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## NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies Management and Administration) Rules, 2014]

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**Dear Member(s),**

Notice is hereby given pursuant to the provisions of Sections 108,110 and other applicable provisions, if any, 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 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"Rules"**), as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("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 read with other relevant circulars, including General Circular Nos. 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022 and 11/2022 dated December 28,2022 issued by the Ministry of Corporate Affairs, Government of India (the **"MCA Circulars"**), Secretarial Standard on General Meetings SS-2 issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below is 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 pertaining to the said resolution setting out the material facts and the reasons thereof form part of this Postal Ballot notice (the **"Postal Ballot Notice"**).

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **"LODR Regulations"**) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. In compliance with the MCA Circulars, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / depository participant(s) as on the cut-off date.

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules made thereunder, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached. Further, additional information as required under the Listing Regulations is also attached.

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### Abans Enterprises Limited

Regd. Office: 36, 37, 38A, 3<sup>rd</sup> Floor, 227 Nariman Bhavan, Backbay Reclamation, Nariman Point, Mumbai-400021

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CIN: L74120MH1985PLC035243

In accordance with the provisions of Sections 108 and 110 of the Act, read with Rule 22 of the Management Rules, and other applicable provisions of the Act and the rules made thereunder, and the Articles of Association of the Company, the Company is required to obtain the approval of its Members for and by way of a special resolution through Postal Ballot or at a general meeting by providing the facility to Members to vote by electronic means.

The Board of Directors of the Company at its meeting held on May 09, 2023 has appointed Mr. Shrikrishna Date, Practicing Company Secretary (Membership Number A2018) as the Scrutinizer for conducting the postal ballot (remote e- voting) process in a fair and transparent manner.

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 and e-voting shall commence on Monday, May 22, 2023 at 9.00 a.m. (IST) and end on Wednesday, June 21, 2023 at 5.00 p.m. (IST). The e-voting module shall be disabled for voting thereafter.

The Scrutinizer will submit his report to the Chairman or to any other person authorized by him, after completion of scrutiny of the Postal Ballot only through e-voting. The results of the Postal Ballot shall be declared on or before Thursday, June 22, 2023 by 5.00 p.m. 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 ("**MSEI**") where the shares of the Company are listed. A copy of the results will also be forwarded to NSDL for displaying the same on its website at <https://www.evoting.nsdl.com> and will also be displayed on the Company's website at <http://www.abansenterprises.com/>

### **SPECIAL BUSINESS:**

- (1) To appoint Mr. Sanjiv Swarup (DIN: 00132716) as an Independent Director of the Company

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

**"RESOLVED THAT** Mr. Sanjiv Swarup (DIN: 00132716), who was appointed as an Additional Director (Independent Director) of the Company with effect from April

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05, 2023, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office up to the ensuing General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('the Act') and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the appointment of Mr. Sanjiv Swarup (DIN: 00132716), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) read with Schedule IV of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from April 05, 2023.

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder and SEBI Listing Regulations, Mr. Sanjiv Swarup shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in his capacity as Independent Director, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

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

(2) To appoint Mrs. Shardul Damani (DIN: 08511608) as Non-Executive Director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and all other applicable provisions of the Companies Act, 2013 ('the Act') read with the

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Companies (Appointment and Qualification of Directors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), other applicable laws / statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof) and the provisions of the Articles of Association of the Company, Mrs. Shardul Damani (DIN: 08511608), who based on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director of the Company with effect from April 05, 2023, designated as Non-Executive Non-Independent Director, and who holds office up to the ensuing General Meeting of the Company under Section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as the Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of section 197 and other applicable provisions of the Act and the Rules made thereunder and applicable regulations of the SEBI Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mrs. Shardul Damani shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in her capacity as Non-executive Director, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

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

**Registered Office:**

36, 37, 38A, 3rd Floor, 227  
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Backbay Reclamation,  
Nariman Point,  
Mumbai - 400 021

**CIN:** L74120MH1985PLC035243

**Website:**

<http://www.abansenterprises.com/>

**Email:**

[compliance@abansenterprises.com](mailto:compliance@abansenterprises.com)

**Tel:** +91 - 022 - 6179 0000

**Date:** May 09, 2023

**Place:** Mumbai

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

**Sd/-  
Deepika Gala  
Company Secretary & Compliance  
Officer**

Abans Enterprises Limited

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Notes:

1. The Statement pursuant to Section 102, 110 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder setting out material facts and reasons for the proposed Resolutions, is annexed hereto.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 12<sup>th</sup> May, 2023 (“**Cut-Off Date**”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. 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. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
3. This Postal Ballot Notice will also be available on the Company's website at <http://www.abansenterprises.com/> websites of the Stock Exchanges that is, BSE Limited and Metropolitan Stock Exchange of India Limited at <https://www.bseindia.com> and <https://www.msei.in> respectively.
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](http://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. Estt., J .R. Boricha Marg, Lower Parel (E), Mumbai 400 011.
5. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share capital as on Friday, 12<sup>th</sup> May, 2023 (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 will be entitled to cast their votes by Postal Ballot or e-voting.
6. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing

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Regulations read with circular of SEBI on e-voting facility provided by Listed Entities, dated December 9, 2020, Secretarial Standard on General Meetings SS-2 issued by the Institute of Company Secretaries of India and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of National Securities Depository Limited, ("**NSDL**") as the agency to provide e-voting facility. 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.

7. 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 [shridate24@gmail.com](mailto:shridate24@gmail.com) with a copy marked to [compliance@abansenterprises.com](mailto:compliance@abansenterprises.com).
8. **The e-voting period commences on Monday, 22<sup>nd</sup> May, 2023 at 9.00 a.m. (IST) and ends on Wednesday, 21<sup>st</sup> June, 2023 at 5.00 p.m. (IST)** Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Wednesday, 21<sup>st</sup> June, 2023.
10. 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](mailto:compliance@abansenterprises.com).
11. **PROCEDURE FOR E-VOTING:**
  - (i) **E-VOTING FACILITY:**
    - (a) Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-voting facility provided by Listed Entities, dated December 9, 2020, Secretarial Standard on General Meetings SS-2 issued by the Institute of Company Secretaries of India and any amendments thereto, the Company is providing e-voting facility of NSDL to its Members to exercise their right to vote on the proposed resolutions by electronic means.

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- (b) The e-voting facility will be available during the following voting period:

<b>Commencement of remote e-voting</b>	<b>9.00 a.m. (IST) on Monday, 22<sup>nd</sup> May, 2023</b>
<b>End of remote e-voting</b>	<b>5.00 p.m. (IST) on Wednesday, 21<sup>st</sup> June, 2023</b>

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. May 12, 2023.
- (d) Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. May 12, 2023, (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 the 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

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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"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>





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	<p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></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"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

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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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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.**

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*

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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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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

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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](http://www.evoting.nsdl.com).
  - (b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically 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.
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.

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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 [shridate24@gmail.com](mailto:shridate24@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr Sagar Gudhate at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms Prajakta Pawale (Officer), National Securities Depository Ltd., at the designated email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) to get your grievances on e-voting addressed.

#### **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](mailto: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](mailto:compliance@abansenterprises.com). If you are an Individual shareholders holding securities in demat mode, you are

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

#### INFORMATION AT A GLANCE:

Particulars	Notes
Cut-off Date to determine those members who are eligible to vote on the resolution	May 12, 2023
Remote e-Voting start time and date	<b>9.00 a.m. (IST) on Monday, May 22, 2023</b>
Remote e-Voting end time and date	<b>5.00 p.m. (IST) on Wednesday, June 21, 2023</b>
Date on which the resolution is deemed to be passed	<b>Last date of voting i.e. Wednesday, June 21, 2023</b>
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: Ms Prajakta Pawale
	Officer
	National Securities Depository Limited
	4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013

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	Contact details: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> ;
	Contact number- 1800 1020 990 / 1800 224 430
NSDL e-voting website address	<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>
Name and contact details of the Compliance Officer	Contact Person:
	Ms. Deepika Gala
	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: <a href="mailto:compliance@abansenterprises.com">compliance@abansenterprises.com</a>

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

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

#### **Item No.1 To appoint Mr. Sanjiv Swarup (DIN: 00132716) as an Independent Director of the Company**

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee, at its meeting held on April 05, 2023, approved the appointment of Mr. Sanjiv Swarup (DIN: 00132716) as an Additional Director, designated as an Independent Director of the Company, with effect from April 05, 2023, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') read with the Articles of Association of the Company. In accordance with the provisions of Section 161 of the Act read with the applicable rules made thereunder, the Article of Association of the Company and Regulation 17(1C) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Mr. Sanjiv Swarup, holds office up to the date of the ensuing General Meeting of the Company or upto three months whichever is earlier. Further, in accordance with the provisions of the SEBI Listing Regulations, appointment of an Independent Director requires approval of members of the Company by way of a Special Resolution. Mr. Sanjiv Swarup is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. He is also not debarred from holding the office of a Director by virtue of any order issued by the Securities and Exchange Board of India or any other such authority. Further, the Company has also received declaration from Mr. Sanjiv Swarup that he meets the criteria of independence as prescribed under both Section 149(6) of the Act and the SEBI Listing Regulations. The Company has also received notice under Section 160 of the Act from a shareholder proposing the

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candidature of Mr. Sanjiv Swarup for the office of a Director of the Company. In the opinion of the Board, Mr. Sanjiv Swarup fulfills the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. Mr. Sanjiv Swarup is independent of the management and possesses appropriate skills, experience and knowledge. He also acts as Chairman and Independent Director of Bharat Wire Ropes Ltd. and acts as an Independent Director of Responsive Industries Ltd, Axiom Cordages Ltd and Reliance Commercial Finance Ltd.

He is also a Senior Advisor for the last 16 years in a BSE Listed SEBI registered Merchant Banking firm. He holds qualifications in Law, Chartered Accountancy & Independent Directorship.

None of the Directors, Key Managerial Personnel(s) of the Company including their respective relatives are, in any way, concerned or deemed to be interested, financially or otherwise, in the proposed resolution.

The Directors consider the proposed Special resolution in the interest of the Company and recommend the same for your approval by Postal Ballot through e-voting process, pursuant to the provisions of section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 for passing Special Resolution for appointment of Mr. Sanjiv Swarup as an Independent Director of the Company for a consecutive period of five years effective April 05, 2023 whose office shall not be liable for retirement by rotation as per the proposed resolution under Item No. 1 of this Notice.

**Item No. 2 To appoint Mrs. Shardul Damani (DIN: 08511608) as Non-Executive Director of the Company**

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee, at its meeting held on April 05, 2023, approved the appointment of Mrs. Shardul Damani (DIN: 08511608) as an Additional Director, designated as Non-executive Non-Independent Director of the Company, with effect from April 05, 2023, pursuant to the provisions of Section 161(1) of the Companies Act, 2013, ('the Act') read with the Articles of Association of the Company. In accordance with the provisions of Section 161 of the Act read with the applicable rules made thereunder, the Article of Association of the Company and Regulation 17(1C) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Mrs. Shardul Damani holds office up to the date of the ensuing General Meeting of the Company or upto three months whichever is earlier. The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Mrs. Shardul Damani for the office of a Director of the Company.

**Abans Enterprises Limited**

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Mrs. Shardul Damani is a Certified Image Consultant accredited by Association of Image Consultants International, Certified Etiquette trainer accredited by The British School of Etiquette and Certified Makeup Artist-Fat mu. She has studied Diploma in tax management from Wellingkar College. She was working as Assistant Tax Manager at Chaturvedi and Shah, a Chartered Accountancy Firm.

None of the Directors except Mr. Abhishek Bansal, Key Managerial Personnel(s) of the Company including their respective relatives are, in any way, concerned or deemed to be interested, financially or otherwise, in the proposed resolution.

The Directors considered the proposed Ordinary resolution in the interest of the Company and recommended the same for your approval by Postal Ballot through e-voting process, pursuant to the provisions of section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 for passing Ordinary Resolution for appointment of Mrs. Shardul Damani as a Non-Executive Non Independent Director of the Company whose office shall be liable for retirement by rotation as per the proposed resolution under Item No. 2 of this Notice.

**Registered Office:**

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Mumbai - 400 021

**CIN:** L74120MH1985PLC035243

**Website:** <http://www.abansenterprises.com/>

**Email:** [compliance@abansenterprises.com](mailto:compliance@abansenterprises.com)

**Tel:** +91 - 022 – 6817 0100

**Date:** May 09, 2023

**Place:** Mumbai

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

**Sd/-  
Deepika Gala  
Company Secretary & Compliance  
Officer**

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