



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.: +91-022-61790000 Website: www.abansholdings.com;

Email Id: compliance@abansholdings.com

CIN: U74900MH2009PLC231660

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]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April, 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 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 laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below are proposed to be passed by the members of the Company (as on the Cut-off Date) ("Members"), through postal ballot (the "Postal Ballot") only by way of remote e-voting ("e-voting") process. An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons therefor 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 / Registrar and Transfer Agent / depository participant(s) / Depositories.

The Explanatory 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.

In accordance with the provisions of Sections 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 as and by way of a special resolution through Postal



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Ballot or at a general meeting by providing the facility to Members to vote by electronic means.

The Board of Directors of the Company vide circular resolution dated June 08, 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 Wednesday, June 14, 2023 at 9.00 a.m. (IST) and end on Thursday, July 13, 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 Monday, July 17, 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 National Stock Exchange of India Limited ("NSE") 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, <https://www.evoting.nsdl.com> and will also be displayed on the Company's website, <https://abansholdings.com>

SPECIAL BUSINESS:

(1) ABANS HOLDINGS LIMITED EMPLOYEES' STOCK OPTION PLAN 2023:

To consider and approve Employees' Stock Option Plan 2023 and in this regard 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 Section 62(1)(b) read with Section 67 of the Companies Act, 2013, Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended from time to time (hereinafter referred to as "SEBI Regulations"), the provisions of the Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other prevailing statutory guidelines in that behalf (hereinafter together referred to as



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"the Extant Guidelines"), recommendation of the Nomination, Remuneration and Compensation Committee, and subject to such other approvals, permissions and sanctions as may be necessary from appropriate authorities and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee including the Nomination, Remuneration and Compensation Committee which the Board has constituted to exercise its powers, including the powers conferred by this resolution), approval and consent of the members of the Company be and is hereby accorded to the Board to approve, introduce and implement the Abans Holdings Limited Employees' Stock Option Plan 2023 (hereinafter referred to as the "AHL ESOP 2023 / Scheme") and to create, offer, issue and grant Options not exceeding 50,14,595 (Fifty Lakhs Fourteen Thousand Five Hundred and Ninety Five only) i.e 10% of the existing paid up capital of the Company, convertible into equivalent number of equity shares of Rs.2/- of the Company to the present and future employees of the Company who are in permanent employment of the Company including Directors of the Company whether whole-time or not (except Independent Directors, Promoters or person belonging to Promoter Group and Director(s) who directly or indirectly hold(s) more than 10% of the outstanding equity shares of the Company), and whether working in India or outside India as may be selected by the Board on the basis of criteria prescribed in the Scheme (collectively referred as "Eligible Employees") in one or more tranches, at such price and on such other criteria and terms and conditions as may be fixed or determined by the Board in accordance with Scheme, SEBI Regulations and in due compliance with other applicable laws, Rules and regulations;

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and / or any other applicable laws, Rules and regulations to the extent relevant and applicable to the AHL ESOP Plan 2023;

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

- (i) determine the terms and conditions of grant, issue, re-issue, cancel and withdrawal of stock options from time to time;
- (ii) issue and allot equity shares upon exercise of options from time to time in accordance with the Scheme and such equity shares allotted upon conversion of Options shall rank pari-passu in all respects with the then existing equity shares of the Company.



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- (iii) to take necessary steps for listing of the equity shares allotted under the AHL ESOP 2023 on the Stock Exchanges where the equity shares of the Company are listed as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the other applicable laws, guidelines, rules and regulations.
 - (iv) formulate, approve, evolve, decide upon and bring into effect, suspend, withdraw the AHL ESOP 2023 and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in it, as it may deem fit, from time to time in conformity with the provisions of the then applicable provisions of the Companies Act 2013, the SEBI Regulations and other applicable Laws, rules, circulars, regulations and guidelines, unless such modification(s), change(s), variation(s), alteration(s) or revision(s) is detrimental to the material interest of the employees of the Company with regard to the options that may have already been granted or shares vested.
 - (v) do all such acts, deeds, things and matters as may be considered necessary or expedient including delegation of all or any of the powers herein conferred by this resolution to any committee of directors, director, officer or authorized representative of the Company; and
 - (vi) settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company".
- (2) **EXTENSION OF BENEFITS OF EMPLOYEES' STOCK OPTION PLAN 2023 TO THE EMPLOYEES OF THE HOLDING COMPANY AND THE SUBSIDIARY COMPANIES OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended from time to time (hereinafter referred to as "SEBI Regulations"), the provisions of the Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other prevailing statutory guidelines in that behalf (hereinafter together referred to as "the Extant Guidelines") and subject to such other approvals, permissions and sanctions as may be necessary from appropriate authorities and subject to such conditions



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and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee including the Nomination, Remuneration and Compensation Committee which the Board has constituted to exercise its powers, including the powers conferred by this resolution), approval and consent of the members of the Company be and is hereby accorded to extend the benefits of the AHL ESOP 2023, within the overall ceiling of 50,14,595 (Fifty Lakhs Fourteen Thousand Five Hundred and Ninety Five only) i.e 10% of the existing paid up capital of the Company Options convertible into equivalent number of equity shares of the Company to the present and future employees of any of the existing and future subsidiary(ies)of the Company, who are in permanent employment of the Holding and Subsidiary Companies of the Company including their respective directors whether whole-time or not (except Independent Directors, Promoters or person belonging to Promoter Group and Directors who directly or indirectly holds more than 10% of the outstanding equity shares of the Company), and whether working in India or outside India as may be selected by the Board on the basis of criteria prescribed in the Scheme in one or more tranches and on such other criteria, terms and conditions as may be fixed or determined by the Board or a Committee formed / to be formed for the purpose in accordance with Scheme, SEBI Regulations and in due compliance with other applicable laws, rules and regulations;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of the Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company".

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

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 – 6179 0000

Sd/-

Sheela Gupta

Company Secretary & Compliance Officer

Date: June 08, 2023

Place: Mumbai



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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, June 09, 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 <https://abansholdings.com>, websites of the Stock Exchanges that is, BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com> and www.nseindia.com 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.abansholdings.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, June 09, 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.



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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 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 with a copy marked to helpdesk.evoting@cdslindia.com.
8. **The e-voting period commences on Wednesday, June 14, 2023 at 9.00 a.m. (IST) and end on Thursday, July 13, 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. Thursday, 13th July, 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 to compliance@abansholdings.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:

Commencement of e-voting	Wednesday, June 14, 2023 at 9.00 a.m. (IST)
End of e-voting	Thursday, July 13, 2023 at 5.00 p.m. (IST)

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

- (c) The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid up equity share capital of the Company as on the Cut-off Date i.e. Friday, June 09, 2023.
- (d) Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. Friday, June 09, 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 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.



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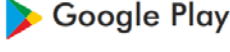


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Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="602 569 1458 1031">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<li data-bbox="602 1062 1458 1234">2. 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<li data-bbox="602 1266 1458 1755">3. 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.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>   </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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



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	be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

(B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 handset.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.



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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.
4. 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.
5. 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***

6. 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



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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**

7. 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.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. 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.



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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 shridate24@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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in or contact Ms Prajakta Pawale (Officer), National Securities Depository Ltd., at the designated email ID: 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 (Company email id).

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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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to 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	Friday, June 09, 2023
Voting start time and date	Wednesday, June 14, 2023 at 9.00 a.m. (IST)
Voting end time and date	Thursday, July 13, 2023 at 5.00 p.m. (IST)
Date on which the resolution is deemed to be passed	Last date of voting i.e. Thursday, July 13, 2023
Name, address and contact details of Registrar and Share Transfer Agent.	Contact Person: Ms. Deepali Dhuri
	Compliance Officer
	Purva Shareregistry (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



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	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 and contact details of the Compliance Officer	Contact Person:
	Ms. Sheela Gupta
	Company Secretary and 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



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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 Nos. 1 and 2:

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

The Nomination, Remuneration and Compensation Committee and the Board of Directors in their respective meetings held on May 19, 2023, subject to the approval of the members, have approved the "the Employees' Stock Option Plan 2023".

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

- (a) Promote entrepreneurial behavior, foster ownership, innovation, creativity and responsibility.
- (b) Encourage collaboration for achievement of organizational performance goals and success by aligning the financial interest of employees with that of other shareowner of the Company.
- (c) Provide an avenue for reward and retention of key talents as the Company grows.
- (d) Providing employees an opportunity to acquire or expand equity interest in the Company.

The salient features and other details of the Employees' Stock Option Plan 2023 as per the Regulations 6(2) of SEBI (Share Based Employees Benefits and Sweat Equity) Regulations, 2021 are as under:

(i) Brief description of the Scheme:

The Scheme shall be called as the "the Employees' Stock Option Plan 2023" (hereinafter referred to as the "AHL ESOP 2023") and shall extend the benefits to the present and future employees of the Company, who are in permanent employment of the Company including Directors of the Company whether whole-time or not (except Independent Directors, Promoters or person belonging to Promoter Group and Directors who directly or indirectly holds more than 10%



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of the outstanding equity shares of the Company), and whether working in India or outside India as may be selected by the Board on the basis of criteria prescribed in the Scheme (collectively referred as "Eligible Employees")

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

(ii) The total number of options, to be granted:

The total number of Options that may be granted would be such number which shall entitle the option holders to acquire in one or more tranches not exceeding 50,14,595 (Fifty Lakhs Fourteen Thousand Five Hundred and Ninety Five only) i.e 10% of the existing paid up capital of the Company, equity shares of the Company of the face value of Rs. 2/- each. Each such option would confer a right upon the option holder to apply for 1 (one) equity shares of the Company in accordance with the terms and conditions of the Scheme.

(iii) Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:

The present and future employees of the Company who are in permanent employment of the Company including Directors of the Company whether Whole-time or not (except Independent Directors, Promoters or person belonging to Promoter Group and Directors who directly or indirectly holds more than 10% of the outstanding equity shares of the Company), and whether working in India or outside India shall be entitled to participate and be beneficiaries in the Scheme. As stated above, employees of the Holding and subsidiary company(ies) of the Company in India or outside India shall also be eligible to participate and be beneficiary of the Scheme. The Nomination, Remuneration and Compensation Committee may consider the position and responsibilities of the employee, period of service, loyalty, the nature and value to the Company of the employee's services and accomplishments, the employee's present and potential contribution to the success of the Company etc. While granting options the committee may consider such performance conditions as may be prescribed by the Committee.

(iv) Requirement of vesting and period of vesting:

The Vesting Period of the options issued under the AHL ESOP 2023, shall be decided by Nomination, Remuneration and Compensation Committee from time to time but shall not be less than one year from the date of Grant(s) of Option(s). The option / unit may vest in one or more tranche(s) subject to the



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terms and conditions as may be stipulated by the Nomination, Remuneration and Compensation Committee.

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

All the options will get vested within a maximum period of five years from the date of grant unless otherwise decided by the Nomination, Remuneration and Compensation Committee.

(vi) **Exercise price, purchase price or pricing formula:**

The exercise price of the options shall be determined by the Nomination, Remuneration and Compensation Committee at the time of grant of the options. Such price shall be determined having regard to the closing market price of the share on the stock exchanges where the shares of the Company are listed, immediately prior to the date of grant of the options, subject to conformity of accounting policies specified in the Regulation 15 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

(vii) **Exercise period and process of Exercise:**

The maximum exercise period for exercising the options / units shall be five years from the respective dates of the vesting of the options unless otherwise decided by the Nomination, Remuneration and Compensation Committee. The option granted under the Scheme would be exercisable by the employee within the maximum exercise period by submitting an exercise form to the authorized representative of the Company during the exercise window which will open on a quarterly basis. After the expiry of the exercise period, the unexercised options, if any shall lapse. The lapsed options shall be available for fresh grants to other eligible employees.

(viii) **The appraisal process for determining the eligibility of employees for the Scheme:**

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



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(ix) **Maximum number of Options, to be issued per employee and in aggregate:**

The maximum number of options granted to any one employee in a year will not equal to or exceed 2% of the issued equity share capital of the Company (excluding outstanding warrants and conversions, if any) at the time of grant of the options. To grant options in excess of the aforesaid limit, the approval of the shareholders would be sought by way of a separate resolution.

The aggregate of all grants of options shall not exceed 50,14,595 (Fifty Lakhs Fourteen Thousand Five Hundred and Ninety Five only) i.e 10% of the existing paid up capital of the Company.

(x) **Maximum quantum of benefits to be provided per employee under a Scheme:**

The maximum quantum of benefit to be provided under the Scheme will be the difference between the exercise price and the market value of share on the date of exercise of the options.

(xi) **Whether the Scheme is to be implemented and administered directly by the Company or through a trust:**

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

(xii) **Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:**

The Company will issue new shares as required.

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

No loan is proposed to be provided by the Company.

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

Nil

(xv) **A Statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15:**



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The Company shall comply with the disclosures, the accounting policies and other requirements as prescribed under Regulation 15 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

(xvi) The method which the Company shall use to value its options:

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

In terms of the Companies Act, 2013 and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the approval of the shareholders is sought by way of **Special Resolution** for the approval of the Employees' Stock Option Plan 2023.

The Board recommends the resolution as set out at Item nos. 1 and 2 for your approval by way of special resolution. None of the Directors of the Company, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested in these resolutions except to the extent of options that may be offered to them under AHL ESOP 2023.

(xvii) Lock in Period:

The Equity Shares once acquired pursuant to Options would not be subject to any lock-in period and the concerned shareholder shall be free to transfer them at any time. For example, if an Option is granted to an Eligible Employee on 1st December 2023, and the Equity Shares are issued to the Option Holder on 1st January, 2024, then the concerned Shareholder would be free to transfer those shares at any time thereafter.

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

Sd/-

Sheela Gupta

Company Secretary & Compliance Officer

CIN: U74900MH2009PLC231660

Website: <https://abansholdings.com>

Email: compliance@abansholdings.com

Tel: +91 - 022 - 6179 0000

Date: June 08, 2023

Place: Mumbai