



ABANS ENTERPRISES LIMITED

CIN: L74120MH1985PLC035243

Regd. Office: 36,37,38A, 3rd Floor, 227, Nariman Bhavan, Backbay Reclamation, Nariman Point, Mumbai - 400021
Tel No.: 022 – 6835 4100 | **Email:** compliance@abansenterprises.com | **Web:** www.abansenterprises.com

NOTICE OF POSTAL BALLOT

Dear Shareholder (s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management & Administration) Rules, 2014 (including any statutory modifications or re-enactments thereof) and other applicable provisions, as amended from time to time, that the resolution appended below for approving a material related party transaction (for acquiring 100% Equity Stake of Abans Jewels Private Limited) proposed to be passed as an Ordinary Resolution by the Members of ABans Enterprises Limited (the “Company”) by way of Postal Ballot including voting by electronic means (“e-voting”).

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons thereof, is appended along with a postal ballot form (“Postal Ballot Form”). Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company, at its meeting held on March 20, 2019, has appointed Mr. Hemanshu Kapadia (Membership No. FCS 3477), Practicing Company Secretary, as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

The Members are requested to carefully read the instructions indicated in the Notice and printed overleaf of the Postal Ballot Form and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope, so as to reach the Scrutinizer, on or before 5.00 p.m. (IST) on Thursday, April 25, 2019. Postal Ballot Forms received after that date will be strictly treated as if a reply from such Member has not been received.

In compliance with the provision of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also offering facility of e-voting to all its Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes and printed overleaf of the Postal Ballot Form for casting of votes by e-voting.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman or any person authorized by him. The results of the Postal Ballot will be announced not later than 48 hours of conclusion of the voting through Postal Ballot. The said results would be displayed at the Registered Office of the Company, intimated to the Metropolitan Stock Exchange of India Limited and BSE Limited where the

shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website, www.abansenterprises.com and on the website of National Securities Depository Limited (NSDL), www.evoting.nsdl.com.

SPECIAL BUSINESS:

APPROVAL OF MATERIAL RELATED PARTY TRANSACTION (ACQUISITION OF 100% EQUITY STAKE OF ABANS JEWELS PRIVATE LIMITED):

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (the ‘Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals, consents, sanctions and permissions of any authorities as may be necessary, consent of the Members be and is hereby accorded for acquiring 35,00,000 (Thirty Five Lacs) Equity Shares having face value of Rs. 10/- (i.e. 100% Equity Stake of Abans Jewels Private Limited) at a price of Rs. 16.20/- per equity share aggregating to total consideration of Rs. 5,67,00,000/- (Rupees Five Crores and Sixty Seven Lacs) for consideration in cash from Abans Vanijya Private Limited.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment.”

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By order of the Board

Sd/-
Abhishek Bansal
(Managing Director)
DIN: 01445730
Mumbai, March 20, 2019

Notes:

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) setting out material facts relating to the proposed resolution is annexed hereto
2. This Notice along with the Postal Ballot Form is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/ Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent to them by the permitted mode. Members may note that this Notice will be available on the Company’s website, www.abansenterprises.com and on the website of National Securities Depository Limited (NSDL), www.evoting.nsdl.com.
3. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, March 15, 2019 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide voting by electronic means (“e-voting”) facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members.
5. Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting. In case any Member cast his votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
6. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. Thursday, April 25, 2019.
7. A member cannot exercise his vote by proxy on Postal Ballot.
8. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than by 5.00 p.m. (IST) on Thursday, April 25, 2019. The postage will be borne by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier or registered / speed post or deposited personally at the address given on the self-addressed Business Reply Envelope, at the expense of the Members will also be accepted. If any Postal Ballot Form is received after 5.00 p.m. (IST) on Thursday, April 25, 2019, it will be considered that no reply from the Member has been received. Additionally, please note that the Postal Ballot Forms shall be considered invalid if (i) it is not possible to determine without any doubt the assent or dissent of the Member, and/ or (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the Member, and/ or (iii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/ or (iv) the Member has made any amendment to the resolution set out herein or imposed any condition while exercising his vote.
9. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Physical Form may download the Postal Ballot Form attached in the e-mail or available on the Company’s website, www.abansenterprises.com and on the website of National Securities Depository Limited (NSDL), www.evoting.nsdl.com and send the duly completed and signed Postal Ballot Form to the Scrutinizer so as to reach on or before 5.00 p.m. (IST) Thursday, April 25, 2019.
10. In case a Member is desirous of obtaining duplicate Postal Ballot Form, the Member may write to the Company at its registered office or download the Postal Ballot Form available on the Company’s website, www.abansenterprises.com and on the website of National Securities Depository Limited (NSDL), www.evoting.nsdl.com.
11. The instructions for e-voting are as under:

The details of the process and manner for remote e-voting are explained herein below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

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 ‘Shareholders’ section.

3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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 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, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
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.

Details on Step 2 is mentioned below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 3. Select "EVEN" of company for which you wish to cast your vote.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. 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.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
12. Other Instructions:
- i. 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 hemanshu@hkacs.com with a copy marked to evoting@nsdl.co.in.
 - ii. 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.
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
 - iv. The e-voting period commences from 9.00 a.m. (IST) Wednesday, March 27, 2019 to 5.00 p.m. (IST) and ends on Thursday, April 25, 2019. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, March 15, 2019 i.e. Cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
 - v. The Scrutinizer shall, immediately after the conclusion of voting through Postal Ballot, count the votes cast, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of voting through Postal Ballot, a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or any person authorised by him, who shall countersign the same. The Scrutinizer’s decision on the validity of a Postal Ballot Form will be final and binding.
 - vi. The results declared along with the Scrutinizer’s Report shall be displayed at the Registered Office of the Company, and to be placed on the Company’s website available on the Company’s website, www.abansenterprises.com and on the website of National Securities Depository Limited (NSDL), www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to Metropolitan Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS:

Your Company currently operates in different business segments i.e. General Trading in Commodities, Trading in Derivatives etc... Your Board plans to acquire 100% Equity Stake in Abans Jewels Private Limited for a consideration of Rs. 5.67 Crores from Abans Vanijya Private Limited, an entity owned by Promoter and Managing Director, Mr. Abhishek Bansal and Mrs. Shiyam Bansal, Non – Executive Director of the Company.

Abans Jewels Private Limited is a Company incorporated under Companies Act, 1956 and is in the business of gold refinery. Abans Jewels Private Limited has presence in India and through its Wholly Owned Overseas Subsidiary Abans Jewels and Gems

Trading FZE, has presence in Dubai. Acquisition of Abans Jewels Private Limited has potential synergies with trading activities of the Company and your Board expects growth in the business of target entity and value creation from this investment.

As per requirements of Companies Act, 2013 and SEBI (LODR) Regulations, 2015, please refer to the following details of proposed material related party transaction:

Name of the Related Party	Abans Vanijya Private Limited
Name of the director or key managerial personnel who is related	Mr. Abhishek Bansal and Mrs. Shriyam Bansal
Nature of relationship	100% of equity shareholding of Mr. Abhishek Bansal and Mrs. Shriyam Bansal through Abans Vanijya Private Limited in Abans Jewels Private Limited.
Nature, material terms, monetary value and particulars of the contract or arrangements	Acquiring 35,00,000 (Thirty Five Lacs) Equity Shares having face value of Rs. 10/- (i.e. 100% Equity Stake of Abans Jewels Private Limited) at a price of Rs. 16.20/- per equity share aggregating to total consideration of Rs. 5,67,00,000/- (Rupees Five Crores and Sixty Seven Lacs) for a consideration in cash.
Any other information relevant or important for the members to take a decision on the proposed resolution.	Acquisition of 100% Equity Stake of Abans Jewels Private Limited will also lead to Acquisition OF 100% Equity Stake of Abans Jewels and Gems Trading FZE, Dubai.

The Board of Directors and Audit Committee of the Company in their meeting held on March 20, 2019 have considered and approved the acquisition proposal. Your Board recommends this resolution as set out in the Notice for your approval as an Ordinary Resolution by way of Postal Ballot / e-voting.

Except Mr. Abhishek Bansal, Promoter and Managing Director of the Company and Mrs. Shiyam Bansal, Non – Executive Director of the Company, None of the other Directors or Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company or to the extent of the shareholding of the companies/institutions/trusts of which they are directors or members or trustees, without any beneficial interest.

All related parties shall abstain from voting on this resolution.



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POSTAL BALLOT FORM

1.	Name(s) of Shareholder(s) (including joint holders, if any)	
2.	Registered address of the Sole/First named Shareholder	
3.	Registered Folio No./*DP ID & Client ID (*Applicable to investors holding shares in dematerialized form)	
4.	Number of shares held	

I/We hereby exercise my/ our vote in respect of the Resolution to be passed through Postal Ballot/ E-voting for the business stated in the Postal Ballot Notice of the Company dated March 20, 2019 by sending my/our assent or dissent to the said Resolution by placing tick (√) mark in the appropriate box below:

Sr. No.	Resolution Description	No. of Shares for which votes cast	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Approval of Material Related Party Transaction (Acquisition Of 100% Equity Stake Of Abans Jewels Private Limited)			

Place:

Date:

(Signature of the Shareholder/Authorized representative)

Note:

- Please read the instructions printed overleaf carefully before exercising your vote.
- If the voting rights are exercised electronically, there is no need to use this form.
- Last date for receipt of Postal Ballot Form by Scrutinizer is on or before 5.00 P.M, Thursday, April 25, 2019. Please note that any Postal Ballot Form (s) received after the said date and time will be strictly treated as if reply from the Member has not received.

E-VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	User ID	Password

INSTANCES IN WHICH THE POSTAL BALLOT FORM SHALL BE TREATED AS INVALID OR REJECTED

- (a) A Form other than one issued by the Company has been used or the Form has not been signed by or on behalf of the Member;
- (b) Signature on the postal ballot form doesn't match the specimen signatures with the Company / Depository;
- (c) Neither assent nor dissent is mentioned or it is not possible to determine without any doubt the assent or dissent of the Member;
- (d) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
- (e) The envelope containing the postal ballot form is received after the last date prescribed;
- (f) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
- (g) It is received from a Member who is in arrears of payment of calls;
- (h) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
- (i) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

INSTRUCTIONS FOR POSTAL BALLOT

1. A shareholder(s) desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage prepaid business reply envelope. However, envelopes containing Postal Ballots, if sent by courier at the expense of the shareholder(s) will also be accepted.
2. This form should be duly completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company or furnished by NSDL/CDSL to the Company, in respect of shares held in the physical form or demat form respectively) by the first named shareholder and in his absence, by the next named joint shareholder.
3. In case of shares held by Non-Individual shareholders and Custodians (i.e. other than Individuals, HUF, NRI etc.), the duly completed Postal Ballot Form should be accompanied by a copy of Board resolution / Power of attorney issued in favour of the custodian as well as the Board resolution of the custodian.
4. Unsigned / Incomplete / Defaced / Mutilated / incorrectly ticked Postal Ballot Forms etc. will be rejected.
5. Duly completed Postal Ballot Form should reach the Scrutinizer on or before 5.00 pm on Thursday, April 25, 2019. Postal Ballot Form received after this time and date will be strictly treated as if the Form from the share holder has not been received.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on the cut-off date i.e. Friday, March 15, 2019. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
7. A shareholder may request for a duplicate Postal Ballot Form, if so required from our Registrar and Transfer Purva Sharegistry (India) Private Limited. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than 5.00 pm on Thursday, April 25, 2019.
8. The exercise of vote through Postal Ballot is not permitted through a proxy.
9. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (P) in the appropriate column. The assent or dissent received in any other Form shall not be considered valid.
10. The Scrutinizer's decision on the validity of the Postal Ballot Form would be final.
11. Shareholders are requested not to send any other paper/documents along with the Postal Ballot Form. If sent, the same paper/documents will not be acted upon. Shareholders / beneficial owners are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and affixing their signatures.
12. Shareholders are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium like pencil).
13. There will be one Postal Ballot Form for every Folio/ Client ID, irrespective of the number of joint holders