

NOTICE

Notice is hereby given that (01/FY 2023-24) Extra Ordinary General Meeting (EGM) of the Members of Abans Finance Private Limited (“the Company”) will be held on Thursday, July 13, 2023 at 10.30 A.M. (IST) at the Registered Office of the Company situated at 36, 37, Floor-3, Plot-227, Nariman Bhavan, Vinayak Kumar Shah Marg, NCPA, Nariman Point Mumbai 400021, to transact the following business:

AS SPECIAL BUSINESS:

ITEM NO. 1

Issue of Non-Convertible Debentures on Private Placement Basis

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

“**RESOLVED THAT** in supersession of the resolution passed by the Members at the Extra Ordinary General Meeting of the Company held on July 14, 2022 and pursuant to the provisions of Sections 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the provisions of the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as may be amended from time to time and the Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, as amended and all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications as may be amended from time to time and subject to such other approval(s) / consent(s) / permission(s) / sanction(s), as may be required from the regulatory authorities, if any, the approval of the members be and is hereby accorded to the Board of Directors of the Company (including its Committee(s) constituted / to be constituted for the purpose) to create / issue / offer or invite subscriptions for Secured and /or Unsecured, Listed and / or Unlisted, Rated and / or Unrated, Fixed Coupon and / or Market Linked, Redeemable Non – Convertible Debentures (NCDs) and / or Subordinated Debt Instruments and /or Bonds and / or such other Debt securities as may be deemed appropriate, in one or more modes or combinations thereof and in one or more series and /or tranches, on private placement basis to such eligible person(s), on such terms and conditions as the Board/Committee may determine from time to time and think fit, such that the aggregate principal amount of NCDs to be issued during a period of 1 (one) year commencing from the date of passing of this Special Resolution does not exceed an aggregate limit of Rs. 300 Crores (Rupees Three Hundred Crores only), within the overall borrowing limits of the Company;

RESOLVED FURTHER THAT the Board of Directors / Committee of the Board be and is hereby authorised to decide the face value, the issue price, whether at a discount or premium or par, the coupon, the redemption period, whether for consideration in cash or in kind etc. and

Abans Finance Pvt. Ltd.

to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution and to settle all questions / doubts / queries / difficulties that may arise in this regard, at any stage including change in the terms and conditions of the NCDs that have already been issued under the authority of this resolution, without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**For and on behalf of the Board of Directors
Abans Finance Private Limited**

**Sd/-
Mahesh Kumar Cheruveedu
Director & CEO
DIN: 09499122**

Date: April 28, 2023
Place: Mumbai

NOTES:

1. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this Extraordinary General Meeting is annexed.
2. A member entitled to attend and vote at the Extra Ordinary General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A proxy form for the EGM is enclosed.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the meeting.
5. The Registers and all other documents referred to in the notice and explanatory statement, will be available for inspection by the members of the Company at Registered office of the Company during business hours 9:30 A.M. to 6:00 P.M. (except Saturday and Sunday) up to the date of Extra Ordinary General Meeting and will also be available during the Extra Ordinary General Meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
7. The Notice of the EGM along with the Attendance slip and Proxy form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s), unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
8. The copy of this notice shall be displayed on the website of the Company i.e. www.abansfinance.com.
9. Members / Proxies attending the meeting are requested to bring their duly filled admission / attendance slips sent along with the notice of Extra Ordinary General Meeting at the meeting.
10. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the EGM is enclosed.

ANNEXURE TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING

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

The following sets out all material facts relating to item under Special Business mentioned in the accompanying Notice for convening the Extra-Ordinary General Meeting of the Company:

ITEM NO. 1

The members are requested to note that pursuant to Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company making a private placement of its securities is required to obtain the approval of the Members by way of a Special Resolution for each offer or invitation. However, in case the offer or invitation is for NCDs, such Special Resolution would be valid for a year.

In due compliance of the aforementioned, the Members of the Company, at the Extraordinary General Meeting held on July 14, 2022, had passed a special resolution authorizing the Board of Directors of the Company to offer / issue / invite subscriptions for such number of NCDs, under private placement, in one or more series / tranches, on such terms and conditions as determined by the Board of Directors / Committee, aggregating up to Rs. 200 Crores (Rupees Two Hundred Crores only), which remained valid and effective for 1 (one) year from July 14, 2022.

Considering the growth prospects and funding requirements of the Company and to enable the Company to raise additional funds by way of issuance of NCDs, the Board of Directors of the Company at their meeting held on April 28, 2023, subject to the approval of the Members of the Company, and further subject to such other approval(s) / consent(s) / permission(s) / sanction(s), as may be required from the regulatory authorities, if any, accorded their approval to invite / offer / issue upto such number of NCDs, under private placement, in one or more series and / or tranches, such that the aggregate principal amount of such NCDs to be issued during a period of 1 (one) year commencing from the date of passing of the Special Resolution set out at Item No. 1 of the EGM Notice, does not exceed Rs. 300 Crores (Rupees Three Hundred Crores only), within the overall borrowing limits of the Company.

Keeping in view of the above, the Board recommends the resolution set out at Item No. 1 of the EGM Notice to the Members for their consideration and approval, by way of Special Resolution. This enabling resolution revalidates / authorises the Board of Directors of the Company / Committee constituted or to be constituted to create / issue / offer or invite subscriptions for Secured and /or Unsecured, Listed and / or Unlisted, Rated and / or Unrated, Fixed Coupon and / or Market Linked, Redeemable Non – Convertible Debentures (NCDs) and / or Subordinated Debt Instruments and /or Bonds and / or such other Debt securities, not exceeding the aforesaid limit.

None of the Promoters, Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the EGM Notice, except to the extent of the NCDs that may

be subscribed by any entity in which any of the Directors or Key Managerial Personnel of the Company or their relatives may be concerned or interested in any capacity.

**For and on behalf of the Board of Directors
Abans Finance Private Limited**

**Sd/-
Mahesh Kumar Cheruveedu
Director & CEO
DIN: 09499122**

Date: April 28, 2023
Place: Mumbai

FORM NO. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s):	
Registered Address:	
E mail Id:	
Folio No./ Client ID:	
*DP ID:	

I / We, being the member(s) of _____ shares of Abans Finance Private Limited, hereby appoint:

1. Name:

Address:.....

E-mail Id:

Signature:.....or failing him
2. Name:

Address:.....

E-mail Id:

Signature:.....or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Thursday, July 13, 2023 at 10.30 AM (IST) at the Registered Office situated at 36, 37, Floor-3, Plot-227, Nariman Bhavan, Vinayak Kumar Shah Marg, NCPA, Nariman Point, Mumbai – 400021 and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolutions	Vote For	Vote Against
	SPECIAL BUSINESS		
1.	Issue of Non-Convertible Debentures on Private Placement Basis		

Signed this _____ day of _____

Signature of shareholder

Affix Revenue Stamp Re .1/-

Signature of Proxy holder(s)

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the Meeting.

DP Id*		Folio No.	
Client Id*		No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER (S) / PROXY HOLDER:

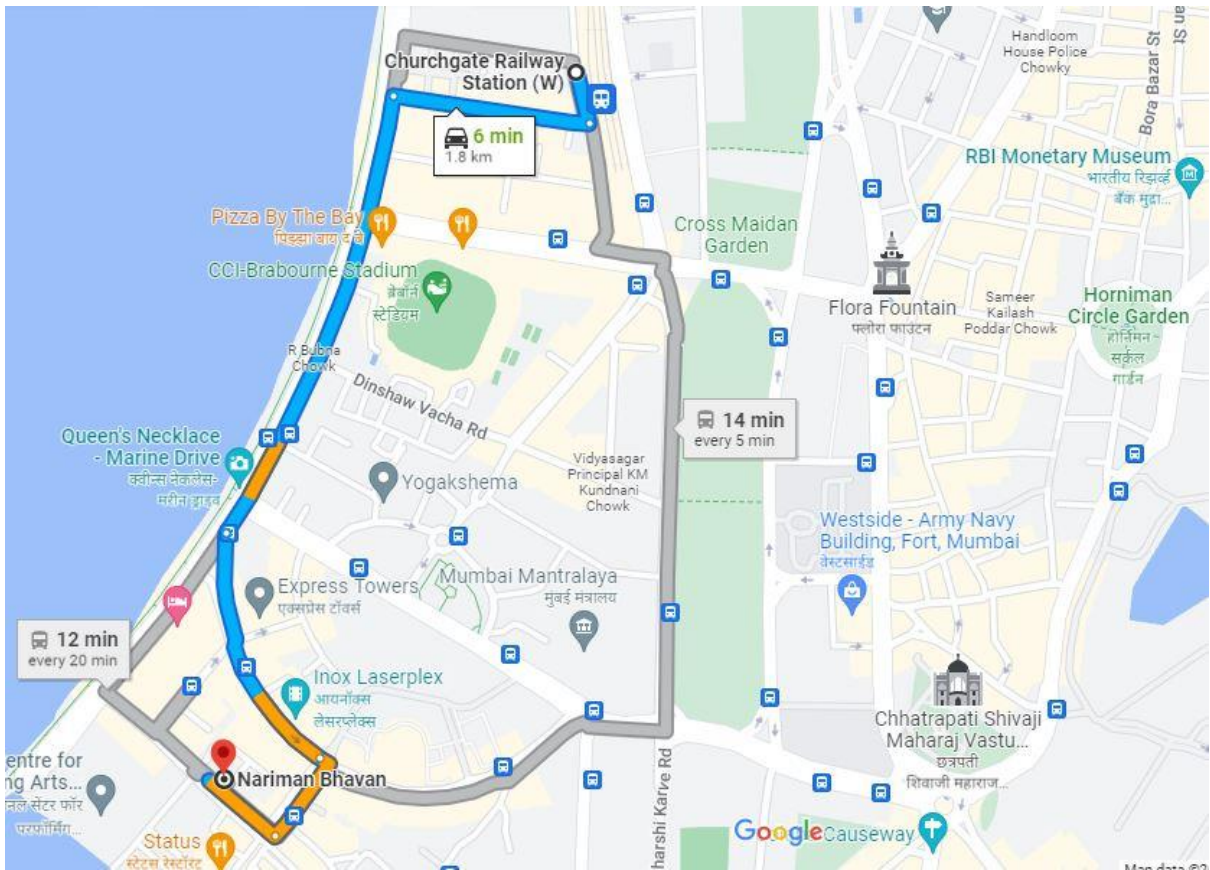
I / we hereby record my / our presence at the Extra Ordinary General Meeting of the Company held on Thursday, July 13, 2023 at 10.30 AM (IST) at the Registered Office situated at 36, 37, Floor-3, Plot-227, Nariman Bhavan, Vinayak Kumar Shah Marg, NCPA, Nariman Point, Mumbai – 400021.

Signature of Shareholder / Proxy holder

NOTES:

- (1) Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.
- (2) In the case of joint holders, the votes of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Registers of Members.

ROUTE MAP



- **Abans Finance Private Limited**
36, 37, Floor-3, Plot-227, Nariman Bhavan, Vinayak Kumar Shah Marg, NCPA, Nariman Point Mumbai 400021.