruments | Borrowings (Loans & Securities) | Sale / Redemption of Financial Instruments | Purchase of Goods / Services | Sale of Goods / Services |
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | | | | | |
| 2 | Details of each type of the proposed transaction | Financial instruments are sold or purchased at market rate plus interest accrued, if any, or cost plus profit where market rate is not available. | Group companies strategically issue diverse Market Linked Debentures (MLD), each tied to underlying indices, stocks, etc. These issuances are extended to Alternative Investment Funds (AIFs), and other group investee companies all conducted at arm's | Financial instruments are sold or purchased at market rate plus interest accrued, if any, or cost plus profit where market rate is not available. | <p>a. Advisory Fees</p> <p>Advisory services include financial consulting, investment strategy formulation and risk management, ensuring informed decision-making for group entities.</p> <p>b. Brokerage Expense and allied activities</p> <p>Abans Broking Services Private Limited is registered as stock-broker with regulatory authorities and provide stock broking facilitates to other group entities.</p> <p>c. Cross Charge Expense</p> <p>Cross-charge expense is the allocation of shared service costs incurred by one entity to</p> | <p>a. Advisory Income</p> <p>Advisory services include financial consulting, investment strategy formulation, and risk management, ensuring informed decision-making for group entities.</p> <p>b. Cross Charge Income</p> <p>Cross-charge income is the allocation of shared service costs incurred by one entity to other group entities in proportion to their usage or benefit.</p> <p>c. Rent Income</p> <p>Rental revenue earned from leasing office space to various group companies for their operational requirements.</p> |

| | | | | | | |
|---|--|--------|---|--------|--|---|
| | | | length to ensure fairness and transparency. | | <p>other group entities in proportion to their usage or benefit.</p> <p>d. Purchase of Goods</p> <p>Group entities engage in the purchase and sale of goods for various strategic reasons. These transactions enable subsidiaries and affiliates to expand into new markets by leveraging the established network and resources of related entities. Additionally, they help mitigate risks associated with third-party dealings, such as credit risk and contractual disputes.</p> <p>e. Rent Expense</p> <p>Rent charged for office premises owned by related entities to ensure operational continuity.</p> | <p>d. Sale of goods</p> <p>Group entities engage in the purchase and sale of goods for various strategic reasons. These transactions enable subsidiaries and affiliates to expand into new markets by leveraging the established network and resources of related entities. Additionally, they help mitigate risks associated with third-party dealings, such as credit risk and contractual disputes.</p> |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | 1 Year | 1 Year | 1 Year | 1 Year | 1 Year |
| 4 | Whether omnibus approval is being sought? | Yes | Yes | Yes | Yes | Yes |

| | | | | | | |
|---|--|---|---|---|---|---|
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.(Rs. in lakhs) | 15,00,000.00 | 1,40,000.00 | 15,00,000.00 | 15,01,065.00 | 15,00,565.00 |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | Group entities engage in the transfer of government securities and bonds for several strategic objectives, such as optimizing liquidity by reallocating surplus cash across different entities, realigning the fixed-income portfolio in response to dynamic market | Debentures are issued either at fixed interest or linked to an underlying asset (nifty, equity, commodity, etc), interest / coupon varies from 9% to 13% depending on the terms of issue. | Group entities engage in the transfer of government securities and bonds for several strategic objectives, such as optimizing liquidity by reallocating surplus cash across different entities, realigning the fixed-income portfolio in response to dynamic market | <p>a. Advisory Fees</p> <p>Entities seek advisory from group companies to leverage specialized expertise, cost efficiencies, and aligned strategic goals. This ensures synergistic growth within the group framework.</p> <p>b. Brokerage Expense and allied activities</p> <p>Brokerage is charged as per the market rate on all trades by the broker and the same is adjusted against the payout to client.</p> <p>c. Cross Charge Expense</p> <p>Cross charge expense/ (income) transactions are done at actuals to allocate the expense to group entities based on services availed by them.</p> | <p>a. Advisory Income</p> <p>Entities seek advisory from group companies to leverage specialized expertise, cost efficiencies, and aligned strategic goals. This ensures synergistic growth within the group framework.</p> <p>b. Cross Charge Income</p> <p>Cross-charge income is the allocation of shared service costs incurred by one entity to other group entities in proportion to their usage or benefit.</p> <p>c. Rent Income</p> <p>These are annual contracts, and expense for these transactions are accounted on a monthly basis.</p> |

| | | | | | | |
|---|--|---|--|---|--|--|
| | | conditions, and capitalizing on interest rate differentials to enhance the overall yield of the group's investment portfolio. | | conditions, and capitalizing on interest rate differentials to enhance the overall yield of the group's investment portfolio. | <p>d. Purchase of Goods</p> <p>Goods are sold or purchased at market rate or cost plus profit where market rate is not available.</p> <p>e. Rent Expense</p> <p>These are annual contracts, and expense for these transactions are accounted on a monthly basis.</p> | <p>d. Sale of goods</p> <p>Goods are sold or purchased at market rate or cost plus profit where market rate is not available.</p> |
| 7 | <p>Details of the promoter(s)/direct or(s) /key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.</p> | | | | | |

| | | | | | | |
|---|---|-------------------|-------------------|-------------------|-------------------|-------------------|
| | a. Name of the director / KMP | Abhishek Bansal |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | 65.67% (Indirect) |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | NA | NA | NA | NA | NA |
| 9 | Other information relevant for decision making. | NA | NA | NA | NA | NA |

Item No. 11: To consider and approve Material Related Party Transaction(s) between Abans Jewels Limited, wholly owned subsidiary of Abans Enterprises Limited and Abans Commodities (I) Private Limited, Company part of the Promoter Group of Abans Enterprises Limited

Background and details:

Abans Jewels Limited (“AJL”) is the Wholly Owned Subsidiary (“Subsidiary”) of Abans Enterprises Limited (“AEL”/ “Company”) and Abans Commodities (I) Private Limited (“ACIPL”) being company part of the Promoter Group of AEL and accordingly, a related party under Regulation 2(1)(zb) of the SEBI LODR Regulations.

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs. The Audit Committee has reviewed and taken note of the certificate placed before it provided by the Whole Time Director and Chief Financial Officer of AEL, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm’s length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for RPTs between Subsidiary of AEL and ACIPL to be entered into during FY 2026-27. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The 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. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it and, while approving the RPT(s), the Committee has determined that the promoter(s) or promoter group will not benefit from the proposed RPT(s) at the expense of public shareholders.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions is enclosed below.

Details of the proposed transactions between Abans Jewels Limited, Wholly Owned Subsidiary of Abans Enterprises Limited and Abans Commodities (I) Private Limited, Company part of the Promoter Group of Abans Enterprises Limited being related parties of the Company, including the information pursuant to Clause 4 of the Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

A(1): Basic details of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|--|
| 1 | Name of the related party | Abans Commodities (I) Private Limited |
| 2 | Country of incorporation of the related party | India |
| 3 | Nature of business of the related party | The company is primarily engaged in the business of investment, trading in securities and providing advisory services. It is registered with SEBI as an Investment Adviser (IA). |

A(2): Relationship and ownership of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|---|
| 1 | Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | Entity/Enterprises over which Promoter/KMP has significant influence, accordingly as per para 9a and 9b of Ind AS 24 the entity is a related party. |
| | • Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. | N.A. |
| | • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | N.A. |
| | • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered. | N.A. |

A(3): Details of previous transactions with the related party

| S. No. | Particulars of the information | Information provided by the management | |
|--------|--|--|--|
| 1 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. | | |
| | Nature of Transactions | | FY 2024-2025 (Rs. in lakhs) |
| | a) Listed entity | | NIL |
| | b) Subsidiary (Abans Jewels Limited) | | |
| | Purchase of goods | | 1,768.20 |
| | Rent Income | | 1.31 |
| | <i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i> | | |
| 2 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.(Rs. In Lakhs) | 1.68 | |
| 3 | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. | No | |

A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | Refer Table 1 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | |
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | |

| | | |
|--|--|--|
| 6 | Financial performance of the related party for the immediately preceding financial year: | |
| | Particulars | FY 2024-2025 (Rs. in lakhs) |
| | Turnover | 1,829.23 |
| | Profit After Tax | (68.84) |
| | Net worth | 1,597.57 |
| <i>Explanation: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i> | | |

A(5): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|--|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Refer Table 2 |
| 2 | Details of each type of the proposed transaction | |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | |
| 4 | Whether omnibus approval is being sought? | |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | |
| 7 | Details of the promoter(s)/ director(s)/ key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i> | |
| | a. Name of the director / KMP | |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | |
| 9 | Other information relevant for decision making. | |

B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| | Transaction: | |
| 1. | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | N.A. |
| 2. | Basis of determination of price. | Goods are sold or purchased at market rate or cost plus profit where market rate is not available. |
| 3. | In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following: | |
| | a. Amount of Trade advance | N.A. |
| | b. Tenure | N.A. |
| | c. Whether same is self-liquidating? | N.A. |

Table 1 for A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management | |
|--------------|---|--|--------------------------|
| | | Purchase of Goods / Services | Sale of Goods / Services |
| Transaction: | | | |
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (Rs. in lakhs) | 8,00,550.00 | 8,00,565.00 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes | Yes |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | 206.43% | 206.43% |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) (Rs. in lakhs) | 223.47% | 223.47% |

| | | | |
|---|--|-----------|-----------|
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | 43764.32% | 43765.14% |
|---|--|-----------|-----------|

Table 2 for A(5): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management | |
|--------|--|--|--|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Purchase of Goods / Services | Sale of Goods / Services |
| 2 | Details of each type of the proposed transaction | <p>a. Advisory Fees</p> <p>Entities seek advisory from group companies to leverage specialized expertise, cost efficiencies, and aligned strategic goals. This ensures synergistic growth within the group framework.</p> <p>b. Cross Charge Expense Cross charge expense transactions are done at actuals to allocate the expense to group entities based on services availed by them.</p> <p>c. Purchase of Goods</p> <p>Goods are sold or purchased at market rate or cost plus profit where market rate is not available.</p> | <p>a. Advisory Income</p> <p>Entities seek advisory from group companies to leverage specialized expertise, cost efficiencies, and aligned strategic goals. This ensures synergistic growth within the group framework.</p> <p>b. Cross Charge Income</p> <p>Cross charge(income) transactions are done at actuals to allocate the expense to group entities based on services availed by them.</p> <p>c. Rent Income</p> <p>These are annual contracts, and expense for these transactions are accounted on a monthly basis.</p> |

| | | | |
|---|--|---|--|
| | | | <p>d. Sale of goods</p> <p>Goods are sold or purchased at market rate or cost plus profit where market rate is not available.</p> |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | 1 Year | 1 Year |
| 4 | Whether omnibus approval is being sought? | Yes | Yes |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.(Rs. in lakhs) | 8,00,550.00 | 8,00,565.00 |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | <p>a. Advisory Fees</p> <p>Advisory services include financial consulting, investment strategy formulation, and risk management, ensuring informed decision-making for group entities.</p> <p>b. Cross Charge Expense</p> <p>Cross-charge expense/ income is the allocation of shared service costs incurred by one entity to other group entities in proportion to their usage or benefit.</p> <p>c. Purchase of Goods</p> <p>Group entities engage in the purchase and sale of goods for various strategic reasons. These transactions enable subsidiaries and affiliates to expand into new markets by leveraging the established network and resources of related entities. Additionally, they help mitigate risks</p> | <p>a. Advisory Income</p> <p>Advisory services provided include financial consulting, investment strategy formulation, and risk management, ensuring informed decision-making for group entities.</p> <p>b. Cross Charge Income</p> <p>Cross-charge expense/ income is the allocation of shared service costs incurred by one entity to other group entities in proportion to their usage or benefit.</p> <p>c. Rent Income</p> <p>Rental revenue earned from leasing office space to various group companies for their operational requirements.</p> |

| | | | |
|---|--|---|--|
| | | associated with third-party dealings, such as credit risk and contractual disputes. | d. Sale of goods Group entities engage in the purchase and sale of goods for various strategic reasons. These transactions enable subsidiaries and affiliates to expand into new markets by leveraging the established network and resources of related entities. Additionally, they help mitigate risks associated with third-party dealings, such as credit risk and contractual disputes. |
| 7 | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control. | | |
| | a. Name of the director / KMP | Abhishek Bansal | Abhishek Bansal |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | 65.66% | 65.66% |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | NA | NA |
| 9 | Other information relevant for decision making. | NA | NA |

Item No. 12: To consider and approve Material Related Party Transaction(s) between Abans Jewels Limited, wholly owned subsidiary of Abans Enterprises Limited and Abans Finance Private Limited, Company part of the Promoter Group of Abans Enterprises Limited

Background and details:

Abans Jewels Limited (“AJL”) is the wholly owned Subsidiary (“Subsidiary”) of Abans Enterprises Limited (“AEL”/ “Company”) and Abans Finance Private Limited (“AFPL”) being company part of the Promoter Group of AEL and accordingly, a related party under Regulation 2(1)(zb) of the SEBI LODR Regulations.

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs. The Audit Committee has reviewed and taken note of the certificate placed before it provided by the Whole Time Director and Chief Financial Officer of AEL, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm’s length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for RPTs between Subsidiary of AEL and AFPL to be entered into during FY 2026-27. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The 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. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it and, while approving the RPT(s), the Committee has determined that the promoter(s) or promoter group will not benefit from the proposed RPT(s) at the expense of public shareholders.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions is enclosed below.

Details of the proposed transactions between Abans Jewels Limited, wholly owned Subsidiary of Abans Enterprises Limited and Abans Finance Private Limited, Company part of the Promoter Group of Abans Enterprises Limited being related parties of the Company, including the information pursuant to Clause 4 of the Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

A(1): Basic details of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|--|
| 1 | Name of the related party | Abans Finance Private Limited |
| 2 | Country of incorporation of the related party | India |
| 3 | Nature of business of the related party | The Company is primarily engaged in the business financing and Investment which includes Corporate finance, Trade finance and providing Business & Retail Loans, unsecured as well as secured against collateral security, investment in government security and bonds. The major source of income for the company is interest from loan and earnings from investment. |

A(2): Relationship and ownership of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|---|
| 1 | Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | Entity/Enterprises over which Promoter/KMP has significant influence, accordingly as per para 9a and 9b of Ind AS 24 the entity is a related party. |
| | • Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. | N.A. |
| | • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary). | N.A. |
| | • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). | N.A. |

| | |
|--|--|
| | <p>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</p> |
|--|--|

A(3): Details of previous transactions with the related party

| S. No. | Particulars of the information | Information provided by the management | |
|--|---|--|--|
| 1 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. | | |
| | Nature of Transactions | | FY 2024-2025 (Rs. in lakhs) |
| | a) Listed Entity | | |
| | Interest Expense | | 437.64 |
| | Loan Taken | | 78,611.85 |
| | Rent Expense | | 10.46 |
| | Repayment of Loan Taken | | 75,509.90 |
| | b) Subsidiary (Abans Jewels Limited) | | |
| | Interest Expense | | 467.72 |
| | Loan Taken | | 1,31,251.30 |
| | Purchase of Financial Instruments | | 6,254.75 |
| | Reimbursement of Expenses | | 0.25 |
| | Rent expense | | 10.46 |
| | Rent Income | | 10.46 |
| | Repayment of Loan Taken | | 1,33,140.35 |
| Sale of Financial Instruments | 6,361.57 | | |
| <i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i> | | | |
| 2 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. (Rs. in Lakhs) | 4,35,978.03 | |
| 3 | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. | No | |

A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management |
|---|--|--|
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | Refer Table 1 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | |
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | |
| 6 | Financial performance of the related party for the immediately preceding financial year: | |
| | Particulars | FY 2024-2025 (Rs. in lakhs) |
| | Turnover | 13,138.53 |
| | Profit After Tax | 3,344.24 |
| | Net worth | 31,413.67 |
| <i>Explanation: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i> | | |

A(5): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Refer Table 2 |
| 2 | Details of each type of the proposed transaction | |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | |
| 4 | Whether omnibus approval is being sought? | |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | |
| 7 | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. | |
| | <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control. | |
| | a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party | |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | |
| 9 | Other information relevant for decision making. | |

B(5): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1. | Material covenants of the proposed transaction | a. Securities issued/redeemed during the period, Discount/Finance cost on issue of Securities b. Borrowings made by Listed entity and finance cost on borrowings |
| 2. | Interest rate (<i>in terms of numerical value or base rate and applicable spread</i>) | a. Debentures are issued either at fixed interest or linked to an underlying asset (nifty, equity, commodity, etc), interest / coupon varies from 9% to 13% depending on the terms of issue. |
| 3. | Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i> | |

| | | |
|----|---|--|
| | | b. Interest rates, typically ranging from 11% to 12%, subject to potential revisions influenced by monetary policies and industry competition. Importantly, the lending rates are consistently maintained at arm's length, emphasizing fairness and adherence to industry standards. |
| 4. | Maturity / due date | a. As per agreed terms and conditions b. 1 year |
| 5. | Repayment schedule & terms | a. As per agreed terms and conditions b. On Demand |
| 6. | Whether secured or unsecured | Unsecured |
| 7. | If secured, the nature of security & security coverage ratio | NA |
| 8. | The purpose for which the funds will be utilized by the listed entity/ subsidiary | The funds shall be utilised by the subsidiary company for meeting working capital requirements required to ensure smooth and efficient conduct of its day-to-day operations. |

C(4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|--|
| 1. | Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.</i> | |
| | a. Before transaction | 1.27 |
| | b. After transaction | NA |
| 2. | Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.</i> | |
| | a. Before transaction | 0.34 |
| | b. After transaction | NA |

Table 1 for A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| | Transaction: | Borrowings (Loans & Securities) |
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (Rs. in lakhs) | 6,40,000.00 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | 165.03% |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | 178.66% |
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | 4539.10% |

Table 2 for A(5): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|---|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Borrowings (Loans & Securities) |
| 2 | Details of each type of the proposed transaction | <p>a. Loan Taken</p> <p>These Loans are facilitated to empower the group's business ventures. It's crucial to emphasize that the loan disbursement process for related parties mirrors that of external entities. This underscores our commitment to maintaining an arm's length transaction approach, ensuring fairness and transparency in financial dealings across all parties involved. Group entities may require immediate funding to meet operational expenses given on short term basis and carries no interest. An advance ensures timely access to funds without disrupting operations.</p> |

| | | |
|---|--|--|
| | | b. Securities Debentures are issued either at fixed interest or linked to an underlying asset (nifty, equity, commodity, etc), interest / coupon varies from 9% to 13% depending on the terms of issue. |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | 1 Year |
| 4 | Whether omnibus approval is being sought? | Yes |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. (Rs. in lakhs) | 6,40,000.00 |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | <p>a. Unsecured loan, Rate of interest is @ 11-12%, tenure is 1 year and repayment is on demand. These loans are extended to support the operational and strategic needs. The disbursement process follows the same due diligence and approval standards as external transactions, maintaining arm's length principles and transparency. By facilitating short-term, funding where necessary, the listed entity safeguards the efficiency and performance of its subsidiaries, thereby protecting and enhancing overall group value.</p> <p>b. Securities Group companies strategically issue diverse Market Linked Debentures (MLD), each tied to underlying indices, stocks, etc. These issuances are extended to Alternative Investment Funds (AIFs), and other group investee companies all conducted at arm's length to ensure fairness and transparency.</p> |
| 7 | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control. | |
| | a. Name of the director / KMP | Abhishek Bansal |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | 67.06% |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | NA |
| 9 | Other information relevant for decision making. | NA |

Item No. 13: To consider and approve Material Related Party Transaction(s) between Abans Jewels Limited, wholly owned subsidiary of Abans Enterprises Limited and Abans Fintrade Private Limited, Company part of the Promoter Group of Abans Enterprises Limited

Background and details:

Abans Jewels Limited (“AJL”) is the wholly owned subsidiary (“Subsidiary”) of Abans Enterprises Limited (“AEL”/ “Company”) and Abans Fintrade Private Limited (“AFTPL”) being company part of the Promoter Group of AEL and accordingly, a related party under Regulation 2(1)(zb) of the SEBI LODR Regulations.

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs. The Audit Committee has reviewed and taken note of the certificate placed before it provided by the Whole Time Director and Chief Financial Officer of AEL, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm’s length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for RPTs between Subsidiary of AEL and AFTPL to be entered into during FY 2026-27. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The 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. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it and, while approving the RPT(s), the Committee has determined that the promoter(s) or promoter group will not benefit from the proposed RPT(s) at the expense of public shareholders.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions is enclosed below.

Details of the proposed transactions between Abans Jewels Limited, wholly owned subsidiary of Abans Enterprises Limited and Abans Fintrade Private Limited, Company part of the Promoter Group of Abans Enterprises Limited being related parties of the Company, including the information pursuant to Clause 4 of the Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

A(1): Basic details of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|--|
| 1 | Name of the related party | Abans Fintrade Private Limited |
| 2 | Country of incorporation of the related party | India |
| 3 | Nature of business of the related party | The principal activity of company is export and import of precious / semi precious stone studded gold and silver jewellery from it's unit located in Special economic Zone. The Company also trades in debentures, securities and enters in to derivative contracts on recognised stock exchanges. |

A(2): Relationship and ownership of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|---|
| 1 | Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | Entity/Enterprises over which Promoter/KMP has significant influence, accordingly as per para 9a and 9b of Ind AS 24 the entity is a related party. |
| | • Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. | N.A. |
| | • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | N.A. |
| | • Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered. | N.A. |

A(3): Details of previous transactions with the related party

| S. No. | Particulars of the information | Information provided by the management | |
|--------|---|--|------------------------------------|
| 1 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. | | |
| | Nature of Transactions | | FY 2024-2025 (Rs. in lakhs) |
| | a) Listed Entity | | Nil |
| | b) Subsidiary (Abans Jewels Limited) | | |
| | Debt Securities issued during the period | | 700.00 |
| | Finance Cost on Debentures | | 49.48 |
| | Purchase of goods | | 9,869.06 |
| | Rent Income | | 2.62 |
| | Sale of Financial Instruments | | 2,158.47 |
| | Sale of goods | | 28,488.66 |
| | <i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i> | | |
| 2 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. (Rs. in lakhs) | 48,427.70 | |
| 3 | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. | No | |

A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | Refer Table 1 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | |

| | | |
|---|--|--|
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | |
| 6 | Financial performance of the related party for the immediately preceding financial year: | |
| | Particulars | FY 2024-2025 (Rs. in lakhs) |
| | Turnover | 1,48,192.79 |
| | Profit After Tax | 3,447.86 |
| | Net worth | 34,711.59 |
| | <i>Explanation: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i> | |

A(5): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Refer Table 2 |
| 2 | Details of each type of the proposed transaction | |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | |
| 4 | Whether omnibus approval is being sought? | |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | |
| 7 | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i> | |
| | a. Name of the director / KMP | |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | |
| 9 | Other information relevant for decision making. | |

B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| | Transaction: | Purchase/ Sale of Goods/ Services |
| 1. | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | N.A. |
| 2. | Basis of determination of price. | Goods are sold or purchased at market rate or cost plus profit where market rate is not available. |
| 3. | In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following: | |
| | a. Amount of Trade advance | N.A. |
| | b. Tenure | N.A. |
| | c. Whether same is self-liquidating? | N.A. |

B(5): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|---|
| 1. | Material covenants of the proposed transaction | Securities issued/redeemed during the period, Discount/Finance cost on issue of Securities |
| 2. | Interest rate (<i>in terms of numerical value or base rate and applicable spread</i>) | Debentures are issued either at fixed interest or linked to an underlying asset (nifty, equity, commodity, etc), interest / coupon varies from 9% to 13% depending on the terms of issue. |
| 3. | Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i> | |
| 4. | Maturity / due date | As per agreed terms and conditions |
| 5. | Repayment schedule & terms | As per agreed terms and conditions |
| 6. | Whether secured or unsecured | Unsecured |
| 7. | If secured, the nature of security & security coverage ratio | NA |
| 8. | The purpose for which the funds will be utilized by the listed entity / subsidiary | The funds shall be utilised by the subsidiary company for meeting working capital requirements required to ensure smooth and efficient conduct of its day-to-day operations. |

C(4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|--|
| 1. | Debt to Equity Ratio of the subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.</i> | |
| | a. Before transaction | 1.27 |
| | b. After transaction | NA |
| 2. | Debt Service Coverage Ratio of the subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.</i> | |
| | a. Before transaction | 0.34 |
| | b. After transaction | NA |

Table 1 for A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management | | |
|--------|--|--|--------------------------|---------------------------------|
| | | Purchase of Goods / Services | Sale of Goods / Services | Borrowings (Loans & Securities) |
| | Transaction: | | | |
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (Rs. in lakhs) | 8,00,550.00 | 8,00,565.00 | 1,40,000 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes | Yes | Yes |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | 206.43% | 206.43% | 36.10% |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | 223.47% | 223.47% | 39.08% |

| | | | | |
|---|--|---------|---------|--------|
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | 540.21% | 540.22% | 94.47% |
|---|--|---------|---------|--------|

Table 2 for A(5): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management | | |
|--------|--|--|--|--|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Purchase of Goods / Services | Sale of Goods / Services | Borrowings (Loans & Securities) |
| 2 | Details of each type of the proposed transaction | <p>a. Advisory Fees</p> <p>Entities seek advisory from group companies to leverage specialized expertise, cost efficiencies, and aligned strategic goals. This ensures synergistic growth within the group framework.</p> <p>b. Cross Charge Expenses</p> <p>Cross charge expense/(income) transactions are done at actuals to allocate the expense to group entities based on services availed by them.</p> | <p>a. Advisory Income</p> <p>Entities seek advisory from group companies to leverage specialized expertise, cost efficiencies, and aligned strategic goals. This ensures synergistic growth within the group framework.</p> <p>b. Cross Charge Income</p> <p>Cross charge expense/(income) transactions are done at actuals to allocate the expense to group entities based on services availed by them.</p> | <p>Debentures are issued either at fixed interest or linked to an underlying asset (nifty, equity, commodity, etc), interest / coupon varies from 9% to 13% depending on the terms of issue.</p> |

| | | | | |
|---|--|--|---|---|
| | | <p>c. Purchase of Goods</p> <p>Goods are sold or purchased at market rate or cost plus profit where market rate is not available.</p> | <p>c. Rent Income</p> <p>These are annual contracts, and expense for these transactions are accounted on a monthly basis.</p> <p>d. Sale of goods/services</p> <p>Goods are sold or purchased at market rate or cost plus profit where market rate is not available.</p> | |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | 1 Year | 1 Year | 1 Year |
| 4 | Whether omnibus approval is being sought? | Yes | Yes | Yes |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.(Rs. in lakhs) | 8,00,550.00 | 8,00,565.00 | 1,40,000.00 |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | <p>a. Advisory Fees</p> <p>Advisory services include financial consulting, investment strategy formulation, and risk management, ensuring informed decision-making for group entities.</p> <p>b. Cross Charge Expenses</p> <p>Cross-charge expense is the allocation of shared service</p> | <p>a. Advisory Income</p> <p>Advisory services include financial consulting, investment strategy formulation, and risk management, ensuring informed decision-making for group entities.</p> <p>b. Cross Charge Income</p> <p>Cross-charge expense/income is the allocation</p> | <p>Group companies strategically issue diverse Market Linked Debentures (MLD), each tied to underlying indices, stocks, etc. These issuances are extended to Alternative Investment Funds (AIFs), and other group investee companies all conducted at arm's length to ensure fairness and transparency.</p> |

| | | | | |
|---|--|--|---|--|
| | | <p>costs incurred by one entity to other group entities in proportion to their usage or benefit.</p> <p>c. Purchase of Goods</p> <p>Group entities engage in the purchase and sale of goods for various strategic reasons. These transactions enable subsidiaries and affiliates to expand into new markets by leveraging the established network and resources of related entities. Additionally, they help mitigate risks associated with third-party dealings, such as credit risk and contractual disputes.</p> | <p>of shared service costs incurred by one entity to other group entities in proportion to their usage or benefit.</p> <p>c. Rent Income</p> <p>Rental revenue earned from leasing office space to various group companies for their operational requirements.</p> <p>d. Sale of goods/ services</p> <p>Group entities engage in the purchase and sale of goods for various strategic reasons. These transactions enable subsidiaries and affiliates to expand into new markets by leveraging the established network and resources of related entities. Additionally, they help mitigate risks associated with third-party dealings, such as credit risk and contractual disputes.</p> | |
| 7 | <p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> | | | |

| | | | | |
|---|---|-----------------|-----------------|-----------------|
| | <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control. | | | |
| | a. Name of the director / KMP | Abhishek Bansal | Abhishek Bansal | Abhishek Bansal |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | 97.06% (Direct) | 97.06% (Direct) | 97.06% (Direct) |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | NA | NA | NA |
| 9 | Other information relevant for decision making. | NA | NA | NA |

Item No. 14: To consider and approve Material Related Party Transaction(s) between Abans Jewels Limited, wholly owned subsidiary of Abans Enterprises Limited and Abans Investment Managers Limited, Company part of the Promoter Group of Abans Enterprises Limited

Background and details:

Abans Jewels Limited (“AJL”) is the wholly owned subsidiary (“Subsidiary”) of Abans Enterprises Limited (“AEL”/ “Company”) and Abans Investment Managers Limited (“AIML”) being company part of the Promoter Group of AEL and accordingly, a related party under Regulation 2(1)(zb) of the SEBI LODR Regulations.

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs. The Audit Committee has reviewed and taken note of the certificate placed before it provided by the Whole Time Director and Chief Financial Officer of AEL, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm’s length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for RPTs between Subsidiary of AEL and AIML to be entered into during FY 2026-27. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The 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. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it and, while approving the RPT(s), the Committee has determined that the promoter(s) or promoter group will not benefit from the proposed RPT(s) at the expense of public shareholders.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions is enclosed below.

Details of the proposed transactions between Abans Jewels Limited, wholly owned subsidiary of Abans Enterprises Limited and Abans Investment Managers Limited, Company part of the Promoter Group of Abans Enterprises Limited being related parties of the Company, including the information pursuant to Clause 4 of the Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

A(1): Basic details of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|--|
| 1 | Name of the related party | Abans Investment Managers Limited |
| 2 | Country of incorporation of the related party | India |
| 3 | Nature of business of the related party | The Company is engaged in the business of distribution of financial instruments/products and trades in financial services product. |

A(2): Relationship and ownership of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|---|
| 1 | Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | Entity/Enterprises over which Promoter/KMP has significant influence, accordingly as per para 9a and 9b of Ind AS 24 the entity is a related party. |
| | • Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. | N.A. |
| | • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | N.A. |
| | • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered. | N.A. |

A(3): Details of previous transactions with the related party

| S. No. | Particulars of the information | Information provided by the management | |
|--------|---|--|--|
| 1 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. | | |
| | Nature of Transactions | | FY 2024-2025 (Rs. in lakhs) |
| | a) Listed Entity | | Nil |
| | b) Subsidiary (Abans Jewels Limited) | | |
| | Debt Securities issued during the period | | 4,403.00 |
| | Discount on issue of Debt Securities | | 126.58 |
| | Rent Income | 1.31 | |
| 2 | <i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i> | 4,286.53 | |
| | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. (Rs. in Lakhs) | | |
| 3 | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. | No | |

A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | Refer table 1 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | |

| | | |
|---|--|--|
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | |
| 6 | Financial performance of the related party for the immediately preceding financial year: | |
| | Particulars | FY 2024-2025 (Rs. in Lakhs) |
| | Turnover | 785.88 |
| | Profit After Tax | 69.04 |
| | Net worth | 1,447.67 |
| | <i>Explanation: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i> | |

A(5): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Refer Table 2 |
| 2 | Details of each type of the proposed transaction | |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | |
| 4 | Whether omnibus approval is being sought? | |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | |
| 7 | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i> | |
| | a. Name of the director / KMP | |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | |
| 9 | Other information relevant for decision making. | |

B(5): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|---|
| 1. | Material covenants of the proposed transaction | Securities issued/redeemed during the period, Discount/Finance cost on issue of Securities |
| 2. | Interest rate (<i>in terms of numerical value or base rate and applicable spread</i>) | Debentures are issued either at fixed interest or linked to an underlying asset (nifty, equity, commodity, etc), interest / coupon varies from 9% to 13% depending on the terms of issue. |
| 3. | Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i> | |
| 4. | Maturity / due date | As per agreed terms and conditions |
| 5. | Repayment schedule & terms | As per agreed terms and conditions |
| 6. | Whether secured or unsecured | Unsecured |
| 7. | If secured, the nature of security & security coverage ratio | NA |
| 8. | The purpose for which the funds will be utilized by the listed entity / subsidiary | The funds shall be utilised by the subsidiary company for meeting working capital requirements required to ensure smooth and efficient conduct of its day-to-day operations. |

C(4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1. | Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.</i> | |
| | a. Before transaction | 1.27 |
| | b. After transaction | NA |
| 2. | Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.</i> | |
| | a. Before transaction | 0.34 |
| | b. After transaction | NA |

Table 1 for A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| | Transaction: | Borrowings (Loans & Securities) |
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (Rs. in lakhs) | 1,40,000 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | 36.10% |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | 39.08% |
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | 17814.42% |

Table 2 for A(5): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|---|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Borrowings (Loans & Securities) |
| 2 | Details of each type of the proposed transaction | Debentures are issued either at fixed interest or linked to an underlying asset (nifty, equity, commodity, etc), interest / coupon varies from 9% to 13% depending on the terms of issue. |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | 1 Year |
| 4 | Whether omnibus approval is being sought? | Yes |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. (Rs. in lakhs) | 1,40,000.00 |

| | | |
|---|--|--|
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | Group companies strategically issue diverse Market Linked Debentures (MLD), each tied to underlying indices, stocks, etc. These issuances are extended to Alternative Investment Funds (AIFs), and other group investee companies all conducted at arm's length to ensure fairness and transparency. |
| 7 | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control. | |
| | a. Name of the director / KMP | Abhishek Bansal |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | 65.40.% (Indirect) |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | NA |
| 9 | Other information relevant for decision making. | NA |

Item No. 15: To consider and approve Material Related Party Transaction(s) between Abans Jewels Limited, wholly owned subsidiary of Abans Enterprises Limited and Abans Metals Private Limited, Company part of the Promoter Group of Abans Enterprises Limited

Background and details:

Abans Jewels Limited (“AJL”) is the wholly owned subsidiary (“Subsidiary”) of Abans Enterprises Limited (“AEL”/ “Company”) and Abans Metals Private Limited (“AMPL”) being company part of the Promoter Group of AEL and accordingly, a related party under Regulation 2(1)(zb) of the SEBI LODR Regulations.

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs. The Audit Committee has reviewed and taken note of the certificate placed before it provided by the Whole Time Director and Chief Financial Officer of AEL, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm’s length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for RPTs between Subsidiary of AEL and AMPL to be entered into during FY 2026-27. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The 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. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it and, while approving the RPT(s), the Committee has determined that the promoter(s) or promoter group will not benefit from the proposed RPT(s) at the expense of public shareholders.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions is enclosed below.

Details of the proposed transactions between Abans Jewels Limited, wholly owned subsidiary of Abans Enterprises Limited and Abans Metals Private Limited, Company part of the Promoter Group of Abans Enterprises Limited being related parties of the Company, including the information pursuant to Clause 4 of the Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

A(1): Basic details of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|---|
| 1 | Name of the related party | Abans Metals Private Limited |
| 2 | Country of incorporation of the related party | India |
| 3 | Nature of business of the related party | The principal activities of the company consist of to carry on business as traders, importer in all kind of commodities including agricultural products, metals including precious metals, semi precious metals, metals products, precious stones and diamonds, trading in securites and derivative contracts on recognised stock exchanges in India. |

A(2): Relationship and ownership of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|---|
| 1 | Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | Entity/Enterprises over which Promoter/KMP has significant influence, accordingly as per para 9a and 9b of Ind AS 24 the entity is a related party. |
| | • Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. | N.A. |
| | • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | N.A. |
| | • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered. | N.A. |

A(3): Details of previous transactions with the related party

| S. No. | Particulars of the information | Information provided by the management | |
|--|---|--|--|
| 1 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. | | |
| | Nature of Transactions | | FY 2024-2025 (Rs. in lakhs) |
| | a) Listed Entity | | |
| | Purchase of goods | | 4,677.97 |
| | Sale of goods | | 13.38 |
| | b) Subsidiary (Abans Jewels Limited) | | |
| | Purchase of Financial Instruments | | 7,485.51 |
| | Purchase of goods | | 13,246.85 |
| | Rent Income | | 2.62 |
| | Sale of Financial Instruments | | 3,680.74 |
| | Sale of goods | | 25,015.38 |
| <i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i> | | | |
| 2 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. (Rs. in Lakhs) | 1,38,593.03 | |
| 3 | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. | No | |

A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | Refer Table 1 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | |

| | | |
|---|--|--|
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | |
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | |
| 6 | Financial performance of the related party for the immediately preceding financial year: | |
| | Particulars | FY 2024-2025 (Rs. in Lakhs) |
| | Turnover | 1,34,752.20 |
| | Profit After Tax | 198.43 |
| | Net worth | 321.42 |
| | <i>Explanation: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i> | |

A(5): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Refer Table 2 |
| 2 | Details of each type of the proposed transaction | |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | |
| 4 | Whether omnibus approval is being sought? | |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | |
| 7 | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. | |
| | <i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i> | |
| | a. Name of the director / KMP | |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | |
| 9 | Other information relevant for decision making. | |

B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| | Transaction: | |
| 1. | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | N.A. |
| 2. | Basis of determination of price. | Goods are sold or purchased at market rate or cost plus profit where market rate is not available. |
| 3. | In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following: | |
| | a. Amount of Trade advance | N.A. |
| | b. Tenure | N.A. |
| | c. Whether same is self-liquidating? | N.A. |

Table for A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management | |
|--------|--|--|--------------------------|
| | | Purchase of Goods / Services | Sale of Goods / Services |
| | Transaction: | | |
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (Rs. in lakhs) | 8,00,550.00 | 8,00,565.00 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes | Yes |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | 206.43% | 206.43% |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | 223.47% | 223.47% |

| | | | |
|---|--|---------|---------|
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | 594.09% | 594.10% |
|---|--|---------|---------|

Table 2 for A(5): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management | |
|--------|--|---|---|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Purchase of Goods / Services | Sale of Goods / Services |
| 2 | Details of each type of the proposed transaction | <p>a. Advisory Fees</p> <p>Entities seek advisory from group companies to leverage specialized expertise, cost efficiencies, and aligned strategic goals. This ensures synergistic growth within the group framework.</p> <p>b. Cross Charge Expense</p> <p>Cross charge expense transactions are done at actuals to allocate the expense to group entities based on services availed by them.</p> <p>c. Purchase of Goods</p> <p>Goods are sold or purchased at market rate or cost plus profit where market rate is not available.</p> | <p>a. Advisory Income</p> <p>Entities seek advisory from group companies to leverage specialized expertise, cost efficiencies, and aligned strategic goals. This ensures synergistic growth within the group framework.</p> <p>b. Cross Charge Income</p> <p>Cross charge(income) transactions are done at actuals to allocate the expense to group entities based on services availed by them.</p> <p>c. Rent Income</p> <p>These are annual contracts, and expense for these transactions are accounted on a monthly basis.</p> <p>d. Sale of goods</p> <p>Goods are sold or purchased at market rate or cost plus profit where market rate is not available.</p> |

| | | | |
|---|---|--|--|
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | 1 Year | 1 Year |
| 4 | Whether omnibus approval is being sought? | Yes | Yes |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. (Rs. in lakhs) | 8,00,550.00 | 8,00,565.00 |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | <p>a. Advisory Fees</p> <p>Advisory services include financial consulting, investment strategy formulation, and risk management, ensuring informed decision-making for group entities.</p> <p>b. Cross Charge Expense</p> <p>Cross-charge expense/income is the allocation of shared service costs incurred by one entity to other group entities in proportion to their usage or benefit.</p> <p>c. Purchase of Goods</p> <p>Group entities engage in the purchase and sale of goods for various strategic reasons. These transactions enable subsidiaries and affiliates to expand into new markets by leveraging the established network and resources of related entities. Additionally, they help mitigate risks associated with third-party dealings, such as credit risk and contractual disputes.</p> | <p>a. Advisory Income</p> <p>Advisory services include financial consulting, investment strategy formulation, and risk management, ensuring informed decision-making for group entities.</p> <p>b. Cross Charge Income</p> <p>Cross-charge expense/income is the allocation of shared service costs incurred by one entity to other group entities in proportion to their usage or benefit.</p> <p>c. Rent Income</p> <p>Rental revenue earned from leasing office space to various group companies for their operational requirements.</p> |

| | | | |
|---|---|-----------------|---|
| | | | <p>d. Sale of goods</p> <p>Group entities engage in the purchase and sale of goods for various strategic reasons. These transactions enable subsidiaries and affiliates to expand into new markets by leveraging the established network and resources of related entities. Additionally, they help mitigate risks associated with third-party dealings, such as credit risk and contractual disputes.</p> |
| 7 | <p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.</p> | | |
| | a. Name of the director / KMP | Abhishek Bansal | Abhishek Bansal |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | 99.99% (Direct) | 99.99% (Direct) |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | NA | NA |
| 9 | Other information relevant for decision making. | NA | NA |

Item No. 16: To consider and approve Material Related Party Transaction(s) between Abans Jewels Limited, wholly owned subsidiary of Abans Enterprises Limited and Abans Securities Private Limited, Company part of the Promoter Group of Abans Enterprises Limited

Background and details:

Abans Jewels Limited (“AJL”) is the wholly owned subsidiary (“Subsidiary”) of Abans Enterprises Limited (“AEL”/ “Company”) and Abans Securities Private Limited (“ASPL”) being company part of the Promoter Group of AEL and accordingly, a related party under Regulation 2(1)(zb) of the SEBI LODR Regulations.

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs. The Audit Committee has reviewed and taken note of the certificate placed before it provided by the Whole Time Director and Chief Financial Officer of AEL, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm’s length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for RPTs between Subsidiary of AEL and ASPL to be entered into during FY 2026-27. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The 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. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it and, while approving the RPT(s), the Committee has determined that the promoter(s) or promoter group will not benefit from the proposed RPT(s) at the expense of public shareholders.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions is enclosed below.

Details of the proposed transactions between Abans Jewels Limited, wholly owned subsidiary of Abans Enterprises Limited and Abans Securities Private Limited, Company part of the Promoter Group of Abans Enterprises Limited being related parties of the Company, including the information pursuant to Clause 4 of the Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

A(1): Basic details of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|--|
| 1 | Name of the related party | Abans Securities Private Limited |
| 2 | Country of incorporation of the related party | India |
| 3 | Nature of business of the related party | The company acts as a stock broker and commodities broker to execute proprietary trades and also trades on behalf of its clients and also trades in physical commodity. It is registered with Central Depository Services (India) Limited in the capacity of Depository Participant. |

A(2): Relationship and ownership of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|---|
| 1 | Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | Entity/Enterprises over which Promoter/KMP has significant influence, accordingly as per para 9a and 9b of Ind AS 24 the entity is a related party. |
| | • Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. | N.A. |
| | • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | N.A. |
| | • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered. | N.A. |

A(3): Details of previous transactions with the related party

| S. No. | Particulars of the information | Information provided by the management | |
|--------|---|--|--|
| 1 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. | | |
| | Nature of Transactions | | FY 2024-2025 (Rs. in lakhs) |
| | a) Listed Entity | | - |
| | b) Subsidiary (Abans Jewels Limited) | | |
| | Brokerage Expense and allied activities | | 6.74 |
| | Purchase of Financial Instruments | | 516.64 |
| | Rent Income | | 10.46 |
| | Sale of goods | | 4,328.12 |
| | <i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i> | | |
| 2 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. (Rs. in lakhs) | 44,148.35 | |
| 3 | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. | No | |

A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | Refer Table 1 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | |

| | | |
|--|--|--|
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | |
| 6 | Financial performance of the related party for the immediately preceding financial year: | |
| | Particulars | FY 2024-2025 (Rs. In Lakhs) |
| | Turnover | 23,757.89 |
| | Profit After Tax | 375.99 |
| | Net worth | 4,247.13 |
| <i>Explanation: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i> | | |

A(5): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Refer Table 2 |
| 2 | Details of each type of the proposed transaction | |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | |
| 4 | Whether omnibus approval is being sought? | |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | |
| 7 | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. | |
| | <i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i> | |
| | a. Name of the director / KMP | |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | |
| 9 | Other information relevant for decision making. | |

B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|---|
| 1. | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | N.A. |
| 2. | Basis of determination of price. | <i>Goods are sold or purchased at market rate or cost plus profit where market rate is not available.</i> |
| 3. | In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: | |
| | a. Amount of Trade advance | N.A. |
| | b. Tenure | N.A. |
| | c. Whether same is self-liquidating? | N.A. |

B(5): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|---|
| 1. | Material covenants of the proposed transaction | Securities issued/redeemed during the period, Discount/Finance cost on issue of Securities |
| 2. | Interest rate (<i>in terms of numerical value or base rate and applicable spread</i>) | Debentures are issued either at fixed interest or linked to an underlying asset (nifty, equity, commodity, etc), interest / coupon varies from 9% to 13% depending on the terms of issue. |
| 3. | Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i> | |
| 4. | Maturity / due date | As per agreed terms and conditions |
| 5. | Repayment schedule & terms | As per agreed terms and conditions |
| 6. | Whether secured or unsecured | Unsecured |
| 7. | If secured, the nature of security & security coverage ratio | NA |
| 8. | The purpose for which the funds will be utilized by the listed entity / subsidiary | The funds shall be utilised by the subsidiary company for meeting working capital requirements required to ensure smooth and efficient conduct of its day-to-day operations. |

C(4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|--|
| 1. | Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.</i> | |
| | a. Before transaction | 1.27 |
| | b. After transaction | NA |
| 2. | Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.</i> | |
| | a. Before transaction | 0.34 |
| | b. After transaction | NA |

Table 1 for A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management | | |
|--------|--|--|--------------------------|---------------------------------|
| | | Purchase of Goods / Services | Sale of Goods / Services | Borrowings (Loans & Securities) |
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (Rs. in lakhs) | 8,00,800.00 | 8,00,565.00 | 1,40,000 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes | Yes | Yes |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | 206.49% | 206.43% | 36.10% |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | 223.54% | 223.47% | 39.08% |
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | 3370.67% | 3369.68% | 589.28% |

Table 1 for A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management | | |
|--------|--|---|---|--|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Purchase of Goods / Services | Sale of Goods / Services | Borrowings (Loans & Securities) |
| 2 | Details of each type of the proposed transaction | <p>a. Advisory Fees</p> <p>Entities seek advisory from group companies to leverage specialized expertise, cost efficiencies, and aligned strategic goals. This ensures synergistic growth within the group framework.</p> <p>b. Brokerage Expense and allied activities</p> <p>Abans Services Private Limited is registered as stock-broker with regulatory authorities and provide stock broking facilities to other group entities.</p> <p>c. Cross Charge Expenses</p> <p>Cross charge expense/(income) transactions are done at actuals to allocate the expense to group entities based on services availed by them.</p> | <p>a. Advisory Income</p> <p>Entities seek advisory from group companies to leverage specialized expertise, cost efficiencies, and aligned strategic goals. This ensures synergistic growth within the group framework.</p> <p>b. Cross Charge Income</p> <p>Cross charge expense/(income) transactions are done at actuals to allocate the expense to group entities based on services availed by them.</p> <p>c. Rent Income</p> <p>These are annual contracts, and expense for these transactions are accounted on a monthly basis.</p> | <p>Debentures are issued either at fixed interest or linked to an underlying asset (nifty, equity, commodity, etc), interest / coupon varies from 9% to 13% depending on the terms of issue.</p> |

| | | | | |
|---|---|--|--|--|
| | | d. Purchase of Goods Goods are sold or purchased at market rate or cost plus profit where market rate is not available. | d. Sale of goods/ services Goods are sold or purchased at market rate or cost plus profit where market rate is not available. | |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | 1 Year | 1 Year | 1 Year |
| 4 | Whether omnibus approval is being sought? | Yes | Yes | Yes |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. (Rs. in Lakhs) | 8,00,800.00 | 8,00,565.00 | 1,40,000.00 |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | a. Advisory Fees Advisory services include financial consulting, investment strategy formulation, and risk management, ensuring informed decision-making for group entities. b. Brokerage expenses and allied activities Brokerage is charged as per the market rate on all trades by the broker and the same is adjusted against the payout to client. | a. Advisory Income Advisory services include financial consulting, investment strategy formulation, and risk management, ensuring informed decision-making for group entities. b. Cross Charge Income Cross-charge expense/income is the allocation of shared service costs incurred by one entity to other group entities in proportion to their usage or benefit. | Group companies strategically issue diverse Market Linked Debentures (MLD), each tied to underlying indices, stocks, etc. These issuances are extended to Alternative Investment Funds (AIFs), and other group investee companies all conducted at arm's length to ensure fairness and transparency. |

| | | | | |
|---|---|--|---|--------------------------|
| | | <p>c. Cross Charge Expenses</p> <p>Cross-charge expense is the allocation of shared service costs incurred by one entity to other group entities in proportion to their usage or benefit.</p> <p>d. Purchase of Goods</p> <p>Group entities engage in the purchase and sale of goods for various strategic reasons. These transactions enable subsidiaries and affiliates to expand into new markets by leveraging the established network and resources of related entities. Additionally, they help mitigate risks associated with third-party dealings, such as credit risk and contractual disputes.</p> | <p>c. Rent Income</p> <p>Rental revenue earned from leasing office space to various group companies for their operational requirements.</p> <p>d. Sale of goods/services</p> <p>Group entities engage in the purchase and sale of goods for various strategic reasons. These transactions enable subsidiaries and affiliates to expand into new markets by leveraging the established network and resources of related entities. Additionally, they help mitigate risks associated with third-party dealings, such as credit risk and contractual disputes.</p> | |
| 7 | <p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.</p> | | | |
| | <p>a. Name of the director / KMP</p> | <p>Abhishek Bansal</p> | <p>Abhishek Bansal</p> | <p>Abhishek Bansal</p> |
| | <p>b. Shareholding of the director / KMP, whether</p> | <p>65.67% (Indirect)</p> | <p>65.67% (Indirect)</p> | <p>65.67% (Indirect)</p> |

| | | | | |
|---|---|----|----|----|
| | direct or indirect, in the related party | | | |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | NA | NA | NA |
| 9 | Other information relevant for decision making. | NA | NA | NA |

Item No. 17: To consider and approve Material Related Party Transaction(s) between Abans Jewels Limited, wholly owned subsidiary of Abans Enterprises Limited and Lifesurge Trading Private Limited, Company part of the Promoter Group of Abans Enterprises Limited

Background and details:

Abans Jewels Limited (“AJL”) is the wholly owned subsidiary (“Subsidiary”) of Abans Enterprises Limited (“AEL”/ “Company”) and Lifesurge Trading Private Limited (“LTPL”) being company part of the Promoter Group of AEL and accordingly, a related party under Regulation 2(1)(zb) of the SEBI LODR Regulations.

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs. The Audit Committee has reviewed and taken note of the certificate placed before it provided by the Whole Time Director and Chief Financial Officer of AEL, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm’s length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for RPTs between Subsidiary of AEL and LTPL to be entered into during FY 2026-27. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The 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. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it and, while approving the RPT(s), the Committee has determined that the promoter(s) or promoter group will not benefit from the proposed RPT(s) at the expense of public shareholders.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions is enclosed below.

Details of the proposed transactions between Abans Jewels Limited, wholly owned subsidiary of Abans Enterprises Limited and Lifesurge Trading Private Limited Company part of the Promoter Group of Abans Enterprises Limited being related parties of the Company, including the information pursuant to Clause 4 of the Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

A(1): Basic details of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|--|
| 1 | Name of the related party | Lifesurge Trading Private Limited |
| 2 | Country of incorporation of the related party | India |
| 3 | Nature of business of the related party | The principal activities of the company consist of to carry on business as traders in all kind of commodities like bullion, precious metals, semi precious metals, metals products and trading in securites and derivative contracts on recognised stock exchanges in India. |

A(2): Relationship and ownership of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|---|
| 1 | Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | Entity/Enterprises over which Promoter/KMP has significant influence, accordingly as per para 9a and 9b of Ind AS 24 the entity is a related party. |
| | • Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. | N.A. |
| | • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | N.A. |
| | • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. | N.A. |

| | | |
|--|---|--|
| | While calculating indirect shareholding, shareholding held by relatives shall also be considered. | |
|--|---|--|

A(3): Details of previous transactions with the related party

| S. No. | Particulars of the information | | Information provided by the management | |
|---|--|--------------------------------|--|----------|
| 1 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. | | | |
| | Nature of Transactions | FY 2024-2025 (Rs. in lakhs) | | |
| | a) Listed entity | | | NIL |
| | b) Subsidiary (Abans Jewels Limited) | | | |
| | Purchase of Financial Instruments | | | 5,481.20 |
| | Rent Income | | | 122.82 |
| | Sale of goods | | | 7,802.96 |
| <i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i> | | | | |
| 2 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. | | 3,479.88 | |
| 3 | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. | | No | |

A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | Refer Table 1 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | |

| | | |
|---|--|--|
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | |
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | |
| 6 | Financial performance of the related party for the immediately preceding financial year: | |
| | Particulars | FY 2024-2025 (Rs. in lakhs) |
| | Turnover | 41,001.58 |
| | Profit After Tax | 1,408.16 |
| | Net worth | 859.65 |
| | <i>Explanation: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i> | |

A(5): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Refer Table 2 |
| 2 | Details of each type of the proposed transaction | |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | |
| 4 | Whether omnibus approval is being sought? | |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | |
| 7 | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i> | |
| | a. Name of the director / KMP | |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | |
| 9 | Other information relevant for decision making. | |

B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| | Transaction: | Purchase/ Sale of Goods/ Services |
| 1. | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | N.A. |
| 2. | Basis of determination of price. | Goods are sold or purchased at market rate or cost plus profit where market rate is not available. |
| 3. | In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following: | |
| | a. Amount of Trade advance | N.A. |
| | b. Tenure | N.A. |
| | c. Whether same is self-liquidating? | N.A. |

B(5): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|---|
| 1. | Material covenants of the proposed transaction | Securities issued/redeemed during the period, Discount/Finance cost on issue of Securities |
| 2. | Interest rate (<i>in terms of numerical value or base rate and applicable spread</i>) | Debentures are issued either at fixed interest or linked to an underlying asset (nifty, equity, commodity, etc), interest / coupon varies from 9% to 13% depending on the terms of issue. |
| 3. | Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i> | |
| 4. | Maturity / due date | As per agreed terms and conditions |
| 5. | Repayment schedule & terms | As per agreed terms and conditions |
| 6. | Whether secured or unsecured | Unsecured |
| 7. | If secured, the nature of security & security coverage ratio | NA |
| 8. | The purpose for which the funds will be utilized by the listed entity / subsidiary | The funds shall be utilised by the subsidiary company for meeting working capital requirements required to ensure smooth and efficient conduct of its day-to-day operations. |

C(4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1. | Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.</i> | |
| | a. Before transaction | 1.27 |
| | b. After transaction | NA |
| 2. | Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.</i> | |
| | a. Before transaction | 0.34 |
| | b. After transaction | NA |

Table 1 for A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management | | |
|--------|--|--|------------------------------|--------------------------|
| | | Borrowings (Loans & Securities) | Purchase of Goods / Services | Sale of Goods / Services |
| | Transaction: | | | |
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (Rs. in lakhs) | 1,40,000.00 | 8,00,550.00 | 8,00,565.00 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes | Yes | Yes |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | 36.10% | 206.43% | 206.43% |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) (Rs. in lakhs) | 39.08% | 223.47% | 223.47% |
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | 341.45% | 1952.49% | 1952.52% |

Table 2 for A(5): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management | | |
|--------|--|--|---|--|
| | | Borrowings (Loans & Securities) | Purchase of Goods / Services | Sale of Goods / Services |
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | | | |
| 2 | Details of each type of the proposed transaction | <p>Debentures are issued either at fixed interest or linked to an underlying asset (nifty, equity, commodity, etc), interest / coupon varies from 9% to 13% depending on the terms of issue.</p> | <p>a. Advisory Fees</p> <p>Entities seek advisory from group companies to leverage specialized expertise, cost efficiencies, and aligned strategic goals. This ensures synergistic growth within the group framework.</p> <p>b. Cross Charge Expense</p> <p>Cross charge expense transactions are done at actuals to allocate the expense to group entities based on services availed by them.</p> <p>c. Purchase of Goods</p> <p>Goods are sold or purchased at market rate or cost plus profit where market rate is not available.</p> | <p>a. Advisory Income</p> <p>Entities seek advisory from group companies to leverage specialized expertise, cost efficiencies, and aligned strategic goals. This ensures synergistic growth within the group framework.</p> <p>b. Cross Charge Income</p> <p>Cross charge(income) transactions are done at actuals to allocate the expense to group entities based on services availed by them.</p> <p>c. Rent Income</p> <p>These are annual contracts, and expense for these transactions are accounted on a monthly basis.</p> |

| | | | | |
|---|---|---|--|---|
| | | | | <p>d. Sale of goods</p> <p>Goods are sold or purchased at market rate or cost plus profit where market rate is not available.</p> |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | 1 Year | 1 Year | 1 Year |
| 4 | Whether omnibus approval is being sought? | Yes | Yes | Yes |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. (Rs. in lakhs) | 1,40,000.00 | 8,00,550.00 | 8,00,565.00 |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | <p>Group companies strategically issue diverse Market Linked Debentures (MLD), each tied to underlying indices, stocks, etc. These issuances are extended to Alternative Investment Funds (AIFs), and other group investee companies all conducted at arm's length to ensure fairness and transparency.</p> | <p>a. Advisory Fees</p> <p>Advisory services include financial consulting, investment strategy formulation, and risk management, ensuring informed decision-making for group entities.</p> <p>b. Cross Charge Expense</p> <p>Cross-charge expense/income is the allocation of shared service costs incurred by one entity to other group entities in proportion to their usage or benefit.</p> | <p>a. Advisory Income</p> <p>Advisory services include financial consulting, investment strategy formulation, and risk management, ensuring informed decision-making for group entities.</p> <p>b. Cross Charge Income</p> <p>Cross-charge expense/income is the allocation of shared service costs incurred by one entity to other group entities in proportion to their usage or benefit.</p> |

| | | | | |
|---|--|-----------------|---|--|
| | | | <p>c. Purchase of Goods</p> <p>Group entities engage in the purchase and sale of goods for various strategic reasons. These transactions enable subsidiaries and affiliates to expand into new markets by leveraging the established network and resources of related entities. Additionally, they help mitigate risks associated with third-party dealings, such as credit risk and contractual disputes.</p> | <p>c. Rent Income</p> <p>Rental revenue earned from leasing office space to various group companies for their operational requirements.</p> <p>d. Sale of goods</p> <p>Group entities engage in the purchase and sale of goods for various strategic reasons. These transactions enable subsidiaries and affiliates to expand into new markets by leveraging the established network and resources of related entities. Additionally, they help mitigate risks associated with third-party dealings, such as credit risk and contractual disputes.</p> |
| 7 | <p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> | | | |
| | <p><i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.</p> | | | |
| | <p>a. Name of the director / KMP</p> | Abhishek Bansal | Abhishek Bansal | Abhishek Bansal |
| | <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p> | 99.99% (Direct) | 99.99% (Direct) | 99.99% (Direct) |

| | | | | |
|---|---|----|----|----|
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | NA | NA | NA |
| 9 | Other information relevant for decision making. | NA | NA | NA |

Item No. 18: To consider and approve Material Related Party Transaction(s) between Abans Jewels Limited, wholly owned subsidiary of Abans Enterprises Limited and Zicuro Technologies Private Limited, Company part of the Promoter Group of Abans Enterprises Limited

Background and details:

Abans Jewels Limited (“AJL”) is the wholly owned subsidiary (“Subsidiary”) of Abans Enterprises Limited (“AEL”/“Company”) and Zicuro Technologies Private Limited (“ZTPL”) being company part of the Promoter Group of AEL and accordingly, a related party under Regulation 2(1)(zb) of the SEBI LODR Regulations.

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs. The Audit Committee has reviewed and taken note of the certificate placed before it provided by the Whole Time Director and Chief Financial Officer of AEL, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm’s length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for RPTs between Subsidiary of AEL and ZTPL to be entered into during FY 2026-27. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The 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. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it and, while approving the RPT(s), the Committee has determined that the promoter(s) or promoter group will not benefit from the proposed RPT(s) at the expense of public shareholders.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions is enclosed below.

Details of the proposed transactions between Abans Jewels Limited, wholly owned subsidiary of Abans Enterprises Limited and Zicuro Technologies Private Limited, Company part of the Promoter Group of Abans Enterprises Limited being related parties of the Company, including the information pursuant to Clause 4 of the Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

A(1): Basic details of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|---|
| 1 | Name of the related party | Zicuro Technologies Private Limited |
| 2 | Country of incorporation of the related party | India |
| 3 | Nature of business of the related party | The company is into business of development and marketing of software, software related services and consultancy in India or anywhere in world. |

A(2): Relationship and ownership of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|---|
| 1 | Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | Entity/Enterprises over which Promoter/KMP has significant influence, accordingly as per para 9a and 9b of Ind AS 24 the entity is a related party. |
| | • Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. | N.A. |
| | • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | N.A. |
| | • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered. | N.A. |

A(3): Details of previous transactions with the related party

| S. No. | Particulars of the information | | Information provided by the management |
|---|---|-----------------------------|--|
| 1 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. | | |
| | Nature of Transactions | FY 2024-2025 (Rs. in lakhs) | |
| | a) Listed Entity | | |
| | b) Subsidiary (Abans Jewels Limited) | | |
| | Rent Income | 1.31 | |
| <i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i> | | | |
| 2 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. (Rs. in lakhs) | | 1.68 |
| 3 | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. | | No |

A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | | Information provided by the management |
|--------|--|--|--|
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | | Refer Table 1 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | | |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | | |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | | |
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | | |

| | | | |
|---|--|--|--|
| 6 | Financial performance of the related party for the immediately preceding financial year: | | |
| | Particulars | FY 2024-2025 (Rs. in Lakhs) | |
| | Turnover | 1,657.00 | |
| | Profit After Tax | 454.35 | |
| | Net worth | 740.71 | |
| <i>Explanation: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i> | | | |

A(5): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Refer Table 2 |
| 2 | Details of each type of the proposed transaction | |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | |
| 4 | Whether omnibus approval is being sought? | |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | |
| 7 | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. | |
| | <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control. | |
| | a. Name of the director / KMP | |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | |
| 9 | Other information relevant for decision making. | |

B(5): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|---|
| 1. | Material covenants of the proposed transaction | Securities issued/redeemed during the period, Discount/Finance cost on issue of Securities |
| 2. | Interest rate (<i>in terms of numerical value or base rate and applicable spread</i>) | Debentures are issued either at fixed interest or linked to an underlying asset (nifty, equity, commodity, etc), interest / coupon varies from 9% to 13% depending on the terms of issue. |
| 3. | Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i> | |
| 4. | Maturity / due date | As per agreed terms and conditions |
| 5. | Repayment schedule & terms | As per agreed terms and conditions |
| 6. | Whether secured or unsecured | Unsecured |
| 7. | If secured, the nature of security & security coverage ratio | NA |
| 8. | The purpose for which the funds will be utilized by the listed entity / subsidiary | The funds shall be utilised by the subsidiary company for meeting working capital requirements required to ensure smooth and efficient conduct of its day-to-day operations. |

C(4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|--|
| 1. | Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.</i> | |
| | a. Before transaction | 1.27 |
| | b. After transaction | NA |
| 2. | Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.</i> | |
| | a. Before transaction | 0.34 |
| | b. After transaction | NA |

Table 1 for A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| | Transaction: | Borrowings (Loans & Securities) |
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (Rs. in lakhs) | 1,40,000.00 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | 36.10% |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | 39.08% |
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | 8449.00% |

Table 2 for A(5): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|---|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Borrowings (Loans & Securities) |
| 2 | Details of each type of the proposed transaction | Debentures are issued either at fixed interest or linked to an underlying asset (nifty, equity, commodity, etc), interest / coupon varies from 9% to 13% depending on the terms of issue. |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | 1 Year |
| 4 | Whether omnibus approval is being sought? | Yes |

| | | |
|---|--|--|
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. (Rs. in lakhs) | 1,40,000.00 |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | Group companies strategically issue diverse Market Linked Debentures (MLD), each tied to underlying indices, stocks, etc. These issuances are extended to Alternative Investment Funds (AIFs), and other group investee companies all conducted at arm's length to ensure fairness and transparency. |
| 7 | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control. | |
| | a. Name of the director / KMP | Abhishek Bansal |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | 99.99% (Direct) |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | NA |
| 9 | Other information relevant for decision making. | NA |

Item No. 19: To consider and approve Material Related Party Transaction(s) between Abans Jewels Limited, wholly owned subsidiary of Abans Enterprises Limited and Mr. Abhishek Bansal , Promoter of Abans Enterprises Limited

Background and details:

Abans Jewels Limited (“AJL”) is the wholly owned subsidiary (“Subsidiary”) of Abans Enterprises Limited (“AEL”/ “Company”) and Mr. Abhishek Bansal being Promoter of AEL and accordingly, a related party under Regulation 2(1)(zb) of the SEBI LODR Regulations.

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs. The Audit Committee has reviewed and taken note of the certificate placed before it provided by the Whole Time Director and Chief Financial Officer of AEL, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm’s length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for RPTs between Subsidiary of AEL and Mr. Abhishek Bansal to be entered into during FY 2026-27. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The 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. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it and, while approving the RPT(s), the Committee has determined that the promoter(s) or promoter group will not benefit from the proposed RPT(s) at the expense of public shareholders.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions is enclosed below.

Details of the proposed transactions between between Abans Jewels Limited, wholly owned subsidiary of Abans Enterprises Limited and Mr. Abhishek Bansal , Promoter of Abans Enterprises Limited being related parties of the Company, including the information pursuant to Clause 4 of the Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

A(1): Basic details of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|--|
| 1 | Name of the related party | Abhishek Bansal |
| 2 | Country of incorporation of the related party | India |
| 3 | Nature of business of the related party | Abhishek Bansal is engaged in trading in Immovable properties, precious metals like gold, silver etc., Financial Instruments such as Derivatives and investments in listed and unlisted shares of companies. |

A(2): Relationship and ownership of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|--|
| 1 | Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | A person having significance influence over the reporting entity, accordingly as per para 9a of Ind AS 24 the entity is a related party. |
| | • Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. | N.A. |
| | • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | N.A. |
| | • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered. | 74.56% |

A(3): Details of previous transactions with the related party

| S. No. | Particulars of the information | Information provided by the management | |
|---|---|--|------------------------------------|
| 1 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. | | |
| | Nature of Transactions | | FY 2024-2025 (Rs.) in lakhs |
| | a) Listed Entity | | |
| | Rent Expenses | | 0.36 |
| | Personal Guarantee Taken- outstanding balance as at end of the period | | 5,000.00 |
| | b) Subsidiary (Abans Jewels Limited) | | |
| | Rent Expense | | 0.60 |
| | Rent Income | | 1.31 |
| | Personal Guarantee Taken- outstanding balance as at end of the period | | 3,608.00 |
| | Sale of Financial Instruments | | 507.47 |
| <i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i> | | | |
| 2 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. (Rs. in lakhs) | 1,502.40 | |
| 3 | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. | No | |

A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | Refer Table 1 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | |

| | | | |
|---|--|--|-----------|
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | | |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | | |
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | | |
| 6 | Financial performance of the related party for the immediately preceding financial year: | | |
| | Particulars | FY 2024-2025 (Rs. in lakhs) | |
| | Turnover | | 389.60 |
| | Profit After Tax | | 563.73 |
| | Owner's Fund | | 20,698.04 |
| | <i>Explanation: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i> | | |

A(5): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Refer Table 2 |
| 2 | Details of each type of the proposed transaction | |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | |
| 4 | Whether omnibus approval is being sought? | |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | |
| 7 | Details of the promoter(s)/ director(s)/ key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. | |
| | <i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i> | |
| | a. Name of the director / KMP | |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | |
| 9 | Other information relevant for decision making. | |

B(5): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|---|
| 1. | Material covenants of the proposed transaction | Borrowings made by Listed entity and finance cost on borrowings |
| 2. | Interest rate (<i>in terms of numerical value or base rate and applicable spread</i>) | Interest rates, typically ranging from 11% to 12%, subject to potential revisions influenced by monetary policies and industry competition. Importantly, the lending rates are consistently maintained at arm's length, emphasizing fairness and adherence to industry standards. |
| 3. | Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i> | |
| 4. | Maturity / due date | 1 year |
| 5. | Repayment schedule & terms | On Demand |
| 6. | Whether secured or unsecured | Unsecured |
| 7. | If secured, the nature of security & security coverage ratio | NA |
| 8. | The purpose for which the funds will be utilized by the listed entity / subsidiary | These Loans and Advances are facilitated to empower the group's business ventures. It's crucial to emphasize that the loan disbursement process for related parties mirrors that of external entities. This underscores our commitment to maintaining an arm's length transaction approach, ensuring fairness and transparency in financial dealings across all parties involved. Group entities may require immediate funding to meet operational expenses given on short-term basis and carry no interest. An advance ensures timely access to funds without disrupting operations. |

C(4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|--|
| 1. | Debt to Equity Ratio of the listed entity based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.</i> | |
| | a. Before transaction | 3.34 |
| | b. After transaction | NA |
| 2. | Debt Service Coverage Ratio of the listed entity based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.</i> | |
| | a. Before transaction | 0.12 |
| | b. After transaction | NA |

Table 1 for A(4): Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| | Transaction: | Borrowings (Loans & Securities) |
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (Rs. in lakhs) | 2,00,000.00 |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | 51.57% |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | 55.83% |
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | 51334.70% |

Table 2 for A(5): Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Borrowings (Loans & Securities) |
| 2 | Details of each type of the proposed transaction | These Loans are facilitated to empower the group's business ventures. It's crucial to emphasize that the loan disbursement process for related parties mirrors that of external entities. This underscores our commitment to maintaining an arm's length transaction approach, ensuring fairness and transparency in financial dealings across all parties involved. Group entities may require immediate funding to meet operational expenses given on short term basis and carries no interest. An advance ensures timely access to funds without disrupting operations. |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | 1 Year |
| 4 | Whether omnibus approval is being sought? | Yes |

| | | |
|---|--|--|
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.(Rs. in lakhs) | 2,00,000.00 |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | Unsecured loan, Rate of interest is @ 11-12%, tenure is 1 year and repayment is on demand. These loans are extended to support the operational and strategic needs. The disbursement process follows the same due diligence and approval standards as external transactions, maintaining arm's length principles and transparency. By facilitating short-term, funding where necessary, the listed entity safeguards the efficiency and performance of the listed entity and its subsidiaries, thereby protecting and enhancing overall group value. |
| 7 | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. | |
| | <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control. | |
| | a. Name of the director / KMP | Abhishek Bansal |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | 74.56% |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | NA |
| 9 | Other information relevant for decision making. | NA |

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

Sd/-
Mahiti Rath
Company Secretary & Compliance Officer
Membership No.: ACS 72887

Date: February 05, 2026

Place: Mumbai

PROCEDURE FOR E-VOTING:

(i) E-VOTING FACILITY:

- (a) In compliance with 108, 110 and other applicable provisions of the of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations 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, February 26, 2026 at 9:00 a.m. (IST) |
| End of remote e-voting | Friday, March 27, 2026 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) The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid up equity share capital of the Company as on the Cut-off Date i.e. Friday, February 20, 2026.
- (d) Members holding shares either in physical form or dematerialized form, as on the Cut-off Date (including those Members who may not receive this Postal Ballot 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 Postal Ballot Notice only through the remote e-voting.

(ii) THE INSTRUCTIONS FOR E-VOTING ARE AS FOLLOWS:

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. | <ol style="list-style-type: none"> 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. 2. 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. 3. 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 4. 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 |

| | |
|---|---|
| | <p>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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <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. 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. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on http://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. |

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 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.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:

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 is on.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 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 toll free no.: 022 - 4886 7000 or send a request to Mr Sagar 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), and 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 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.

INFORMATION AT A GLANCE:

| Particulars | Notes |
|--|--|
| Cut-off Date to determine those members who are eligible to vote on the resolution | Friday, February 20, 2026 |
| Remote e-Voting start time and date | 9.00 a.m. (IST) on Thursday, February 26, 2026 |
| Remote e-Voting end time and date | 5.00 p.m. (IST) on Friday, March 27, 2026 |
| Date on which the resolution is deemed to be passed | Last date of voting i.e. Friday, March 27, 2026 |
| Name, address and contact details of Registrar and Share Transfer Agent. | Contact Person: Ms. Deepali Dhuri |
| | Compliance Officer |
| | Purva Sharegistry (India) Pvt. Ltd |
| | Unit no. 9, Shiv Shakti Ind. Est., J .R. Boricha Marg, Lower Parel (E), Mumbai 400 011 |
| | Contact details: Add email ids : support@purvashare.com |
| | Contact Number: 022 23018261/23010771 |
| Name, address and contact details of e-voting service provider | Contact Person: Mr. Sagar Gudhate |
| | Officer |
| | National Securities Depository Limited |
| | 4 th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 |
| | Contact details: evoting@nsdl.com |
| | Contact number- 1800 1020 990 / 1800 224 430 |
| NSDL e-voting website address | https://www.evoting.nsdl.com/ |
| Name and contact details of the Compliance Officer | Contact Person: |
| | Ms. Mahiti Rath |
| | Company Secretary and Compliance Officer |
| | 36, 37, 38A, Floor 3, Nariman Bhavan, Backbay Reclamation, Nariman Point, Mumbai – 400 021 |
| | Contact Number: 022 6179 0000 |
| | Email: compliance@abansenterprises.com |