

## NOTICE

**NOTICE** is hereby given that the **Thirty Fourth Annual General Meeting** of the Members of **Abans Enterprises Limited** will be held **through Video Conferencing** on **Tuesday, September 29, 2020** at **1.00 P.M.** at in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 20/2020, 14/2020 and 17/2020 dated 5th May, 2020, 8th April, 2020 and 13th April, 2020 respectively, to transact the following business:

### **ORDINARY BUSINESS:**

- 1) To receive, consider and adopt:
  - a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 and the Report of the Auditors thereon.
- 2) To confirm the payment of 01<sup>st</sup> Interim Dividend of ₹ 0.10 paise per equity shares for the Financial Year ended March 31, 2020.
- 3) To appoint a Director in place of Mrs. Shriyam Bansal (DIN: 03481102), who retires by rotation at this Annual General Meeting and being eligible, offer herself for re-appointment.
- 4) To re-appoint M/s. Paresh Rakesh & Associates, Chartered Accountants as an Auditors of the Company:

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

**“RESOLVED THAT** pursuant to the provisions of Section(s) 139, 142 and the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, M/s. Paresh Rakesh & Associates, Chartered Accountants, Mumbai, bearing Firm Membership No. 119728W) be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Thirty Ninth AGM of the Company to be held in the year 2025 on such remuneration as may be

mutually decided by the Board of Directors of the Company and the Statutory Auditors

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

### **SPECIAL BUSINESS:**

- 5) To Re-appoint Mr. Abhishek Bansal as Managing Director:

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

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Abhishek Bansal, (DIN: 01445730) Managing Director of the Company, for a period of 5 (five) years, on expiry of his present term of office, i.e. with effect from January 07, 2021 on an annual remuneration not exceeding ₹ 30,00,000 (Rupees Thirty Lacs Only) per annum (inclusive of all perquisites), with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Abhishek Bansal, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

**FURTHER RESOLVED THAT** in the event of loss or inadequacy of profits in any financial year(s), during the currency of tenure of Mr. Abhishek Bansal as Managing Director of the Company, the above mentioned remuneration be paid to Mr. Abhishek Bansal, as minimum remuneration, subject to the approval of Central Government, if necessary.

**FURTHER RESOLVED THAT** the Board of Directors or a Nomination Remuneration Committee thereof be and is hereby authorized to alter or vary the remuneration within

the provisions of Schedule V of the Companies Act, 2013 to the extent the Board or Nomination Remuneration Committee thereof may consider appropriate, as may be permitted or authorized in accordance with any provisions under Companies Act, 2013 or schedule appended thereto and settle any question or difficulty in connection therewith and incidental thereto.

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

6) To Appoint Mrs. Punita Suthar as an Independent Director:

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149 (6), 152 of the Companies Act, 2013, and the rules framed there under, read with Schedule IV to the Companies Act, 2013, and other applicable provisions, if any, (including any amendment thereto or reenactment thereof), Mrs. Punita Suthar, (DIN: 08815944), be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years till August 16, 2025 and she is not liable to retire by rotation.

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

#### Notes:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM”/“Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC/OAVM. The deemed venue for

the AGM shall be the Registered Office of the Company.

2. The Statement pursuant to Section 102 of the Companies Act, 2013 and details of directors to be re-appointed, in respect of the business as set out in the Notice is annexed hereto.
3. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website [www.abansenterprises.com](http://www.abansenterprises.com), website of the stock exchanges i.e. BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and MSEI Limited ([www.msei.com](http://www.msei.com)) and on website of the e-voting platform (<https://www.evoting.nsdl.com>).
4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
5. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
6. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.
7. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution/authorization letter to the Company or upload on the VC portal/e-voting portal.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts

or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. Tuesday, September 29, 2020. Members seeking to inspect such documents can send an email to [compliance@abansenterprises.com](mailto:compliance@abansenterprises.com).

9. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
10. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Tuesday, September 22, 2020. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.

**11. Instructions for the Members for attending the AGM through Video Conference (VC):**

- a. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholders/members login where the EVEN of the Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-voting system of NSDL.
- b. Members are encouraged to join the meeting through laptops for better experience.
- c. Members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
- d. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience

audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

- e. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

**12. Submission of questions or queries prior to AGM/ Registration of Speakers:**

- a. Members seeking any information with regard to the accounts or any other matter to be placed at the AGM are requested to write to the Company latest by September 22, 2020 through email on [compliance@abansenterprises.com](mailto:compliance@abansenterprises.com). Such questions shall be taken up during the meeting or replied by the Company suitably.
- b. Members who would like to express their views or ask questions during the AGM may register themselves by sending e-mail sending their request from their registered email address mentioning their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number on [compliance@abansenterprises.com](mailto:compliance@abansenterprises.com) on or before Tuesday, September 22, 2020. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

13. 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.

**14. 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 are 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’?
  1. 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’.
  2. 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](https://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.
  - 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.

#### 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.
15. 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 [shridate24@gmail.com](mailto:shridate24@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to Mr. Sagar Gudhate at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
16. The remote e-voting period commences during 9.00 a.m. to 5.00 p.m. (IST) from Saturday, September 26, 2020 and ends on Monday, September 28, 2020. During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, September 22, 2020, 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.
  17. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
- 18. Instructions for members for e-voting on the day of the AGM are as under:**
- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
  - b. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the

Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

- c. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
  - d. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting
19. Mr. S. P. Date, Practicing Company Secretary (C.P. No.: 14247) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting through electronic voting system at the AGM in a fair and transparent manner.
  20. The Scrutinizer shall, after conclusion of voting at the AGM, first download the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and shall within 48 hours of conclusion of the AGM, submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or an authorised person who shall countersign the same and declare the results of voting forthwith.
  21. 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](http://www.abansenterprises.com) and on the website of National Securities Depository Limited (NSDL), [www.evoting.nsdl.com](http://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.
  22. **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**
    - a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to [compliance@abansenterprises.com](mailto:compliance@abansenterprises.com).
    - b. 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).
  23. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are therefore, requested to submit their PAN to their Depository Participants with whom they maintain their Demat Accounts. Members holding shares in physical form and submit their PAN to the Company/RTA viz. Purva Sharegistry (India) Private Limited.
  24. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.
  25. In respect of the physical shareholding, in order to prevent fraudulent transactions, members are advised to exercise due diligence and notify immediately to the Company/RTA viz. Purva Sharegistry (India) Private Limited of any change in their addresses, telephone numbers, e-mail ids, nominees or joint holders, as the case may be.
  26. Member holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat Accounts.
  27. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, shares of a listed entity can only be transferred in demat form

w.e.f. April 1, 2019 except in cases of transmission or transposition. Therefore, shareholders are encouraged in their own interest to dematerialize their shareholding to avoid hassle in transfer of shares and eliminate risks associated with physical shares. Members can write to the Registrar in this regard.

28. Pursuant to the provisions of Section 72 of the Companies Act, 2013, the members holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Members holding shares in demat form may contact their respective Depository Participants for availing this facility and the Registrar in respect of shares held in physical form.

29. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Registrar, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes

### 30. GREEN INITIATIVE:

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' initiated by the Ministry of Corporate Affairs, Government of India (MCA), by its recent circulars, enabling electronic delivery of documents including the annual reports, notices, circulars to shareholders at their e/mail address previously registered with the depository participants (DPs)/company/registrar and share transfer agents. Shareholders who have not registered their e/mail addresses so far are requested to register their e/mail addresses to help us in the endeavour to save trees and protect the planet. Those holding shares in demat form can register their email address with their concerned DP. Those shareholders who hold shares in physical form are requested to register their e/mail addresses with our registrar, Purva Shareregistry (India) Pvt. Ltd, by sending a duly filed "registration / updation of shareholder information form" available on [www.abansenterprises.com](http://www.abansenterprises.com), duly signed by the first /sole holder quoting details of folio no or alternatively can visit to <https://www.purvashare.com/email-and-phone-updation> and update details.

### 31. All queries relating to Share Transfer and allied subjects should be addressed to:

#### **Purva Shareregistry (India) Private Limited**

Unit no. 9, Shiv Shakti Ind. Estt.,  
J.R. Boricha Marg,  
Lower Parel (E), Mumbai 400 011  
Tel No. 022/2301 2518 / 6761  
Email: [support@purvashare.com](mailto:support@purvashare.com)

32. Law provides voting rights to all members proportionate to their holding in the Company. Abans Enterprises Limited encourages the members to exercise their voting rights and actively participate in decision making process.

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

#### **Item No. 4:**

The term of Office of Company's Statutory Auditors, M/s. Paresh Rakesh & Associates, who were appointed as Statutory Auditors of the Company during 29<sup>th</sup> AGM held on September 29, 2015 for a term of five consecutive years, expires at conclusion of this annual general meeting.

The Board, based on the recommendations of Audit Committee of Directors, has recommended re-appointment of M/s. Paresh Rakesh & Associates Chartered Accountants, as Statutory Auditors of the Company for a second term of five consecutive years, from conclusion of this AGM till the conclusion of the 39<sup>th</sup> AGM to be held in the year 2025, for approval of the Members, at a remuneration as may be decided between the Board of Directors and Auditors.

M/s. Paresh Rakesh & Associates, Chartered Accountants, have given their consent and confirmed their eligibility for the above re-appointment, pursuant to Sections 139 and 141 of the Companies Act, 2013 (Act) read with Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Keeping in view performance of M/s. Paresh Rakesh & Associates, Chartered Accountants, during above period and also their profile and experience, the Board considers that Company's continued association with M/s. Paresh Rakesh & Associates, Chartered Accountants, will be in the interest of the Company and recommends the Resolution

set out at Item No. 4 of the Notice for approval of the Members.

The above may be treated as disclosures under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors recommends passing of the Ordinary Resolution as set out at Item No. 4 of this Notice.

None of the Directors/Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

#### **Item No. 5:**

Mr. Abhishek Bansal (DIN: 01445730) was appointed as Managing Director on 07<sup>th</sup> January 2016 by Board of Director and appointment was confirmed at the Extra Ordinary General Meeting held on February 23, 2016 for a period of 5 (five) years from 07<sup>th</sup> January 2016 and till 06<sup>th</sup> January 2021.

The Board of Directors of the Company (“Board”), at its meeting held on August 17, 2020 has, subject to the approval of members, proposed to re-appoint Mr. Abhishek Bansal as Managing Director, for a period of 5 (five) years from the expiry of their present term, i.e. with effect from January 07, 2021, on the terms and conditions including remuneration as may be recommended by the Nomination and Remuneration Committee (“NRC”) of the Board and approved by the Board from time to time.

Based on the performance evaluation of the Managing Director, considering his knowledge of various aspects relating to the Company’s affairs and long business experience, given the background and contribution made by his during his tenure and for smooth and efficient running of the business and as per the recommendation of the Nomination and Remuneration Committee, the Board considers that the continued association of Mr. Abhishek Bansal would be beneficial to the Company. It is desirable to continue to avail his services as the Managing Director for a further period of 5 (five) years with effect from 07<sup>th</sup> January, 2021 to 06<sup>th</sup> January, 2026.

#### **Brief Profile of Mr. Abhishek Bansal:**

Mr. Abhishek Bansal, aged 33 years is currently serving as Managing Director of the Company. He is a Commerce Graduate.

He is the founder of Abans Group, started his entrepreneurial journey at the age of 18. Having started out as a Gold Arbitrageur, Abhishek has leveraged his business acumen to position the Group as one of the fastest growing financial conglomerates in Asia. With businesses ranging from agricultural commodities trading, gold refining, financial broking, wealth management, software development, and non-banking financial services, the Abans Group has cemented its presence in over 10 countries spanning the globe. A self-made entrepreneur, Abhishek lays particular emphasis on nurturing the leaders of tomorrow and has been incubating entrepreneurial ventures for well over a decade.

At Abans Enterprises Limited his functional responsibility is overall management and affairs of the Company and entire group including devising investment strategies, developing industry networks for further business development and overall development of the business of the Company.

The Company is engaged into the business of trading of commodities and derivatives on recognized exchanges of India. As at March 31, 2020 subsidiaries of the Company are engaged into other activities apart trading of commodities and derivatives on recognized exchanges of India such as software development, pharmaceuticals, manufacturing etc... The Standalone net profit of the Company for the FY 2018-19 was ₹ 1.41 Crores and for the FY 2019-20 was ₹ 1.07 Crores. The consolidated profit of the Company for the FY 2019-20 was ₹ 27.63 (being the first year of consolidation)

Remuneration to be paid to Mr. Abhishek Bansal shall be on the terms and conditions as decided by the Board and as may be acceptable to him. The upper limit of remuneration proposed to be paid, if decided by Board to Mr. Abhishek Bansal is commensurate with the nature of business of the Company.

In the event of absence or inadequacy of profits in any financial year during the tenure of the Managing Director, salary and perquisites subject to the limits stipulated under Schedule V read with Sections 196 and 197 of the Companies Act, 2013, are payable.

A brief profile of Mr. Bansal and other requisite details, pursuant to the provisions of the Secretarial Standard on



General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India and Regulation 36(3) of SEBI (LODR) Regulations, 2015 are annexed to this statement.

It is proposed to seek members’ approval for the re-appointment of and remuneration payable to Mr. Abhishek Bansal as Managing Director of the Company, in terms of the applicable provisions of the Act. Considering the expertise and performance of Mr. Abhishek Bansal,

The Board of Directors recommends passing of the Special Resolution as set out at Item No. 5 of this Notice

Mr. Abhishek Bansal and Mrs. Shriyam Bansal are interested in resolution as set out as Item No. 5 of this Notice with regard to his re-appointment.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

**Item No. 6:**

Mrs. Punita Suthar, (DIN: 08815944) was appointed as an Additional Independent Director on August 17, 2020. The Board of Directors of the Company (“Board”), at its meeting held on August 17, 2019 has subject to the approval of members, proposed to re-appoint Mrs. Suthar as an Independent Director, for a period of 5 (five) years from the date of her appointment by Board of Directors.

The Nomination and Remuneration Committee of the Board of Directors, has recommended for re-appointment of Mrs. Suthar as an Independent Director for a term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the profile of Mrs. Suthar and her continued association would be beneficial to the Company and it is desirable to continue to avail their services as an Independent Director.

Mrs. Suthar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and have given their individual consent to act as a Director along with their Declaration of Independence declaring meeting criteria of independence as prescribed under Section 149 (6) of Companies Act, 2013 and SEBI LODR Regulations.

Accordingly, it is proposed to re-appoint Mrs. Suthar as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years on the Board of the Company.

They shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Copy of draft letter of appointment of aforesaid appointee setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

A brief profile of Mrs. Suthar and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India and Regulation 36(3) of SEBI (LODR) Regulations, 2015 are annexed to this statement.

The Board of Directors recommends passing of the Ordinary Resolution as set out at Item No. 6 of this Notice.

Mrs. Suthar is interested in the resolution set out at Item No. 6 of the Notice with regard to her appointment.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

**Registered Office:**  
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**Web:**

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

**CIN:** L74120MH1985PLC035243

**By order of the Board  
For Abans Enterprises Ltd.**

Sd/-  
**Deepesh Jain**  
(Company Secretary)  
Mumbai, August 17, 2020

**Annexure – A**

The relevant details of directors who is proposed to be re-appointed directors of the Company, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Company Secretaries of India are as under:

Particulars	Mr. Abhishek Bansal	Mrs. Shriyam Bansal	Mrs. Punita Suthar
<b>Current Position</b>	Managing Director	Non-Executive Director	Additional Independent Director
<b>Age</b>	33 Years	31 Years	31 Years
<b>Qualification</b>	M.Com	B.Com	B.Com
<b>Experience</b>	12+ years	10+ years	11+ Years
<b>Expertise in specific functional areas</b>	Areas of Business Management, Financial and Commodities Market	Areas of Financial Management and Audit	Areas of Audit and Taxation
<b>Date of first Appointment</b>	December 11, 2015	December 11, 2015	August 17, 2020
<b>Remuneration Drawn</b>	FY 2019-20: ₹ 9,75,540/- FY 2018-19: ₹ 10,00,000/- FY 2017-18: ₹ 7,76,072/-	Nil	Nil
<b>Terms and Conditions of Re / Appointment</b>	As per the resolution at Item no. 5 of the Notice convening this Meeting read with explanatory statement thereto.	Non – Executive Director liable to retire by rotation	As per the resolution at Item no. 6 of the Notice convening this Meeting read with explanatory statement thereto.
<b>Number of Board Meetings attended during the year</b>	Attended all the two meetings held till date in F.Y. 2020-21	Attended all the two meetings held till date in F.Y. 2020-21	Not Applicable
<b>Shareholding in the Company</b>	1,04,00,792 Equity Shares representing 74.56% of total shareholding	Nil	Nil
<b>Relationship with Other Directors</b>	Spouse of Mrs. Shriyam Bansal, Non – Executive Director of the Company	Spouse of Mr. Abhishek Bansal, Managing Director of the Company	None
<b>Directorship in other listed entities</b>	Abans Finance Pvt Ltd (Debt Listed)	Abans Finance Pvt Ltd (Debt Listed)	None
<b>Memberships / Chairmanship of Committees in other Companies</b>	Member in Audit Committee of Abans Finance Pvt Ltd Member in Nomination Remuneration Committee of Abans Finance Pvt Ltd	Member in Audit Committee of Abans Finance Pvt Ltd Member in Nomination Remuneration Committee of Abans Finance Pvt Ltd	None
<b>Other Directorships of Indian Companies</b>	1. Abans Enterprises Limited 2. Abans Realty And Infrastructure Private Limited 3. Agrometal Vendibles Private Limited 4. Lifesurge Biosciences Private Limited	1. Abans Enterprises Limited 2. Abans Realty And Infrastructure Private Limited 3. Agrometal Vendibles Private Limited 4. Lifesurge Biosciences Private Limited	None

5. Abans Creations Private Limited	5. Abans Creations Private Limited
6. Abans Finance Private Limited	6. Abans Finance Private Limited
7. Tout Comtrade Private Limited	7. Tout Comtrade Private Limited
8. Abans Global Broking (Ifsc) Private Limited	8. Abans Global Broking (Ifsc) Private Limited
9. Abans Capital Private Limited	9. Abans Capital Private Limited
10. Abans Securities Private Limited	10. Clamant Broking Services Private Limited
11. Clamant Broking Services Private Limited	11. Abans Metals Private Limited
12. Abans Metals Private Limited	12. Cleone Finance Private Limited
13. Cleone Finance Private Limited	13. Abans Holdings Private Limited
14. Abans Holdings Private Limited	14. Abans Broking Services Private Limited
15. Abans Broking Services Private Limited	15. Hydux Enterprises Private Limited
16. Hydux Enterprises Private Limited	16. Abans Jewels Private Limited
17. Abans Jewels Private Limited	17. Pantone Enterprises Private Limited
18. Pantone Enterprises Private Limited	18. Zale Trading Private Limited
19. Zale Trading Private Limited	19. Shello Tradecom Private Limited
20. Shello Tradecom Private Limited	20. Abans Foundation
21. Abans Foundation	