



ABANS HOLDINGS LIMITED

(Formerly known as Abans Holdings Private Limited)

Registered Office: “36, 37, 38A, Floor 3, Nariman Bhavan,

Backbay Reclamation, Nariman Point, Mumbai – 400 021

Phone No.: +91-022-68170100/ **Fax:** 61790010

Website: www.abansholdings.com;

Email Id: compliance@abansholdings.com

CIN: U74900MH2009PLC231660

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting (“**EOGM**”) of the Members of Abans Holdings Limited will be held on **Friday, 12th May, 2023 at 2.30 P.M.** IST through Video Conference (“**VC**”) / Other Audio-Visual Means (“**OAVM**”) facility to transact the following items of business:

SPECIAL BUSINESS:

(1) APPOINTMENT OF MR. PARMOD KUMAR NAGPAL AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 (FIVE) YEARS

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), and the Rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI LODR**”), (including any statutory modification(s) or re- enactment(s) thereof for the time being in force), the Articles of Association, and the Nomination and Remuneration Policy of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. PARMOD KUMAR NAGPAL (**DIN 10041946**), who was appointed as an Additional (Independent) Director of the Company, with effect from 14th February, 2023, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature to the office of Director, and which incumbent Director has submitted a declaration that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI LODR, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 14th February, 2023 upto 13th February, 2028.

RESOLVED FURTHER THAT any one Director and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be usual and expedient to implement this decision.”

(2) APPOINTMENT OF MR. APOORVA VORA AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 (FIVE) YEARS

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the **“Act”**), and the Rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“SEBI LODR”**), (including any statutory modification(s) or re- enactment(s) thereof for the time being in force), the Articles of Association, and the Nomination and Remuneration Policy of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. APOORVA VORA (**DIN 06635876**), who was appointed as an Additional (Independent) Director of the Company, with effect from 14th February, 2023, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature to the office of Director, and which incumbent Director has submitted a declaration that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI LODR, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 14th February, 2023 upto 13th February, 2028.

RESOLVED FURTHER THAT any one Director and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be usual and expedient to implement this decision.”

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

CIN: U74900MH2009PLC231660
Website: <https://abansholdings.com>

Email: compliance@abansholdings.com
Tel: +91 - 022 – 68170100

Date: 17th April, 2023
Place: Mumbai

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

**Sd/-
Sheela Gupta
Company Secretary & Compliance
Officer**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts relating to the business stated under Item Nos. 1 and 2 is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") has vide its General Circular numbers 20/2021 dated 8th December, 2021, 10/2021 dated 23rd June, 2021, 39/2020 dated 31st December, 2020, 33/2020 dated 28th September, 2020, 22/2020 dated 15th June, 2020, 17/2020 dated 13th April, 2020, and 14/2020 dated 8th April, 2020 issued by the Ministry of Corporate Affairs (MCA) (collectively referred to as "MCA Circulars") and Circular No. SEBI/H/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/ HO/ CFD/ CMD2/ CIR/P/2021/11 dated 15th January, 2021 issued by Securities and Exchange Board of India ('SEBI Circular') permitted the holding of the Extra-Ordinary General Meeting ("EGM") through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and MCA Circulars and SEBI Circular, the EOGM of the Company is being held through VC/OAVM.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting during the EOGM will be provided by NSDL.
4. The Members can join the EOGM 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 EOGM 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 EOGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EOGM is being held pursuant to the MCA Circulars

and SEBI Circular through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EOGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice

7. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company at compliance@abansholdings.com or Company's Registrars and Transfer Agents, Purva Sharegistry (I) Private Limited ("RTA") at support@purvashare.com for assistance in this regard.
8. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the RTA/Company.
9. To promote green initiative, Members who have not registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in electronic form and with RTA, in case the shares are held in physical form.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.
11. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to RTA in case the shares are held in physical form.
12. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EOGM.
14. Pursuant to the directions/notifications of Securities and Exchange Board of India (SEBI) and Depositories, the demat account holders can operate their accounts if they had already provided Income Tax Permanent Account Number either at the time of opening of the account or at any time subsequently. In case they have not furnished the Income Tax

Permanent Account Number to the Depository Participants, such demat account holders are requested to contact their DPs with a photocopy of the PAN Card (with original PAN Card for verification), so that the frozen demat accounts would be available for operation and further consequences of non-compliance with the aforesaid directives would be obviated. SEBI, vide Circular ref. no. MRD/Dop/Cir-05/2009 dated May 20, 2009 made it mandatory to have PAN particulars for registration of physical share transfer requests. Based on the directive contained in the said circulars, all share transfer requests are therefore to be accompanied with PAN details. Members holding shares in physical form can submit their PAN details to the Company / RTA.

15. The Notice calling the EOGM has been uploaded on the website of the Company at www.abansholdings.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited, respectively and the EOGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. All documents referred to in the accompanying Notice shall be open for inspection by the Members by writing an e-mail to the Company compliance@abansholdings.com.
16. Shareholders/Members can send tentative question by 02nd May, 2023 by writing an email to the Company at compliance@abansholdings.com.
17. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020 (collectively referred to as "MCA Circulars"), EOGM Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories as on 31st March, 2023. Members whose email IDs are not registered with the Company/Depositories are requested to follow the process provided further for registration of email IDs with the depositories for procuring user ID & password and registration of email IDs for e-Voting for the resolutions set out in this notice.
18. Since the EOGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
19. The Board of Directors of the Company at its meeting held on 17th April, 2023 has appointed Mr. Shrikrishna Date, Practicing Company Secretary (Membership Number A2018) as the Scrutinizer for the purpose of scrutinizing the remote e-Voting and e-Voting at the EOGM. The Report of Scrutinizer will be submitted to the Chairman of the Company within two working days from the conclusion of EOGM and will also be submitted to all the stock exchanges where the shares of the Company are listed.
20. 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 with a copy marked to evotingam@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on **Tuesday, 9th May, 2023 at 9:00 A.M. (IST) and ends on Thursday, 11th May, 2023 at 5:00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Friday, 05th May, 2023**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, 05th May, 2023**.

Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the Cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.

HOW DO I VOTE ELECTRONICALLY USING NSDL E-VOTING SYSTEM?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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 advised to update their mobile number and email Id in their demat accounts in order 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.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of

	<p>NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining

	<p>virtual meeting & voting during the meeting. 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 or joining virtual meeting & voting during the meeting.</p>

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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: Access to NSDL e-Voting system

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shridate@gmail.com with a copy marked to 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms Prajakta Pawale (Officer) at evoting@nsdl.co.in

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), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).
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 (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to call on toll free nos.:- 1800 1020 990 and 1800 22 44 30 or contact Ms Prajakta Pawale (Officer) at evoting@nsdl.co.in at evoting@nsdl.co.in 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 email to (Company email id i.e. compliance@abansholdings.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 (selfattested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
 - c) Alternatively shareholder/members may send a request to for procuring user id and password for e-Voting by providing above mentioned documents.
 - d) 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EOGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EOGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EOGM 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 EOGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EOGM. However, they will not be eligible to vote at the EOGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EOGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EOGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.

INFORMATION AT A GLANCE:

Particulars	Notes
Cut-off Date to determine those members who are eligible to e-vote on the resolution	Friday, 05 th May, 2023
Remote e-Voting start time and date	9.00 a.m. (IST) on Tuesday 09th May, 2023
Remote e-Voting end time and date	5.00 p.m (IST) on Thursday, 11th May, 2023
Date on which the resolution is deemed to be passed	Date of EOGM i.e Friday, 12th May, 2023
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
	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
	Contact details: evoting@nsdl.co.in
	Contact number- 1800 1020 990 / 1800 224 430
NSDL e-voting website address	https://www.evoting.nsdl.com/
Name, address and contact details of Company's Officials	Contact Person: Ms. Sheela Gupta (Company Secretary & Compliance Officer)
	36, 37, 38A, Floor 3, Nariman Bhavan, Backbay Reclamation, Nariman Point, Mumbai – 400 021
	Contact Number: 022 6179 0000
	Email: compliance@abansholdings.com

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

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item Nos. 1 and 2 of the accompanying Notice.

Item No. 1 and 2:

Pursuant to Section 161 of the Companies Act, 2013, on the recommendation of the Nomination and Remuneration Committee (the “NRC”), the Board at its meeting held on 14th February, 2023, had approved appointment of Mr. Parmod Kumar Nagpal (DIN: **10041946**) and Mr. Apoorva Vora (DIN: **06635876**) as an Additional Director in the capacity of Independent Directors of the Company for a term of five (5) years with effect from 14th February, 2023 to 13th February, 2028 (Both the days inclusive) subject to the approval of shareholders through Special Resolution.

Accordingly, pursuant to the provisions of Section 161 of the Act, Mr. Parmod Kumar Nagpal (DIN **10041946**) and Mr. Apoorva Vora (DIN **06635876**) will hold office upto the date of the ensuing Annual General Meeting. However, in terms of Regulation 17(1C) of SEBI LODR, approval of members of the Company is required to be obtained for appointment of a Director, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the approval of members is being sought for the aforesaid appointment of Mr. Parmod Kumar Nagpal (DIN 10041946), Mr. Apoorva Vora (DIN **06635876**), at Extra Ordinary General Meeting to be held on Friday, 12th May, 2023.

The Company had received a notice in writing from a member in terms of Section 160 of the Act, proposing the appointment of Mr. Parmod Kumar Nagpal (DIN **10041946**), Mr. Apoorva Vora (DIN **06635876**) as Independent Directors of the Company.

The Company has received, inter alia, the following consents, declarations and confirmations from Mr. Parmod Kumar Nagpal (DIN 10041946), Mr. Apoorva Vora (DIN **06635876**) with regard to the proposed appointment:

- a. Consent to act as Director of the Company, in Form DIR-2, in terms of Section 152 of the Act.
- b. Declaration that he is not disqualified from being appointed as Director in terms of Section 164 of the Act.
- c. Declaration that he meets the criteria of independence prescribed under the Act and the SEBI LODR.
- d. Declaration that he is not debarred from holding the office of Director by virtue of any order of the SEBI or any other such authority.

- e. Confirmation that he has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to Independent Directors' databank.

Further, both the directors has confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties as an Independent Director of the Company.

In the opinion of the NRC and the Board, Mr. Parmod Kumar Nagpal (DIN **10041946**) and Mr. Apoorva Vora (DIN **06635876**) fulfill the conditions of independence as specified in the Act, the Rules thereunder and the SEBI LODR, and is independent of the Management.

Further, in the opinion of the NRC and the Board, Mr. Parmod Kumar Nagpal (DIN **10041946**), Mr. Apoorva Vora (DIN **06635876**) individually possess the requisite skills and capabilities required for the role of an Independent Director of the Company, considering his qualifications, rich experience and expertise. A brief profile of Mr. Parmod Kumar Nagpal (DIN **10041946**) and Mr. Apoorva Vora (DIN **06635876**), alongwith the profile and specific areas of expertise of both the directors and other relevant information as required under SEBI LODR Regulations and SS-2 are provided as annexure to this Notice.

In conformity with the Company's Nomination and Remuneration Policy, Mr. Parmod Kumar Nagpal (DIN **10041946**), Mr. Apoorva Vora (DIN **06635876**) will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by him, reimbursement of expenses for participation in the meetings as approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder..

All the material documents referred to in the Notice and Explanatory Statement such as the terms and conditions of Mr. Parmod Kumar Nagpal (DIN **10041946**) and Mr. Apoorva Vora (DIN **06635876**) (The same is also available on the Company's website i.e. www.abansholdings.com), appointment letter, statutory forms etc. are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the date of EOGM i.e. Friday, 12th May, 2023.

Mr. Parmod Kumar Nagpal (DIN **10041946**), Mr. Apoorva Vora (DIN **06635876**) are not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel.

Except Mr. Parmod Kumar Nagpal (DIN **10041946**), Mr. Apoorva Vora (DIN **06635876**) and their respective relatives, none of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Parmod Kumar Nagpal (DIN **10041946**), Mr. Apoorva Vora (DIN **06635876**) as Independent Directors of the Company, as a special resolution as set out above.

The Board recommends the Special Resolution as set out in this Notice, for approval of members of the Company.

Registered Office:

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

CIN: U74900MH2009PLC231660

Website: <https://abansholdings.com>

Email: compliance@abansholdings.com

Tel: +91 - 022 – 68170100

Date: 17th April, 2023

Place: Mumbai

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

Sd/-

Sheela Gupta

**Company Secretary & Compliance
Officer**

ADDITIONAL INFORMATION ON DIRECTOR SEEKING APPOINTMENT
Details of Director seeking appointment pursuant to Regulation 36 of SEBI LODR and SS-2

Name	Mr. Parmod Kumar Nagpal	Mr. Apoorva Vora
Director Identification Number	10041946	06635876
Age	63	58
Qualification	Mr. Nagpal is a Commerce graduate, holds a Master's degree in Business Administration and Bachelor in Law with Banking, Insurance and Securities Law	Mr. Vora is a Commerce & Law graduate, and holds a Master's degree in Business Administration (Marketing) and PG Diploma in Computer Science and Taxation Law.
Experience	He has worked with Securities Exchange Board of India (SEBI) for about 31 years since May 1989 and was Chief General Manager for 6 years and Executive Director for almost 13 years, before retirement in December 2019. He has worked in all operational Departments of SEBI- Corporate Finance, Market Regulation, Mutual Funds, Venture Capital Funds, Market Intermediaries, Investigation and Foreign Portfolio Investors.	He has a rich professional experience & vast exposure spanning across Information Technology (about 10 years) and Financial Services and Startups (little over 25 years running) in various capacities.
Nature of expertise in specific functional areas	He was involved in policy formulation and implementation of Regulations, Registration and Supervision of Market Intermediaries, inspection of Stock Exchanges and Market Intermediaries, investigation of market manipulation and insider trading, Takeovers, IPOs, compliance of listing requirements by the companies, corporate governance, etc. He was a Chief Vigilance Officer of SEBI and was also in-charge	He is currently active as the Founder & CEO of Finolutions LLP, a business consulting firm for Wealth Management firms. Also active as a Founder of Finvolve Ventures Private Limited, a Joint Venture with India Accelerator based out of Delhi. It is a platform enabling investors to participate in Startups through a B2B technology platform Within Financial Services, he has professionally worked

	<p>of Internal Inspections Department, HRD, Finance and Audit, Establishment, Premises and Internal Security and acted as Disciplinary Authority.</p>	<p>across</p> <ul style="list-style-type: none"> ▪ Distribution ▪ Portfolio Management ▪ Key Account Management ▪ Merchant Banking ▪ Business Development ▪ Research ▪ Investment Advisory ▪ Private Equity & Investment Banking ▪ Product Management ▪ Wealth Management ▪ Startups and Early Stage fund raiser ▪ EB5 Investing ▪ Alternative Investment Strategies
<p>Brief resume of the Director</p>	<p>Currently Practicing as an Advocate</p>	<p>Current Experience Co-Founder,</p> <p>Finvolve Ventures Private Limited - July 2022 onwards Developing India's foremost B2B platform for startup investments with an objective to widen the angel investor base considerably. The platform aims to activate the Wealth Managers across the country (and eventually beyond) and popularise Startups as an investment Asset Class in a B2B2C mode.</p> <p>Co-Founder & CEO, Finolutions LLP - September 2013 onwards Playing a consulting role for Wealth Managers for their better product outreach. The firm carries out market scan, filtrations and due diligence on investment products beyond the traditional asset classes. The firm is particularly active in the Alternative Investment Fund space and has been</p>

		instrumental in channelising significant asset based for such AIFs for Indian as well as overseas funds.
Date of first appointment	14 th February, 2023	14 th February, 2023
Terms and conditions of appointment	<p>It is proposed to appoint Mr. Parmod Kumar Nagpal as a Non-Executive (Independent) Director of the Company, not liable to retire by rotation, for a consecutive period of 5 (five) years, with effect from February 14, 2023.</p> <p>Terms and conditions of appointment are in accordance with the Nomination and Remuneration Policy. The same is available for inspection by the members and is also provided on the Company's website i.e. www.abansholdings.com</p>	<p>It is proposed to appoint Mr. Apoorva Vora as a Non-Executive (Independent) Director of the Company, not liable to retire by rotation, for a consecutive period of 5 (five) years, with effect from February 14, 2023.</p> <p>Terms and conditions of appointment are in accordance with the Nomination and Remuneration Policy. The same is available for inspection by the members and is also provided on the Company's website i.e. www.abansholdings.com</p>
Remuneration last drawn	Not applicable	Not applicable
Remuneration proposed to be given	The Independent Director shall be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof, Rs. 35,000/- per meeting excluding reimbursement of expenses for participation in the meetings.	The Independent Director shall be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof, Rs. 35,000/- per meeting excluding reimbursement of expenses for participation in the meetings.
Number of Board meetings of the Company attended during the year	Not applicable	Not applicable
Listed entities in which the person holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	<p>Independent Director - Abans Holdings Limited</p> <p>Chairman – Audit Committee Member - Nomination & Remuneration Committee Member – Stakeholders Relationship Committee Member – Risk Management Committee</p>	<p>Independent Director - Abans Holdings Limited</p> <p>Member – Audit Committee Chairman – Nomination & Remuneration Committee</p>
Directorships held in other	Nil	AV Partners LLP

Companies/Branches		KE 42 Asset Managers Private Limited Finvolve Ventures Private Limited
Memberships/Chairmanships of committees of other Companies	Nil	Nil
Number of shares held in the Company	Nil	Nil
Relationship with other Directors and Key Managerial Personnel or their respective relatives	Not related to Directors and Key Managerial Personnel or their respective relatives	Not related to Directors and Key Managerial Personnel or their respective relatives

Abans Holdings Limited

(Formerly Known as Abans Holdings Pvt. Ltd.)

CIN: U74900MH2009PLC231660

Registered Office: 36, 37, 38A, Floor -3, Nariman Bhavan,
Backbay Reclamation, Nariman Point,
Mumbai – 400 021.

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