



ABANS FINANCE PRIVATE LIMITED

CIN: U51219MH1995PTC231627

Regd. Office: 36, 37, 38A, Floor 3, Nariman Bhavan, Backbay Reclamation, Nariman Point, Mumbai
– 400 021. **Tel No.:** 022 – 68354100 | **Fax:** 022 – 6179 0010

NOTICE

Dear Sir/ Madam,

Notice is hereby given that the Meeting of the Debenture holders ('Meeting') of the Listed Non-Convertible Debentures ('Listed NCDs') is scheduled to be held on **Monday, April 06, 2026, at 03.00 p.m. (IST)** at 36, 37, 38A, Floor-3, Plot-227, Nariman Bhavan, Vinayak Kumar Shah Marg, NCPA, Nariman Point, Mumbai- 400021, to conduct the following business, namely: -

- Approval for Delisting of the Non-Convertible Debentures under ISIN: INE00ZD07637 of the Company from the BSE Limited

E-Voting Facility:

Pursuant to the provisions of Regulation 64D (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations, 2015'), the Company is providing the facility of remote e-voting to its Debenture holders in respect of the business to be transacted at the Debenture holders Meeting and for this purpose, it has appointed Purva Shareregistry (India) Pvt. Ltd. to facilitate voting through electronic means. Accordingly, the facility of casting votes by a holder using remote e-voting system before the Meeting as well as remote e-voting during the Meeting will be provided by Purva Shareregistry (India) Pvt. Ltd. The remote e-voting facility would be available during the following period:

Commencement of e-voting	From 9.00 a.m. (IST) on Thursday, April 2, 2026
End of e-Voting	Upto 5.00 p.m. (IST) on Sunday, April 5, 2026

During this period, Debenture holders holding debentures either in physical form or in dematerialized form as on **Friday, March 27, 2026 ('Cut-Off date')** may cast their vote by remote e-voting before the Meeting. The remote e-voting module shall be disabled by Purva Shareregistry (India) Pvt. Ltd. for voting thereafter. Once the vote on a resolution is cast by the Holder, he / she shall not be allowed to change it subsequently.

Following details have been annexed to this Notice, namely: -

- Detailed procedure for remote e-voting before the Meeting/ remote e-voting during the meeting
- Disclosures specified in regulation 64C(3) of the SEBI LODR Regulations, 2015
- In-principle approval received from the BSE Limited

For Abans Finance Private Limited

Mahesh Kumar Cheruveedu
Director & CEO
DIN: 09499122



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IMPORTANT NOTES:

1. Pursuant to the Debenture Trust Deed dated October 07, 2019, Debenture Holder(s)/the Beneficial Owner(s) entitled to attend and vote at the meeting shall be entitled to appoint another person (whether a Debenture Holder(s)/ the Beneficial Owner(s) or not) as his proxy to attend and vote instead of himself. The instrument (attached herewith) appointing the proxy duly filled and signed 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 meeting is enclosed.
2. Debenture-holder(s)/the Beneficial Owner(s) entitled to attend, and vote is entitled to appoint one or more proxies to attend and vote instead of himself, and that a proxy need not be a Debenture Holder(s)/the Beneficial Owner(s).
3. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarized certified copy of the power of attorney shall be deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll and in default, the instrument of proxy shall not be treated as valid.
4. The instrument appointing a proxy shall: -
 - (a) be in writing; and
 - (b) be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
5. Debenture Holder(s)/Beneficial Owner(s) entitled to vote at this meeting on any resolution to be moved thereat shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days' notice in writing of the intention so to inspect is given to the company. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the Debenture in respect of which the proxy is given provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the Registered Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
6. The Debentureholders are either requested to provide the consent for resolution to be passed at the meeting or debentureholder can use e-voting facility provided by the Company. The e-voting facility to be made available upon the request of Debentureholder.
7. A copy of this notice shall be displayed on the website of the Company i.e. www.abansfinance.com and will also be available on the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.



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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 Debenture holder(s):	
Registered Address:	
Email Id:	
Folio No./ Client ID:	
*DP ID:	

I / We, being the Debenture holder(s) of _____ Debentures 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 Meeting of the
Debenture holders (Listed) of the Company to be held on Monday, April 06, 2026, at 03.00 p.m. (IST)
at 36, 37, 38A, Floor-3, Plot-227, Nariman Bhavan, Vinayak Kumar Shah Marg, NCPA, Nariman
Point, Mumbai- 400021 and at any adjournment thereof in respect of such resolution as are indicated
below:

- Approval for Delisting of the Non- Convertible Debentures under ISIN: INE00ZD07637 of the
Company from the BSE Limited

Signed this _____ day of _____

Signature of Debenture holder

Signature of Proxy holder(s)

Affix Revenue Stamp Re .1/-



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ATTENDANCE SLIP

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

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

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

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

I / we hereby record my / our presence at the Meeting of the Debenture holders (Listed) of the Company held on Monday, April 06, 2026, at 03.00 p.m. (IST) at 36, 37, 38A, Floor-3, Plot-227, Nariman Bhavan, Vinayak Kumar Shah Marg, NCPA, Nariman Point, Mumbai- 400021

Signature of Debentureholder / Proxy holder

NOTES:

- (1) Debentureholders /Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.
- (2) In the case of joint Debenture Holder(s)/Beneficial Owner(s), the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the other joint holder or holder(s)/owner(s).

SHAREHOLDER INSTRUCTIONS FOR E-VOTING (The same is to be construed in parlance with Debenture holders at a Debenture holder Meeting)

PURVA e-Voting System - For Remote e-voting

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through PURVA e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by PURVA for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.




In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 or joining 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi 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

SHAREHOLDER INSTRUCTIONS FOR E-VOTING (The same is to be construed in parlance with Debenture holders at a Debenture holder Meeting)

	<p>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 with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) 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. 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) 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; margin: 10px 0;"> <p>NSDL Mobile App is available on</p>    </div> 5) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their</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. After Successful login, you will be able to see e-Voting option. Once you 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 name and</p>

SHAREHOLDER INSTRUCTIONS FOR E-VOTING (The same is to be construed in parlance with Debenture holders at a Debenture holder Meeting)

Depository Participants (DP)	you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
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
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.com or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through PURVA e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on "Shareholder/Member" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter EVENT Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVENT is 8 then user ID is 8001***
- 4) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 5) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

SHAREHOLDER INSTRUCTIONS FOR E-VOTING (The same is to be construed in parlance with Debenture holders at a Debenture holder Meeting)

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.
- (v) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO/ABSTAIN" for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (vi) Click on the "NOTICE FILE LINK" if you wish to view the Notice.
- (vii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the "Custodians / Mutual Fund" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs.afpl@abans.co.in (designated email address by company), if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-35220056.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

DISCLOSURE U/R 64C (3) OF CHAPTER VIA OF
SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)
REGULATIONS, 2015

Pursuant to the In-principle approval received for delisting of Non- Convertible Debentures (NCDs) of the Company from BSE Limited dated March 27, 2026, please find below the various disclosures sought, in compliance with Regulation 64(C)(3) of SEBI LODR Regulations as captioned above, namely: -

- a) the name of the stock exchange from which the non-convertible debt securities are sought to be delisted together with the details of all such securities are sought to be delisted- **BSE Limited**.

Details of Non- Convertible Debentures: -

Sr. No.	ISIN	Security Description	Qty.	Date of Allotment	Date of Maturity
1.	INE00ZD07637	Nifty 50 Index- Linked, Secured, Rated, Listed, Redeemable, Principal- Protected, Market Linked Non-Convertible Debentures - Series 33	20	December 20, 2022	May 29, 2026

- b) the cut - off date specified for determining the list of holders of non - convertible debt securities to whom notice for approving the delisting proposal is mandated to be sent-

The Company has fixed March 27, 2026, as the cut-off date for determining the debenture holders who shall be entitled to receive the notice under Regulation 64D and who shall be eligible to provide their approval for the proposed delisting.

- c) the objects and reasons for delisting of non -convertible debt securities -

The delisting process is being undertaken in view of recent regulatory developments, particularly the introduction of Regulation 62A under the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2023, notified on September 20, 2023. This regulation mandates that any future issuance of non-convertible debt securities (NCDs) made on or after January 01, 2024, must be compulsorily listed, if the issuer already has listed NCDs outstanding.

In light of this and with a view to enhancing operational flexibility as well as achieving cost efficiency, the Company has reviewed its overall capital-raising strategy. Accordingly, it has resolved to raise funds through the issuance of unlisted non-convertible debt securities on a private placement basis, in compliance with the Companies Act, 2013.

Abans Finance Pvt. Ltd.

At present, the Company has 20 (twenty) listed non-convertible debentures under 1 (one) ISIN which is pending for redemption. Considering the increasing regulatory and compliance burden, limited investor participation and the evolving listing framework, the continued listing of the said NCD is no longer aligned with the Company's strategic and financial objectives.

The Company had earlier initiated the voluntary delisting process pursuant to the approval of the Board of Directors at its meeting held on May 27, 2025. However, due to an inadvertent technical error in the documentation submitted to BSE Limited, the said process could not be completed. Accordingly, the Board of Directors has, at its meeting held on February 02, 2026, accorded fresh approval for re-initiating the voluntary delisting process in supersession of the earlier resolution, to complete the same in compliance with the applicable regulatory requirements.

- d) the proposed timetable from the cut - off date as specified in clause (b) till the date of making final application to the stock exchange for delisting of non - convertible debt securities -

Sr. No.	Event	Proposed Timeline*
1	Cut-off date	March 27, 2026
2	Disclosure on Company's website and stock exchange: (i.e. T+2 working days where T = date of In-Principle Approval)	April 1, 2026
3	Circulation of delisting notice and request for approval (i.e T+3 working days)	April 1, 2026
4	Date for receipt of debenture holder approvals	April 6, 2026
5	Filing of final delisting application with Stock Exchange (i.e. Y+5 working days where Y is date of approval of debenture holders)	April 13, 2026

- e) disclaimer-

The Company provides the following disclaimer, namely: -

“Once the said debentures are delisted:

- (i) The delisted non-convertible debentures cease to be under the purview of the Securities and Exchange Board of India Act, 1992 and the Rules and Regulations prescribed thereunder; and
- (ii) The holders of such non-convertible debt securities shall not have any recourse to the investor grievance mechanism for any reason including change/ removal of the debenture trustee or in case of default, such as dispute resolution mechanism, grievance redress mechanism (SCORES), etc. under the Act and the rules and regulations made thereunder.”

Abans Finance Pvt. Ltd.

- f) a statement by the board of directors of the listed entity confirming that all material information which is required to be disclosed under the provisions of these regulations has been disclosed to the stock exchange- *Attached herewith as Annexure- A.*
- g) a statement from the debenture trustee on the adequacy of security cover in case of secured non - convertible debt securities- *Attached herewith as Annexure- B.*
- h) an undertaking that the issuer has not paid or shall not pay any incentive to any investor, directly or indirectly, in connection with delisting under this Chapter- *Attached herewith as Annexure- C.*
- i) disclosure of non - convertible debt securities held by a related party:-
- No related parties or person on behalf of the Company or its related parties hold the NCDs.
- j) an undertaking that the issuer has not entered or shall not enter into any arrangement with any investor or with persons referred to in clause (i) above, by way of side letters or otherwise which leads to the discrimination amongst the investor- *Attached herewith as Annexure- C.*
- k) a statement by the board of directors- *Attached herewith as Annexure-A*
- l) name and contact details of the compliance officer of the listed entity –

We would like to inform you that Ms. Sneha Kotian, Compliance Officer of the Company, has resigned from her position and her last working day was January 30, 2026.

Pursuant to above the Company is in the process of appointing a new Compliance Officer in accordance with the timelines specified under the applicable regulations.

Thanking You,

For Abans Finance Private Limited

Mahesh Kumar Cheruvedu
Director & CEO
DIN: 09499122

Abans Finance Pvt. Ltd.

Annexure A

STATEMENT UNDER REGULATION 64C(3)(f) & 64C(3)(k) OF SEBI (LODR) REGULATIONS, 2015

The Board of Directors of Abans Finance Private Limited (the “Company”) hereby confirms that all material information required to be disclosed under the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) has been disclosed to the stock exchange i.e. BSE Limited, where the Company’s Non-Convertible Debentures (“NCDs”) have been listed.

Furthermore, we hereby certify that:

- a) The Company is in compliance with all applicable provisions of the Securities laws, and
- b) In our opinion, the delisting of the Company’s listed NCDs from BSE Limited is in the best interests of the holders of such NCDs for the following reasons:
 1. Simplification of the Company’s capital-market structure will free up management bandwidth and reduce administrative burden, thereby strengthening the Company’s debt-servicing capacity.
 2. The cost and complexity of complying with multiple SEBI and Stock exchange regulations for listed debt instruments can be disproportionate to the resulting benefits, especially for smaller entities.
 3. With fewer regulatory requirements, the company can focus on maintaining strong relationships with its debt investors through direct and effective engagement.
 4. Delisting reduces stringent obligations, which may help the company operate more strategically without compromising sensitive financial or operational plans.

For and on Behalf of the Board of Directors of Abans Finance Private Limited,

Mr. Mahesh Cheruveedu
Director & CEO
DIN- 09499122

Abans Finance Pvt. Ltd.

Ref No: BTL/DT/25-26/29999

Date: March 30, 2026

To,
Abans Finance Private Limited (“Issuer”)
36, 37, 38A, 3rd Floor, Nariman Bhavan,
227, Backbay Reclamation,
Nariman Point, Mumbai – 400021

Subject: Statement from the debenture trustee for adequacy of Security cover as on December 31, 2025 pursuant to regulation 64C of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 (“SEBI LODR Regulations”).

Dear Sir/Madam,

We refer to your email dated March 30, 2026, requesting a statement from the Debenture Trustee regarding the adequacy of security cover, as mandated under Regulation 64C of the SEBI (LODR) Regulations, to be disclosed on the Issuer’s website in connection with the proposed delisting of Non-Convertible Debentures (NCDs), for which Beacon Trusteeship Limited is acting as the Debenture Trustee. The details of the NCDs are provided in **Annexure I** below.

In this regard, we hereby confirm that the Issuer has maintained adequate security cover as on December 31, 2025, based on the security cover certificate dated March 16, 2026, issued by PVK & Company, attached as **Annexure II** for your reference.

Yours faithfully,

For and on behalf of
Beacon Trusteeship Limited,



Ritobrata Mitra
Vice President

Place: Mumbai



BEACON TRUSTEESHIP LIMITED

Registered Office & Corporate Office : 5W, 5th Floor, The Metropolitan, E-Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051

Phone : +91 95554 49955 Email : contact@beacontrustee.co.in

Website : www.beacontrustee.co.in CIN : L74999MH2015PLC271288

Mumbai | Bengaluru | Ahmedabad | Pune | Kolkata | Chandigarh | Shimla (HP) | Patna | Delhi | Jaipur | Chennai | GIFT IFSC | Bhopal | Indore | Kochi | Nagpur | Bhubaneswar | Thiruvananthapuram | Lucknow | Hyderabad

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Annexure I

Sr No.	ISIN	Security Description	Qty	Date of Maturity
1.	INE00ZD07637	Nifty 50 Index- Linked, Secured, Rated, Listed, Redeemable, Principal- Protected, Market Linked Non- Convertible Debentures- Series 33	20	May 29, 2026



P V K & Co.

Chartered Accountants

Date: 16/03/2026

To,

Beacon Trusteeship Limited

5W, 5th Floor, The Metropolitan,
Bandra Kurla Complex, Bandra (East),
Mumbai, Maharashtra, India, 400051

Sub: Certificate for security cover ratio

As per the records and documents made available to us by Abans Finance Private Limited ('AFPL') having PAN AADCS7186D and CIN U51219MH1995PTC231627, has allotted 25 no. of Secured, Listed, Non-Convertible Debentures (NCDs) of Rs.10 Lakh each aggregating to Rs. 2.50 Crores and 371 no. of Secured, Unlisted, Non-Convertible Debentures (NCDs) of Rs.1 Lakh each aggregating to Rs. 3.71 Crores and out of which Secured Redeemable, Non-Convertible Debentures aggregating to Rs. 6.21 Crores and accrued interest of Rs. 3.32 Crores are outstanding based on the unaudited financial statements for the year ended 31 December 2025.

Accordingly, we hereby certify that the security cover ratio is **20.98** ('Refer **Annexure I**') based on the unaudited financials, workings & confirmations received from of Abans Finance Private Limited as on 31 December 2025.

P V K & Co.

Chartered Accountants

***Note 1 to Annexure I:**

Attention is drawn to the fact that the management of Abans Finance Private Limited ("the company") have not ascertained the market values for the asset offered as security as on 31 December 2025. However, the management of the company has given a justification stating that the market values are not ascertainable and hence the carrying value/book value are provided for the assets offered as security.

For P V K & Co.

Chartered Accountants

Firm Registration Number: 139505W

UDIN: 26143422SSJJME1017

VINAY
KUMAR
LUHARUKA

Digitally signed by VINAY KUMAR
LUHARUKA
DN: c=IN, o=Personal,
pseudonym=6po728fk159cw3ibh0nzrlyx
j4atsveq,
2.5.4.20=3fc9646709ef8c0ed959204d3e7
ee2c9322745aba95e1a7e378dae00dede
baa, postalCode=400709,
st=Maharashtra,
serialNumber=ab0f0333354b8d84c88f4f
94267e4c7e1cb3dae0444e250a6cf54aa6
17a32797, cn=VINAY KUMAR LUHARUKA
Date: 2026.03.16 17:05:09 +05'30'

Vinay Luharuka

Partner

Membership no. 143422

Date: 16 March 2026

Place: Navi Mumbai

Annexure I:

a) Revised Format for Security Cover Certificate

Rs. In crores

Column A	Column B	Column C ¹	Column D ²	Column E ³	Column F ⁴	Column G ⁵	Column H ⁶	Column I ⁷	Column J	Column K	Column L	Column M	Column N	Column O	
Particulars	Description of asset for which this certificate relate	Exclusive Charge	Exclusive Charge	Pari-Passu Charge	Pari-Passu Charge	Pari-Passu Charge	Assets not offered as Security	Elimination (amount in negative)	(Total C to H)	Related to only those items covered by this certificate					Total Value=(K+L+M+N)
		Debt for which this certificate being issued	Other Secured Debt	Debt for which this certificate being issued	Assets shared by pari passu debt holder (includes debt for which this certificate is issued & other debt with pari-passu charge)	Other assets on which there is pari-passu charge (excluding items covered in column F)		debt amount considered more than once (due to exclusive plus pari passu charge)		Market Value for Assets charged on Exclusive basis	Carrying /book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRs market value is not applicable)	Market Value for Pari passu charge Assets ⁸	Carrying value/book value for pari passu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRs market value is not applicable)		
		Book Value	Book Value	Yes/ No	Book Value	Book Value								Relating to Column F	
ASSETS															
Property, Plant and Equipment		-	-	No	-	-	13.08	-	13.08	-	-	-	-	-	
Capital Work-in-Progress		-	-	-	-	-	-	-	-	-	-	-	-	-	
Right of Use Assets		-	-	-	-	-	-	-	-	-	-	-	-	-	
Goodwill		-	-	-	-	-	-	-	-	-	-	-	-	-	
Intangible Assets		-	-	-	-	-	-	-	-	-	-	-	-	-	
Intangible Assets under Development		-	-	-	-	-	0.08	-	0.08	-	-	-	-	-	
Investments	Government securities	-	673.14	No	-	-	22.95	-	696.08	-	-	-	-	-	
Loans	Receivables from financing activities	-	-	Yes	200.00	-	73.89	-	273.89	-	-	-	200.00 (refer note 1)	200.00	
Inventories		-	-	-	-	-	-	-	-	-	-	-	-	-	
Trade Receivables		-	-	No	-	-	-	-	-	-	-	-	-	-	
Cash and Cash Equivalents		-	-	No	-	-	29.38	-	29.38	-	-	-	-	-	
Bank Balances other than Cash and Cash Equivalents	Bank Deposits	-	5.70	No	-	-	-	-	5.70	-	-	-	-	-	
Others		-	-	No	-	-	17.31	-	17.31	-	-	-	-	-	
Total		-	678.84		200.00	-	156.69	-	1,035.53	-	-	-	200.00	200.00	
LIABILITIES															
Debt securities to which this certificate pertains	Redeemable Listed non-convertible debentures(including interest)	-	-	Yes	3.88	-	-	-	3.88	-	-	-	3.88	3.88	
Other debt sharing pari-passu charge with above debt	Redeemable Unlisted non-convertible debentures(including interest)	-	-	-	5.66	-	-	-	5.66	-	-	-	5.66	5.66	
Other Debt															
Subordinated debt															
Borrowings			639.96						639.96						
Bank															
Debt Securities															
Others															
Trade payables															
Lease Liabilities															
Provisions															
Others															
Total		-	639.96		9.53	-	-	-	649.49	-	-	-	9.53	9.53	
Cover on Book Value		-	1.06		20.98										
Cover on Market Values													20.98	20.98	
		Exclusive Security Cover Ratio	-		Pari-Passu Security Cover Ratio	20.98									

Notes :

1. 'Column F' of the annexure classifies loans (receivables from financing activities) under assets, amounting to Rs. 200.00 crores, which reflects the charge shared by the pari passu debt holder. However, per the Index of Charges on the Ministry of Corporate Affairs (MCA) portal, the corresponding loan charge was amended on 3 February 2025, and is currently recorded as Rs. 199.90 crores.

b) ISIN wise Details

Sr. No.	ISIN	Facility	Listed/unlisted	Type of Charge	Sanctioned Amount (Rs. in crores)	Outstanding Amount (including interest) as on 31-12-2025 (Rs. In crores)	Cover Required (in times)	Security Required (Rs. in crores)
1	INE00ZD07694	Private Placement	Unlisted	pari-passu charge	2.25	3.43	1.00	3.43
2	INE00ZD07694	Private Placement	Unlisted	pari-passu charge	0.20	0.31	1.00	0.31
3	INE00ZD07694	Private Placement	Unlisted	pari-passu charge	0.05	0.08	1.00	0.08
4	INE00ZD07827	Private Placement	Unlisted	pari-passu charge	0.87	1.33	1.00	1.33
5	INE00ZD07827	Private Placement	Unlisted	pari-passu charge	0.32	0.49	1.00	0.49
6	INE00ZD07827	Private Placement	Unlisted	pari-passu charge	0.02	0.03	1.00	0.03
7	INE00ZD07603	Private Placement	Listed	pari-passu charge	0.50	0.83	1.00	0.83
8	INE00ZD07637	Private Placement	Listed	pari-passu charge	2.00	3.05	1.00	3.05
Total					6.21	9.53		9.53

Annexure C**UNDERTAKING BY THE ISSUER**

(Pursuant to Regulations 64C(3)(h) and 64C(3)(j) of the SEBI (LODR) Regulations, 2015)

In connection with the proposed voluntary delisting of the Non-Convertible Debt Securities (NCDs) of Abans Finance Private Limited from BSE Limited, the Company hereby undertakes the following:

1. No Incentive Paid or Proposed

That the Company has not paid and shall not pay, any incentive to any investor or holder of the NCDs, either directly or indirectly, in connection with the proposed delisting under Chapter. VIA of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”).

2. No Discriminatory Arrangement Entered or Proposed

That the Company has not entered into, or shall not enter into, any agreement, side letter, or informal understanding with any investor or person referred to in Regulation 64C(3)(i), which may lead to discrimination, preferential treatment or unequal terms among the investors or holders of the NCDs.

These declarations are true to the best of the Company’s knowledge and belief and are issued to comply with the applicable provisions under the SEBI (LODR) Regulations.

For and on Behalf of the Board of Directors of Abans Finance Private Limited

Mahesh Kumar Cheruvedu
Director & CEO
DIN- 09499122

Abans Finance Pvt. Ltd.

DCS/COMP/RM/IP/02/25-26

March 27, 2026

The Company Secretary
Abans Finance Private Limited
36,37,38A, 3rd Floor, Nariman Bhavan
227, Backbay Reclamation, Nariman Point
Mumbai-400021

Dear Sir/Madam,

Re: In Principle Approval for Voluntary Delisting for Rated, Listed, Secured, Redeemable, Non-Convertible Debentures of face value Rs.10 Lakh for ISIN: INE00ZD07637; Scrip code: 974454 from the Stock Exchange.

We acknowledge the receipt of your application dated February 12, 2026 and final submission made vide its mail dated March 17, 2026, seeking In-Principle approval for voluntary Delisting for Rated, Listed, Secured, Redeemable, Non-Convertible Debentures listed with the Exchange, in terms of Chapter VIA of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Exchange will give effect to the aforesaid Voluntary Delisting of Non-Convertible securities subject to the Company fulfilling the following conditions/submissions:

1. Submission of the Final application along with all the document as per the checklist of the Exchange for Voluntary Delisting to the Stock Exchange within five working days from the date of obtaining requisite approval from holders of Non-Convertible securities.
2. Certified true copy of the In-principle approval received from National Stock Exchange (if applicable);
3. Approval of the Debentures Holder(s);
4. Resolution of all investors grievances.
5. Payment of all Listing fees or Fines or penalties levied by the Stock Exchange;
6. No pendency of any litigation or action pertaining to its activities in Security Market and/or any non-payment of penalty imposed or the existence of any restrictions or limitations imposed by the Board;
7. Compliance with the applications provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Laws/Regulations as on date;
8. Any approval from Regulatory authority w.r.t. delisting of NCDs (if applicable);and

9. Compliance with change in the guidelines, regulations, directions of the Exchange or any statutory authorities, documentary requirements from time to time

The Exchange reserves its right to withdraw its In-principle approval at any later stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/ Regulations issued by the statutory authorities etc.

This In-principle approval is valid for a period of 6 months from the date of issue of this letter.

Yours faithfully,



Nitinkumar Pujari
Assistant Vice President



Akshay Arolkar
Manager