

ANNUAL REPORT

2013

OF

A F ENTERPRISES LIMITED

A F ENTERPRISES LIMITED

Regd Off: 123, Ground Floor (Back Portion), Vinoba Puri, Lajpat Nagar, New Delhi-110024

NOTICE

Notice is hereby given that the ANNUAL GENERAL MEETING of the Members of A F Enterprises Limited will be held on Monday, 30th day of September, 2013 at 11:00 A.M. at the Registered Office of the Company to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2013 and Profit and Loss Account for the year ended on that date together with the Reports of the Auditors' and Directors' (along with the Compliance Certificate) thereon.
2. To appoint a director in place of Mr. Rakesh Vashist, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting and to authorize the Board to fix their remuneration.

Special Business:

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"Resolved that Mr. Navneet Mangal, who was appointed as an Additional Director of the Company to hold office till the date of the Annual General Meeting, be and is hereby appointed as an ordinary Director of the Company, whose office shall be liable for determination through retirement by rotation."

Date: 05th September, 2013
Place: Delhi

For and on Behalf of the Board
For **A F Enterprises Ltd**

NAVNEET MANSAL

Chairman

NOTES:

- A. APPOINTMENT OF PROXY:** A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.
- B. Corporate Members:** Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
- C. Members/ Proxies** attending the meeting are requested to bring their copy of Annual Report to the Meeting.
- D. Queries at the AGM:** Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.
- E. Members** are requested to notify any change in their address/ mandate/ bank details immediately to the Company.
- F. Book Closure:** The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 23rd September, 2013 to Monday, 30th September, 2013 (both days inclusive).
- G. Inspection of Documents:** Documents referred to in the Annual General Meeting Notice are open for inspection at the registered office of the Company at all working days except Saturdays between 11 A.M. and 2 P.M. up to the date of Annual General Meeting.
- H. Explanatory Statement:** Explanatory Statement as required under section 173(2) of the Companies Act, 1956, in respect of Special Business under item no. 4 is enclosed herewith.

Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956

Item No. 4 :

Mr. Navneet Mangal was appointed on the Board of Directors of the Company as Additional Director to hold office until the date of ensuing annual general meeting.

Your Board is proposing to appoint him as ordinary director of the Company in the ensuing Annual General Meeting. The Company has received notice in writing along with the requisite deposit under Section 257 of the Companies Act, 1956 proposing the candidature of Mr. Navneet Mangal as Director of the Company.

The Directors recommend and place before you the proposed resolutions for your consideration and approval.

None of the Directors is concerned or interested in proposed resolutions except Mr. Navneet Mangal is deemed to be concerned and interested in the resolution at item No. 4 for appointment of Mr. Navneet Mangal as director of the Company.

For and on Behalf of the Board
For **A F Enterprises Ltd**

NAVNEET MANGAL

Date: 05th September, 2013
Place: Delhi

Chairman

A F ENTERPRISES LIMITED

Regd Off: 123, Ground Floor (Back Portion), Vinoba Puri, Lajpat Nagar, New Delhi-110024

DIRECTORS' REPORT

Dear Members

Your Directors present the Annual Report of your Company together with the Audited Annual Accounts for the financial year ended 31st March, 2013.

Financial Highlights

Particulars	Financial Year ended (in rupees)	
	31 st March, 2013	31 st March, 2012
Total Income	10,90,400	9,00,500
Total Expenditure	9,52,992	7,16,893
Profit/ (Loss) before tax	1,37,408	1,83,607
Profit/ (Loss) after tax	1,11,225	1,48,621
Paid-up Share Capital	24,00,000	24,00,000
Reserves and Surplus	(1,18,68,013)	(1,19,79,238)

Year in Retrospect

During the year under review total Income of the Company was Rs. 10.90 lakhs as against Rs. 9.00 lakhs in the previous year. The Company made a profit after tax of Rs. 1.11 lakhs as against a profit after tax of Rs. 1.48 lakhs in the previous year. Your Directors are putting in their best efforts to improve the performance of the Company.

Material changes and commitments affecting the financial position of the Company after the close of financial year

Save as mentioned else where in this Report, no material changes and commitments affecting the financial position of the Company has occurred between the end of the financial year of the Company- 31st March, 2013 till the date of this report except the following:

Dividend

In view of marginal profits made by the Company, your Directors regret their inability to recommend any dividend.

Public Deposits

During the year under report, your Company did not accept any deposits from the public in terms of the provisions of section 58A of the Companies Act, 1956.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

- Conservation of Energy & Technology Absorption:** Since the Company is not engaged in any manufacturing activity, issues relating to conservation of energy and technology absorption are not quite relevant to its functioning.

- b. **Export Activities:** There was no export activity in the Company during the year under review. The Company has no immediate plans for export in the near future as well.
- c. **Foreign Exchange Earnings and Outgo:** There was no Foreign Exchange earnings and outgo during the year under review.

Particulars of Employees

During the financial year under review, none of the Company's employees was in receipt of remuneration as prescribed under section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, and hence no particulars are required to be disclosed in this Report.

Directors

After the last Annual General Meeting Mr. Kulbhushan Parashar appointed as additional directors of the company w.e.f. 20/03/2013 and Mr. Paras Ram Goyle ceased to be director w.e.f. 20/03/2013. Mr. Navneet Mangal and Mr. Ankit Goyal appointed as additional directors of the Company with effect from 22/07/2013. Mr. Kulbhushan Parashar and Mr. Avnish Kumar Srivastav resigned from the directorship w.e.f. 22/07/2013.

Additional director namely Mr. Navneet Mangal, hold office until the date of the ensuing Annual General Meeting. His appointment as ordinary Director of the Company is placed before the Members for consideration. The Board recommends resolutions for adoption by the members.

Auditors

M/s V.N. Purohit & Co., Chartered Accountants, Statutory Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. A certificate under section 224(1) of the Companies Act, 1956 regarding their eligibility for the proposed re-appointment has been obtained from them. Your Directors recommend their re-appointment.

Auditors' Report

Comments made by the Statutory Auditors in the Auditors' Report are self-explanatory and do not require any further clarification.

Secretarial Compliance Certificate

In terms of the provisions of section 383A of the Companies Act, 1956 read with the Companies (Compliance Certificate) Rules, 2001, the Company has obtained the necessary Compliance Certificate from M/s Lalit Chawla & Associates, Company Secretaries, Delhi. The Compliance Certificate is annexed herewith and forms part of this Report. Comments made in the Compliance Certificate are self-explanatory and do not require any further clarification.

Directors' Responsibility Statement

In terms of the provisions of section 217(2AA) of the Companies Act, 1956, and to the best of their knowledge and belief and according to the information and explanations obtained by them and save as mentioned elsewhere in this Report, the attached Annual Accounts and the Auditors' Report thereon, your Directors confirm that:

- a. in preparation of the annual accounts, the applicable accounting standards have been followed;
- b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true