
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, Government of India and Securities and Exchange Board of India]

VOTING STARTS ON	VOTING ENDS ON
Friday, February 14, 2025 at 9:00 a.m. (IST)	Saturday, March 15, 2025 at 5:00 p.m. (IST)

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 (**“the Act”**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the Companies (Management and Administration) Rules, 2014 (**“Rules”**), as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), General Circular Nos. 14/2020 dated April, 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 General Circular No. 9/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India (the **“MCA Circulars”**), the Securities and Exchange Board of India Circular Nos. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, as amended from time to time (**“SEBI Circulars”**), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below are proposed to be passed by the members of the Company (as on the Cut-off Date) (**“Members”**), through postal ballot (the **“Postal Ballot”**) only by way of remote e-voting (**“e-voting”**) process.

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 Listing Regulations and circulars issued thereof forms part of this Postal Ballot notice (the **“Postal Ballot 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 (**Management Rules**), Regulation 44 of the SEBI Listing 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

Abans Enterprises Limited

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CIN: L74120MH1985PLC035243

addresses are registered with the Company / depository participant(s) as on the cut-off date (**Friday, February 07, 2025**).

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 **Friday, February 14, 2025 at 9.00 a.m. (IST)** and ends on **Saturday, March 15, 2025 at 5.00 p.m. (IST)**. The e-voting module shall be disabled for voting thereafter.

The Board of Directors of the Company at its meeting held on February 04, 2025 has appointed M/s D.A Kamat & Co., Practising Company Secretaries (FCS: 8227/ CP: 9297) as the Scrutinizer for conducting the postal ballot (remote e- voting) 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 scrutiny of the Postal Ballot through e-voting. The results of the Postal Ballot shall be declared on or before Tuesday, March 18, 2025 at the Registered Office of the Company. The said 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>.

Items of business requiring approval of Equity Shareholders through Postal Ballot by ‘**remote e-voting**’ are given below:

SPECIAL BUSINESS:

1) To consider and approve Material Related Party Transactions proposed to be entered into by the Company and its Subsidiaries in Financial Year 2025-26

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “the Listing Regulations”), and other applicable provisions of the Companies Act, 2013 (hereinafter called “the Act”) and Rules made there under, (including any statutory modification(s) and/or re-enactment thereof for the time being in force), and as per the Company’s Policy on Related Party Transactions, and pursuant to the approval of the Audit Committee and the Board of Directors of the Company at their meeting held on February 04, 2025, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, (which term shall be deemed to include any Committee constituted / to be constituted / empowered by the Board from time to time to exercise its powers conferred by this resolution) for material related party transactions/ arrangements/ transactions/ contracts to be entered into (whether by way of an individual transaction

or transactions taken together or series of transactions or tranches or otherwise) between the Company and related parties under Regulation 2(1)(zb) of the Listing Regulations (“**Related Party**”), as detailed in the table forming part of the Explanatory Statement annexed herewith, on such terms and conditions as may be agreed between the Company/ its Subsidiaries and Related Party;

RESOLVED FURTHER THAT the aggregate amount/ value of all such arrangements/ transactions/ contracts that may be entered into by the Company alongwith its subsidiaries with the Related Parties and remaining outstanding at any one point in time shall not exceed the limits mentioned in the table forming part of the Explanatory Statement annexed herewith for Financial Year 2025-26, provided that the said transactions are entered into/ carried out on arm’s length basis and in the ordinary course of business on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorized Committee thereof);

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), Chief Financial Officer, Company Secretary 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.”

2) To consider and approve Abans Enterprises Limited Employees’ Stock Option Scheme, 2025 (“AEL ESOS 2025”)

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) read with Section 67 of the Companies Act, 2013, Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any

statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended from time to time (hereinafter referred to as “**SEBI (SBEB) Regulations**”), the provisions of the Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other prevailing statutory guidelines in that behalf (hereinafter together referred to as “the Extant Guidelines”) and subject to such other approvals, permissions and sanctions as may be necessary from appropriate authorities and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee including the Nomination, Remuneration and Compensation Committee (NRCC) which the Board has constituted to exercise its powers, including the powers conferred by this resolution, pursuant to the recommendation of the NRCC and approval of the Board of the Company at their meetings held on February 04, 2025, the consent of the Members be and is hereby accorded to approve, introduce and implement Abans Enterprises Limited Employees’ Stock Option Scheme 2025 (hereinafter referred to as the “AEL ESOS 2025”) and to create, offer and grant Employees’ Stock Option (“Options”) not exceeding 69,74,888 (Sixty Nine Lakhs Seventy Four Thousand Eight Hundred and Eighty Eight) i.e. Ten per cent (10%), in the aggregate, of the existing number of Paid-up Equity Shares of the Company, convertible into equivalent number of equity shares of the Company, to the present and future employees of the Company who are in permanent employment of the Company, including Directors of the Company, whether whole-time or not (except Independent Directors, Promoters or person belonging to Promoter Group and Directors who directly or indirectly holds more than 10% of the outstanding equity shares of the Company),, as may be selected by the Board on the basis of criteria prescribed in the Scheme (collectively referred as “Eligible Employees”), in one or more tranches, at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with Scheme, SEBI (SBEB) Regulations and in due compliance with other applicable laws and regulations;

RESOLVED FURTHER THAT the Company shall confirm to the accounting policies prescribed from time to time under the SEBI Regulations and any other applicable laws and regulations to the extent relevant and applicable to the AEL ESOS 2025;

RESOLVED FURTHER THAT the Board be and is hereby authorized to:-

- a) administer, implement and superintend the AEL ESOS 2025;
- b) determine the terms and conditions of grant, issue, re-issue, cancel and withdrawal of stock options from time to time;
- c) issue and allot equity shares upon exercise of options from time to time in accordance with the Scheme and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the Company.

- d) to take necessary steps for listing of the equity shares allotted under the ESOS on the Stock Exchanges where the equity shares of the Company are listed as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the other applicable laws, guidelines, rules and regulations.
- e) formulate, approve, evolve, decide upon and bring into effect, suspend, withdraw ESOS and to make any modifications, changes, variations, alterations or revisions in it, as it may deem fit, from time to time in conformity with the provisions of the Companies Act 2013, the SEBI Regulations and other applicable laws, circulars and guidelines, unless such modifications, changes variations, alterations , or revisions is detrimental to the material interest of the employees of the Company with regard to the options that may have already been granted or shares vested;
- f) do all such acts, deeds, things and matters as may be considered necessary or expedient including delegation of all or any of the powers herein conferred by this resolution to any committee of directors, director, officer or authorized representative of the Company; and
- g) settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, vary, amend, suspend, terminate, modify or alter the terms of the AEL ESOS, 2025 in accordance with and subject to the terms of the Act and any Guidelines, Rules or Regulations that may be issued by any regulatory/statutory authority, as applicable;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any Director and/ or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT status on the ESOS granted and exercised by employees be presented for the information of the Board annually.”

3) To consider and approve extension of benefits of Abans Enterprises Limited Employees’ Stock Option Scheme, 2025 (“AEL ESOS 2025”) to the Employees of the Subsidiary Companies and Holding Company

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended from time to time (hereinafter referred to as “SEBI (SBEB) Regulations”), the provisions of the Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 and other prevailing statutory guidelines in that behalf (hereinafter together referred to as “the Extant Guidelines”) and subject to such other approvals, permissions and sanctions as may be necessary from appropriate authorities and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee including the Nomination, Remuneration and Compensation Committee (NRCC) which the Board has constituted to exercise its powers, including the powers conferred by this resolution), pursuant to the recommendation of the NRCC and approval of the Board of the Company at their meetings held on February 04, 2025, the consent of the Members of the Company be and is hereby accorded to extend the benefits of Abans Enterprises Limited Employees’ Stock Option Scheme 2025 (hereinafter referred to as the “AEL ESOS 2025”), within the overall ceiling of 69,74,888 (Sixty Nine Lakhs Seventy Four Thousand Eight Hundred and Eighty Eight) i.e. Ten per cent (10%), in the aggregate, of the existing number of Paid-up Equity Shares of the Company, Employee’ Stock Options (“Options”) convertible into equivalent number of equity shares of the Company to the present and future employees of the holding company of the Company who are in permanent employment of the holding company; to the present and future employees of any existing and future subsidiary(ies) of the Company, who are in permanent employment of the subsidiary(ies), including their respective directors, whether whole-time or not (except Independent Directors, Promoters or person belonging to Promoter Group and Directors who directly or indirectly holds more than 10% of the outstanding equity shares of the Company), and as may be selected by the Board on the basis of criteria prescribed in the Scheme and on such terms and conditions as may be fixed or determined by the Board in accordance with Scheme, SEBI SBEB Regulations and in due compliance with other applicable laws and regulations;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any Director and/ or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard.”

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

Sd/-

Mahiti Rath

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

Date: February 04, 2025

Place: Mumbai

Notes:

1. The Statement pursuant to Section 102(1), 110 and other applicable provisions of the Companies Act, 2013 (“**the Act**”) read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto and forms part of the Postal Ballot Notice (“**Notice**”).
2. 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 07, 2025 (“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.**
3. 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.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. (i) Member who have not registered their email address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.abansenterprises.com) duly filled and signed along with requisite supporting documents to Purva Sharegistry (India) Pvt. Ltd at Unit no. 9, Shiv Shakti Ind. Est., J.R. Boricha Marg, Lower Parel (E), Mumbai 400 011.
5. 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “**SEBI**

Listing 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. The Company has engaged the services of NSDL to provide remote e-voting facility to enable the Members to cast their votes electronically (hereinafter referred to as the “**remote e-voting**”). The instructions for e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.

6. This Postal Ballot Notice will also be available on the Company's website at <https://www.abansenterprises.com/>, websites of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and Metropolitan Stock Exchange of India Limited at <https://www.bseindia.com> and <https://www.msei.in/> respectively and also on the website of the NSDL i.e. www.evoting.nsdl.com.
7. The Board of Directors of the Company has appointed M/s. D.A. Kamat & Co., Practising Company Secretaries (P.R. No. 1714/2022) as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
8. 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.
9. **The e-voting period commences on Friday, February 14, 2025 at 9.00 a.m. (IST) and ends on Saturday, March 15, 2025 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.
10. The Scrutinizer will submit his 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 on or before Tuesday, March 18, 2025, i.e. not later than 2 working days from the conclusion of remote e-voting.
11. The result of the Postal Ballot along with the Scrutinizer’s Report will be placed on the Company’s website <http://www.abansenterprises.com> and also on the website of NSDL at <https://www.evoting.nsdl.com/> and shall be communicated to the Stock Exchanges where the Company’s shares are listed. The result of the Postal Ballot will also be displayed at the registered office of the Company.

12. 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.
13. The resolutions, if approved by the requisite majority of members, shall be deemed to have been passed on the last date of e-voting i.e. Saturday, March 15, 2025.
14. 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, given hereunder sets out all material facts relating to the Special Business mentioned at Item No. 1 to 3 of the accompanying Notice dated February 04, 2025:

Item No. 1: To consider and approve Material Related Party Transactions proposed to be entered into by the Company and its Subsidiaries for Financial Year 2025-26

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), all Related Party Transactions shall require prior approval of the Audit Committee of the Company. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 01, 2022, all ‘Material Related Party Transaction’ and subsequent material modifications as defined by the Audit Committee in this regard, with an aggregate value exceeding Rs. 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of the Members of the Company. 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.

The definition of ‘Related Party Transactions’ under Regulation 2(1)(zc) of the SEBI LODR Regulations also includes those between the subsidiary of a listed entity on the one hand and related party on the other hand.

Members’ approval is required for the following Material Related Party Transactions to be entered into by the Company and its subsidiaries for Financial Year 2025-26:

Sr no	AEL and its subsidiaries	Counter Party name	Relationship with Listed entity or its subsidiary	Nature of transaction	Approval required (in lakhs)	% of Annual Consolidated T/O of Holding Co.	% of Annual Standalone T/O of Subsidiary Co.
1	Abans Enterprises Ltd	Abans Finance Pvt Ltd	Group Company	Loan Taken	2,00,000	83.04%	NA
2	Abans Enterprises Ltd	Abhishek Bansal	Director / Promoter / KMP	Loan Taken	2,00,000	83.04%	NA
3	Abans Enterprises Ltd	Abans Broking Services Pvt Ltd	Group Company	Purchase of Financial Instruments	50,000	20.76%	NA
4	Abans Enterprises Ltd	Abans Commodities (I) Pvt Ltd	Group Company	Purchase of Financial Instruments	1,00,000	41.52%	NA
5	Abans Enterprises Ltd	Abans Finance Pvt Ltd	Group Company	Purchase of Financial Instruments	1,00,000	41.52%	NA
6	Abans Enterprises Ltd	Abans Fintrade Pvt Ltd	Group Company	Purchase of Financial Instruments	1,00,000	41.52%	NA
7	Abans Enterprises Ltd	Abans Holdings Ltd	Group Company	Purchase of Financial Instruments	1,00,000	41.52%	NA

Sr no	AEL and its subsidiaries	Counter Party name	Relationship with Listed entity or its subsidiary	Nature of transaction	Approval required (in lakhs)	% of Annual Consolidated T/O of Holding Co.	% of Annual Standalone T/O of Subsidiary Co.
8	Abans Enterprises Ltd	Abans Investment Managers Ltd	Group Company	Purchase of Financial Instruments	1,00,000	41.52%	NA
9	Abans Enterprises Ltd	Abans Metals Pvt Ltd	Group Company	Purchase of Financial Instruments	1,00,000	41.52%	NA
10	Abans Enterprises Ltd	Abans Securities Pvt Ltd	Group Company	Purchase of Financial Instruments	1,00,000	41.52%	NA
11	Abans Enterprises Ltd	Lifesurge Trading Pvt Ltd	Group Company	Purchase of Financial Instruments	1,00,000	41.52%	NA
12	Abans Enterprises Ltd	Zicuro Technologies Pvt Ltd	Group Company	Purchase of Financial Instruments	1,00,000	41.52%	NA
13	Abans Enterprises Ltd	Abans Broking Services Pvt Ltd	Group Company	Purchase of goods	4,00,000	166.08%	NA
14	Abans Enterprises Ltd	Abans Commodities (I) Pvt Ltd	Group Company	Purchase of goods	4,00,000	166.08%	NA
15	Abans Enterprises Ltd	Abans Creations Pvt Ltd	Group Company	Purchase of goods	4,00,000	166.08%	NA
16	Abans Enterprises Ltd	Abans Fintrade Pvt Ltd	Group Company	Purchase of goods	4,00,000	166.08%	NA
17	Abans Enterprises Ltd	Abans Metals Pvt Ltd	Group Company	Purchase of goods	4,00,000	166.08%	NA
18	Abans Enterprises Ltd	Abans Realty & Infrastructure Pvt Ltd	Group Company	Purchase of goods	4,00,000	166.08%	NA
19	Abans Enterprises Ltd	Abans Securities Pvt Ltd	Group Company	Purchase of goods	4,00,000	166.08%	NA
20	Abans Enterprises Ltd	Lifesurge Trading Pvt Ltd	Group Company	Purchase of goods	4,00,000	166.08%	NA
21	Abans Enterprises Ltd	Abans Broking Services Pvt Ltd	Group Company	Sale of Financial Instruments	1,00,000	41.52%	NA
22	Abans Enterprises Ltd	Abans Commodities (I) Pvt Ltd	Group Company	Sale of Financial Instruments	1,00,000	41.52%	NA
23	Abans Enterprises Ltd	Abans Finance Pvt Ltd	Group Company	Sale of Financial Instruments	1,00,000	41.52%	NA
24	Abans Enterprises Ltd	Abans Fintrade Pvt Ltd	Group Company	Sale of Financial Instruments	1,00,000	41.52%	NA
25	Abans Enterprises Ltd	Abans Holdings Ltd	Group Company	Sale of Financial Instruments	1,00,000	41.52%	NA
26	Abans Enterprises Ltd	Abans Metals Pvt Ltd	Group Company	Sale of Financial Instruments	1,00,000	41.52%	NA
27	Abans Enterprises Ltd	Abans Securities Pvt Ltd	Group Company	Sale of Financial Instruments	1,00,000	41.52%	NA
28	Abans Enterprises Ltd	Lifesurge Trading Pvt Ltd	Group Company	Sale of Financial Instruments	1,00,000	41.52%	NA
29	Abans Enterprises Ltd	Zicuro Technologies Pvt Ltd	Group Company	Sale of Financial Instruments	1,00,000	41.52%	NA
30	Abans Enterprises Ltd	Abans Broking Services Pvt Ltd	Group Company	Sale of goods	4,00,000	166.08%	NA
31	Abans Enterprises Ltd	Abans Fintrade Pvt Ltd	Group Company	Sale of goods	4,00,000	166.08%	NA
32	Abans Enterprises Ltd	Abans Metals Pvt Ltd	Group Company	Sale of goods	4,00,000	166.08%	NA
33	Abans Enterprises Ltd	Abans Securities Pvt Ltd	Group Company	Sale of goods	4,00,000	166.08%	NA

Sr no	AEL and its subsidiaries	Counter Party name	Relationship with Listed entity or its subsidiary	Nature of transaction	Approval required (in lakhs)	% of Annual Consolidated T/O of Holding Co.	% of Annual Standalone T/O of Subsidiary Co.
34	Abans Enterprises Ltd	Lifesurge Trading Pvt Ltd	Group Company	Sale of goods	4,00,000	166.08%	NA
35	Abans Jewels Ltd	Abans Finance Pvt Ltd	Group Company	Loan Taken	3,00,000	124.56%	131.54%
36	Abans Jewels Ltd	Abhishek Bansal	Director / Promoter / KMP	Loan Taken	2,00,000	83.04%	87.69%
37	Abans Jewels Ltd	Abans Broking Services Pvt Ltd	Group Company	Purchase of Financial Instruments	1,00,000	41.52%	43.85%
38	Abans Jewels Ltd	Abans Commodities (I) Pvt Ltd	Group Company	Purchase of Financial Instruments	1,00,000	41.52%	43.85%
39	Abans Jewels Ltd	Abans Creations Pvt Ltd	Group Company	Purchase of Financial Instruments	1,00,000	41.52%	43.85%
40	Abans Jewels Ltd	Abans Finance Pvt Ltd	Group Company	Purchase of Financial Instruments	1,00,000	41.52%	43.85%
41	Abans Jewels Ltd	Abans Fintrade Pvt Ltd	Group Company	Purchase of Financial Instruments	1,00,000	41.52%	43.85%
42	Abans Jewels Ltd	Abans Holdings Ltd	Group Company	Purchase of Financial Instruments	1,00,000	41.52%	43.85%
43	Abans Jewels Ltd	Abans Investment Managers Ltd	Group Company	Purchase of Financial Instruments	1,00,000	41.52%	43.85%
44	Abans Jewels Ltd	Abans Metals Pvt Ltd	Group Company	Purchase of Financial Instruments	1,00,000	41.52%	43.85%
45	Abans Jewels Ltd	Abans Securities Pvt Ltd	Group Company	Purchase of Financial Instruments	1,00,000	41.52%	43.85%
46	Abans Jewels Ltd	Abhishek Bansal	Director / Promoter / KMP	Purchase of Financial Instruments	1,00,000	41.52%	43.85%
47	Abans Jewels Ltd	Lifesurge Trading Pvt Ltd	Group Company	Purchase of Financial Instruments	1,00,000	41.52%	43.85%
48	Abans Jewels Ltd	Abans Broking Services Pvt Ltd	Group Company	Purchase of goods	4,00,000	166.08%	175.38%
49	Abans Jewels Ltd	Abans Commodities (I) Pvt Ltd	Group Company	Purchase of goods	4,00,000	166.08%	175.38%
50	Abans Jewels Ltd	Abans Creations Pvt Ltd	Group Company	Purchase of goods	4,00,000	166.08%	175.38%
51	Abans Jewels Ltd	Abans Fintrade Pvt Ltd	Group Company	Purchase of goods	4,00,000	166.08%	175.38%
52	Abans Jewels Ltd	Abans Metals Pvt Ltd	Group Company	Purchase of goods	4,00,000	166.08%	175.38%
53	Abans Jewels Ltd	Abans Realty & Infrastructure Pvt Ltd	Group Company	Purchase of goods	4,00,000	166.08%	175.38%
54	Abans Jewels Ltd	Abans Securities Pvt Ltd	Group Company	Purchase of goods	4,00,000	166.08%	175.38%
55	Abans Jewels Ltd	Lifesurge Trading Pvt Ltd	Group Company	Purchase of goods	4,00,000	166.08%	175.38%
56	Abans Jewels Ltd	Abans Broking Services Pvt Ltd	Group Company	Sale of Financial Instruments	2,00,000	83.04%	87.69%

Sr no	AEL and its subsidiaries	Counter Party name	Relationship with Listed entity or its subsidiary	Nature of transaction	Approval required (in lakhs)	% of Annual Consolidated T/O of Holding Co.	% of Annual Standalone T/O of Subsidiary Co.
57	Abans Jewels Ltd	Abans Commodities (I) Pvt Ltd	Group Company	Sale of Financial Instruments	1,00,000	41.52%	43.85%
58	Abans Jewels Ltd	Abans Creations Pvt Ltd	Group Company	Sale of Financial Instruments	1,00,000	41.52%	43.85%
59	Abans Jewels Ltd	Abans Finance Pvt Ltd	Group Company	Sale of Financial Instruments	1,00,000	41.52%	43.85%
60	Abans Jewels Ltd	Abans Fintrade Pvt Ltd	Group Company	Sale of Financial Instruments	2,00,000	83.04%	87.69%
61	Abans Jewels Ltd	Abans Holdings Ltd	Group Company	Sale of Financial Instruments	1,00,000	41.52%	43.85%
62	Abans Jewels Ltd	Abans Investment Managers Ltd	Group Company	Sale of Financial Instruments	1,00,000	41.52%	43.85%
63	Abans Jewels Ltd	Abans Metals Pvt Ltd	Group Company	Sale of Financial Instruments	2,00,000	83.04%	87.69%
64	Abans Jewels Ltd	Abans Securities Pvt Ltd	Group Company	Sale of Financial Instruments	1,00,000	41.52%	43.85%
65	Abans Jewels Ltd	Abhishek Bansal	Director / Promoter / KMP	Sale of Financial Instruments	1,00,000	41.52%	43.85%
66	Abans Jewels Ltd	Lifesurge Trading Pvt Ltd	Group Company	Sale of Financial Instruments	1,00,000	41.52%	43.85%
67	Abans Jewels Ltd	Abans Broking Services Pvt Ltd	Group Company	Sale of goods	4,00,000	166.08%	175.38%
68	Abans Jewels Ltd	Abans Fintrade Pvt Ltd	Group Company	Sale of goods	4,00,000	166.08%	175.38%
69	Abans Jewels Ltd	Abans Metals Pvt Ltd	Group Company	Sale of goods	4,00,000	166.08%	175.38%
70	Abans Jewels Ltd	Abans Securities Pvt Ltd	Group Company	Sale of goods	4,00,000	166.08%	175.38%
71	Abans Jewels Ltd	Lifesurge Trading Pvt Ltd	Group Company	Sale of goods	4,00,000	166.08%	175.38%
	Total				1,56,50,000		

* Group Company means "Enterprises owned or significantly influenced by Director / Promoter / KMP"

Note: Consolidated turnover of FY 2024-25 for the calculation of Materiality of RPT transactions is considered on basis of actual turnover for nine months ended December 31, 2024 plus projected turnover for the quarter ended March 31, 2025.

A. Justification as to why the proposed transactions is in the interest of the listed entity:

Better Market Rates of Goods:

Certain entities in the group has better market relations which facilitates procurement and disposal of commodities in market at competitive rates.

Efficient Working Capital Management:

One of the key reasons for these intra-group loans is to efficiently manage working capital needs across our various group companies. Our borrower companies have demonstrated financial stability and strong net worth, making these transactions inherently low risk. Furthermore, we have a uniform and

predetermined risk strategy that ensures capital protection. Clear terms and conditions have been meticulously defined in the loan agreements, ensuring that our interests are safeguarded.

Risk Mitigation through Diversification:

Spreading our financial resources across group entities is a strategic risk mitigation approach. This practice helps reduce the concentration risk associated with a single business or subsidiary. By diversifying loans across multiple group companies, we not only manage risk effectively but also enhance our resilience in the face of economic uncertainties.

Strategic Opportunity Utilization:

Intra-group lending provides us with the flexibility to seize strategic opportunities within the group. When such opportunities arise, we can act swiftly, thereby maximizing returns for the group as a whole. This approach aligns with our commitment to delivering value to our shareholders.

Cost and Time Efficiency:

In addition to risk considerations, intra-group borrowing also offers cost and time efficiencies. By borrowing from within the group, we reduce one-time processing costs associated with external loans. Moreover, the streamlined process allows us to capitalize on time-sensitive opportunities effectively.

In conclusion, these loan transactions within our group are designed to optimize our working capital, mitigate risk, capitalize on strategic opportunities, and enhance transparency and efficiency. We want to assure you that each transaction has been carefully assessed to align with our commitment to protecting the capital of the Company.

For Loans taken, due to regulatory requirements, the amounts are appearing as sum of gross loans taken, however the loan outstanding at any point of time shall not be exceeding sanction amounts as per the sanction letter.

For Sale and Purchase of goods, the group deals in Agriculture products and precious metals like gold, silver, etc. which has high market value per unit resulting in high value transactions.

B. Rationale of the Material Related Party Transactions proposed to be entered into for Financial Year 2025-26:

Nature of Transactions	Service Provider / Lender	Service Recipient/ Borrower	Rationale	Material Terms
Intercompany loans	Abans Finance Pvt Ltd & Abhishek Bansal	Abans Jewels Ltd and Abans Enterprises Ltd	<p>Abans Finance Pvt Ltd, a prominent high-net-worth NBFC, periodically provides working capital advances to its group entities when they come across promising business opportunities. These advances are designed to support and strengthen the group's business initiatives.</p> <p>It is important to note that the loan disbursement process for related parties is identical to that for external entities. This reflects our dedication to conducting arm's length transactions, ensuring fairness and transparency in all financial dealings with every party involved.</p>	Unsecured loans, Rate of interest is @ 11-12%, tenure is 1 year and repayment is on demand.
Interest Expense	Abans Gems & Jewels Trading FZC, Abans Jewels Ltd, Abans Enterprises Ltd, Splendid International Ltd	Abans Finance Pvt Ltd & Abhishek Bansal	As an NBFC, Abans Finance Pvt Ltd, in collaboration with Mr. Abhishek Bansal, the promoter of AEL, strategically offers timely working capital advances to its group entities to support their business growth opportunities. In return, these AEL group companies incur interest expenses paid to the lenders.	This integration occurs at prevailing 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.

Nature of Transactions	Service Provider / Lender	Service Recipient/ Borrower	Rationale	Material Terms
Purchase/ Sale of financial instruments	Abans Enterprises Ltd, Abans Jewels Ltd	Other Group Companies	Drawing on its expertise in money markets, Abans Finance Pvt Ltd secures competitive rates, offering a significant advantage. Whenever a group entity looks to invest in or liquidate Government Securities (GSec), these transactions are channelled through Abans Finance Pvt Ltd to take advantage of optimal market rates. Importantly, these rates are meticulously determined based on the prices available on the NDS-OM platform, maintained by the RBI, ensuring a transparent and arm's length transaction process.	Financial instruments are sold or purchased at market rate plus interest accrued, if any, or cost plus profit where market rate is not available.
Purchase/ Sale of goods	Abans Enterprises Ltd, Abans Jewels Ltd	Other Group Companies	If any group entity wishes to deal in any commodity, it will first assess the availability within the group to fulfill its requirements. If the commodity is available within the group, the transaction between the two entities is conducted at market prices. Additionally, bullion commodities are bought and sold by group entities through Abans Jewels Ltd, as it can secure more favorable rates due to its affiliation with the same industry.	Goods are sold or purchased at market rate or cost plus profit where market rate is not available.

Nature of Transactions	Service Provider / Lender	Service Recipient/ Borrower	Rationale	Material Terms
			The rates are determined based on prevailing market prices, typically sourced from platforms like MCX, NCDEX, and other relevant exchanges.	

C. Other Terms:

1. Tenure of the proposed transactions
 - Financial Year 2025-26
2. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT
 - Business and operational use
3. A copy of the valuation or other external party report, if any such report has been relied upon
 - Not Applicable

The aforesaid Related Party Transactions do not fall under the purview of Section 188 of the Companies Act, 2013, being in the ordinary course of business and at arms' length. However, the same are covered under the provisions of Regulation 23 of the SEBI LODR Regulations and accordingly the approval of the Members is sought by way of an Ordinary Resolution.

The Audit Committee and Board have considered and approved the aforesaid Related Party Transactions at their meetings held on February 04, 2025 and have recommended to the Members, in terms of Regulation 23 of SEBI LODR Regulations and noted that these transactions shall be in the ordinary course of business and at an arm's length basis.

As per the provisions of Regulation 23(4) of the Listing Regulations, no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

Based on the consideration and approval of Audit Committee, the Board recommends the resolution set out in Item No. 1 of the accompanying Notice to the Members for their consideration and approval, by way of an Ordinary Resolution.

Except to the extent of shareholding of the Mr. Abhishek Bansal, Promoter of the Company and his Relatives, in the above-mentioned related parties, none of the Directors/ Key Managerial Personnel/ their Relatives is, in any way, concerned or interested, financially or otherwise in the Ordinary Resolution set out at Item No. 1.

Item No. 2: To consider and approve Abans Enterprises Limited Employees' Stock Option Scheme, 2025 ("AEL ESOS 2025") and Item No. 3: To consider and approve extension of benefits of Abans Enterprises Limited Employees' Stock Option Scheme, 2025 ("AEL ESOS 2025") to the Employees of the Subsidiary Companies and Holding Company

Human resource plays a vital role in growth and success of a Company. To enable employees to participate in the enhancement of shareholders' value, the Company proposes to provide Stock Options to the employees. Stock options are an effective instrument to align interests of employees with those of the Company and provide an opportunity to employees to participate in the growth of the Company, besides creating long term wealth in their hands. This also helps the Company to create an employee ownership culture, in attracting new talents, motivating and retaining them for ensuring sustained growth.

The Nomination, Remuneration and Compensation Committee and the Board of Directors in their respective meetings held on February 04, 2025, have approved the "Abans Enterprises Limited Employees' Stock Option Scheme, 2025", subject to the approval of the Members of the Company.

The Nomination Remuneration and Compensation Committee have recommended introducing the Employees' Long Term Incentive Plan in the Company to meet the following key objectives:

1. Provide an avenue to attract, reward and retention of key talents as the Company grows
2. Promote entrepreneurial behaviour, foster ownership, innovation, creativity and responsibility.
3. Encourage collaboration for achievement of organizational performance goals and success by aligning the financial interest of employees with that of other shareowner of the Company.
4. Provide an avenue to attract, reward and retention of key talents as the Company grows.
5. Providing employees an opportunity to acquire or expand equity interest in the Company.

The salient features and other details of the Employees' Stock Option Scheme, 2025 as per the Regulations 6(2) of SEBI (Share Based Employees Benefits and Sweat Equity) Regulations, 2021 and as required under Rule 12 of The Companies (Share Capital and Debentures) Rules, 2014 under the Companies Act, 2013 are as under:

a. Brief description of the Scheme:

The Scheme shall be called as the "Abans Enterprises Limited Employees' Stock Option Scheme, 2025" (hereinafter referred to as the "AEL ESOS 2025") and shall extend the benefits to the present and future employees of the Company, who are in permanent employment of the Company including Directors of the Company whether whole-time or not (except Independent Directors, Promoters or person belonging to Promoter Group and Directors who directly or indirectly holds more than 10% of the outstanding equity shares of the Company), as may be selected by the Board on the basis of criteria prescribed in the Scheme (collectively referred as "Eligible Employees").

The benefits of the Scheme shall also be extended to eligible permanent employees of the Holding Company and the Subsidiary Company(ies) (Present and Future) of the Company.

Under the ESOS 2025, the maximum number of options that may be granted to the eligible employees shall not exceed 69,74,888 (Sixty Nine Lakhs Seventy Four Thousand Eight Hundred and Eighty Eight) i.e. Ten per cent (10%), in the aggregate, of the existing number of Paid-up Equity Shares of the Company. Each such option would confer a right upon the option holder to apply for 1 (one) equity share of the Company in accordance with the terms and conditions of the Scheme.

b. The total number of options, to be offered and granted:

The Company shall be authorized to create and set aside 69,74,888 (Sixty Nine Lakhs Seventy Four Thousand Eight Hundred and Eighty Eight) Options which would entitle the Option Holders to subscribe to equity shares not exceeding ten per cent (10%), in the aggregate, of the existing number of paid-up Equity Shares of face value of Rs. 2/- (Rupees Two Only) i.e 69,74,888 (Sixty Nine Lakhs Seventy Four Thousand Eight Hundred and Eighty Eight) Equity shares.

If any Bonus and/ or Rights Shares are issued by the Company or the Equity Shares of the Company are split up reducing the face (par) value per share or if there is a corporate reorganization of the Company, then the Board of Directors of the Company will, on the recommendations of NRCC, make a fair and reasonable adjustment to the number of outstanding Options and / or to the Exercise Price.

c. Identification of classes of employees entitled to participate and beneficiaries in the Scheme:

The eligible Employees and Directors, as defined in Para 5 of AEL ESOS 2025 Scheme and covered under Explanation to clause 1 of Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 including the present and future employees of the Company who are in permanent employment of the Company including Directors of the Company whether Whole-time or not (except Independent Directors, Promoters or person belonging to Promoter Group and Directors who directly or indirectly holds more than 10% of the outstanding equity shares of the Company), shall be entitled to participate and be beneficiaries in the Scheme. As stated above, employees of the subsidiary company (ies) shall also be eligible to participate and be beneficiary of the Scheme. The Nomination, Remuneration and Compensation Committee (NRCC) may consider the position and responsibilities of the employee, period of service, the nature and value to the Company of the employee's services and accomplishments, the employee's present and potential contribution to the success of the Company etc. While granting an option, the NRCC may consider such performance conditions as may be prescribed by it.

d. Requirement of vesting and period of vesting:

The Nomination, Remuneration & Compensation Committee, shall in its absolute discretion, have the authority to fix the vesting period in relation to Options and shall communicate to the Eligible

Employee, at the time of grant, the time and the manner of vesting of options, subject to a minimum vesting period of one year.

e. Maximum period (subject to Regulation 18(1) and 24(1) of the Regulations, as the case may be) within which the options shall be vested:

At the time of grant of the Options, NRCC would specify, in accordance with the AEL ESOS 2025, for each Option, the period after which the Option may be exercised i.e. the Vesting Period.

The NRCC shall in its absolute discretion, have the authority to fix the vesting period in relation to Options and shall communicate to the Eligible Employee, at the time of grant, the time and the manner of vesting of options, subject to a minimum vesting period of one year.

f. Exercise price, purchase price or pricing formula:

The exercise price of the options shall be determined by the Nomination, Remuneration and Compensation Committee (NRCC) at the time of grant of the options. The exercise price shall be determined having regard to the Volume Weighted Average Closing Price of the Company's equity shares quoted on the Stock Exchange of every 31st March (Financial Year End) immediately prior to the date of Grant of the Options less Discount, which for this purpose shall be the date on which NRCC meets to make its recommendations for the grant of Options. The NRCC may, at its sole discretion, consider a discount to such closing price. The exercise price shall not be lower than the face value of the shares. The NRCC may also fix different exercise prices for different classes of eligible employees. It may also fix different exercise prices for different eligible employees within a particular class of eligible employees subject to conformity of accounting policies specified in the Regulation 15 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

g. Exercise period and process of Exercise:

The maximum exercise period for exercising the options / units shall be 5 (five) years from the respective dates of the vesting of the options unless otherwise decided by the Nomination, Remuneration and Compensation Committee. The option granted under the Scheme would be exercisable by the employee within the maximum exercise period by submitting an exercise form to the authorized representative of the Company and by executing such documents as may be required under the applicable laws and / or by the Company. The NRCC to pass a valid title of the relevant shares to the Participant, free and clear of any liens, encumbrances and transfer restrictions save for those set in the ESOS 2025...

In case of termination of the services/ resignation of the Eligible Employee due to any reason, the rules related to exercise and vesting of options shall be as per AEL ESOS 2025.

h. The appraisal process for determining the eligibility of employees for the Scheme(s):

The Nomination, Remuneration and Compensation Committee may consider the position and responsibilities of the employee, period of service, the nature and value to the Company of the employee's services and accomplishments, the employee's present and potential contribution to the success of the Company, the remaining period of employee's service with the Company, performance linked parameters and/or any such other criteria that may be determined by the Nomination, Remuneration and Compensation Committee in its sole discretion.

i. Maximum number of Options, to be offered and issued per employee and in aggregate:

The Company has agreed to create and set aside such number of Options which would entitle the Option Holders to subscribe to equity shares not exceeding ten per cent (10%), in the aggregate, of the existing number of paid-up Equity Shares of the Company i.e 69,74,888 (Sixty Nine Lakhs Seventy Four Thousand Eight Hundred and Eighty Eight) Equity shares.

Provided however that the maximum number of Options to be issued to any one Eligible Employee shall not in any case exceed such number of Options which would entitle such Eligible Employee to subscribe to more than one per cent (1%) of the existing number of paid-up Equity Shares of the Company.

Prior approval of the shareholders of the Company in the general meeting by passing special resolution shall be obtained in case the Grant of the Options to any identified Employee, in any one financial year, is equal to or exceeding 1% (one percent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant of the Option.

j. Maximum quantum of benefits to be provided per employee under a Scheme:

The maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the number of options held by him/ her and the market price of the equity shares of the Company as on the date of sale.

k. Whether the Scheme is to be implemented and administered directly by the Company or through a trust:

The Scheme shall be implemented and administered directly by the Company and not through a Trust.

l. Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:

The Scheme only involves new issue of shares by the Company.

- m. The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms etc.:**

Not applicable as no loan is proposed to be provided by the Company for implementation of the Scheme.

- n. Maximum percentage of secondary acquisition (subject to limits specified under the Regulations) that can be made by the trust for the purpose of the Scheme:**

Not applicable as the ESOP 2025 involves new issue of equity shares by the Company.

- o. A Statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15:**

The Company shall comply with the disclosure requirements of the Accounting Standards prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 including any Guidance Note on Accounting for employee share-based Payments issued in that regard from time to time.

- p. The method which the Company shall use to value its options:**

The Company shall adopt the Fair Value Method of accounting or any other method as per applicable Accounting Standards.

- q. Declaration:**

'In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Stock Options shall be disclosed in the Directors' Report and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.'

The said statement is not applicable to the Company since the Company is opting for the Fair Value Method.

- r. Period of lock-in:**

The Equity Shares allotted upon exercise of Stock Options under the Scheme are not subject to any lock in period except such restrictions as may apply under the applicable laws / regulatory authority from time to time.

s. Terms & conditions for buyback, if any, of specified securities covered under these regulations:

The NRCC in its absolute discretion has been authorized to determine the procedure for buy-back of the Options granted under the AEL ESOS 2025, if to be undertaken at any time by the Company, and the applicable terms and conditions, including:

- permissible sources of financing for buy-back,
- any minimum financial thresholds to be maintained by the Company as per its last financial statements, and
- limits upon quantum of Options that the Company may buy-back in a financial year.

In terms of the Companies Act, 2013 and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the approval of the Shareholders is sought by way of Special Resolution for the approval of the Employees' Stock Option Scheme, 2025 and extension of benefits of AEL ESOS 2025 by way of grant of options to identified employees of subsidiary companies and holding company.

The copies of the related documents will be open for inspection by the members of the Company at the registered of the Company on all working days, during business hours up to the last date of remote e-voting.

Members are requested to note that the Company shall conform and shall comply with the applicable accounting standards and accounting policies as applicable to the Company, from time to time.

The Board recommends the resolutions as set out at Item nos. 2 and 3 for your approval by way of special resolutions. None of the Directors of the Company, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested in these resolutions, financially or otherwise, except to the extent of options that may be offered to them under ESOS 2025.

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

Date: February 04, 2025
Place: Mumbai

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

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 Listing 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	Friday, February 14, 2025 at 9:00 a.m. (IST)
End of remote e-voting	Saturday, March 15, 2025 at 5:00 p.m. (IST)

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

- (c) 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 07, 2025.
- (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"> 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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will

	<p>be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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. 2. 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. 3. 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. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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.
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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 and 022 - 2499 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 22 55 33

(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 and 022 - 2499 7000 or send a request to Mr Sagar Gudhate 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 07, 2025
Remote e-Voting start time and date	9.00 a.m. (IST) on Friday, February 14, 2025
Remote e-Voting end time and date	5.00 p.m. (IST) on Saturday, March 15, 2025
Date on which the resolution is deemed to be passed	Last date of voting i.e. Saturday, March 15, 2025
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 6817 0100
Email: compliance@abansenterprises.com	