

A F ENTERPRISES LIMITED
CIN: L65993DL1983PLC016354
ANNUAL REPORT-2014-15

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Schedule of Annual General Meeting

32nd Annual General Meeting	
DATE	30th September, 2015
DAY	Wednesday
TIME	11:30 A.M
PLACE	DSM334, DLF Towers, Shivaji Marg, New Delhi-110015
BOOK CLOSURE	23rd September 2015 to 30th September 2015 (both days inclusive)

Thirty Second Annual Report 2014 - 2015

BOARD OF DIRECTORS

Mrs. Charu Aggarwal
(Chairman & Director)

Mr. Rahul Yadav
(Independent Director)

Mr. Santosh Kumar
(Whole Time Director)

Mr. Abhishek Singh
(Independent Director)

Mr. Anil Kumar Jalan
(Director)

STATUTORY AUDITORS

M/s VN Purohit & Co
(Chartered Accountants)

SECRETARIAL AUDITOR

Mrs. Rachna Bhasin
Practicing Company Secretaries

REGISTERED OFFICE: 241, 2nd Floor, RG Mall, Opposite Plot No.39,
Sector-9, Rohini, Delhi-110085

REGISTRAR TRANSFER AGENTS: M/s Skyline Financial Services Pvt Ltd.
D-153/A, Okhla Industrial Area, Phase-I,
New Delhi- 110 020.

COMMITTEES OF BOARD OF DIRECTORS

AUDIT COMMITTEE

MS. CHARU AGGARWAL

(Chairman & Director)

MR. RAHUL YADAV

(Independent Director)

MR. ABHISHEK SINGH

(Independent Director)

NOMINATION AND REMUNERATION COMMITTEE

MS. CHARU AGGARWAL

(Chairman & Director)

MR. RAHUL YADAV

(Independent Director)

MR. ABHISHEK SINGH

(Independent Director)

STAKEHOLDERS RELATIONSHIP COMMITTEE

MS. CHARU AGGARWAL

(Chairman & Director)

MR. RAHUL YADAV

(Independent Director)

MR. ABHISHEK SINGH

(Independent Director)

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the Members of A F Enterprises Limited will be held on Wednesday, 30th day of September, 2015 at 11:30 A.M. at the DSM334, DLF Towers, Shivaji Marg, New Delhi-110015 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2015 and Profit and Loss Account for the year ended on that date together with the Reports of the Auditors' and Directors' thereon.
2. To appoint a director in place of Mrs. Charu Aggarwal, who retires by rotation.

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

“RESOLVED THAT Smt. Charu Aggarwal (DIN- 06632839), Director of the Company, who retires by rotation and being eligible has offered herself for re-appointment, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

3. To appoint M/s VN Purohit & Co. as 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 THE APPOINTMENT OF MR. SANTOSH KUMAR AS A WHOLE TIME DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 196 & 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and such other approvals / consents as may be required, the consent of the members of the company be and is hereby accorded to the appointment of Mr. Santosh Kumar , as Whole Director

of the Company for a period of 5 years with effect from 01/07/2015 to 30/06/2020 on the terms and conditions as specified in the Explanatory Statement annexed to this Notice, with liberty and power to the Board of Directors (hereinafter referred to as 'the Board'), in the exercise of its discretion, to alter and vary from time to time the terms and conditions of the said appointment and remuneration subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5: TO CONSIDER THE APPOINTMENT OF MR. ABHISHEK SINGH AS A INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Listing Guidelines, Mr. Abhishek Singh (DIN No. 03603706, who was appointed as an Additional Director of the Company by Board of Directors in the Board Meeting held on 4th September 2015 in terms of Section 161 of the Companies Act, 2013 and being fit for appointment as an Independent Director under the provisions of Companies Act, 2013 and is consented to become Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years till respective Annual General Meeting up to March 31, 2020."

6: TO CONSIDER THE APPOINTMENT OF MR. ANIL KUMAR JALAN AS A DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Listing Guidelines, Mr. Anil Kumar Jalan (DIN : 06715067), who was appointed as an Additional Director of the Company by Board of Directors in the Board Meeting held on 4th September 2015 in terms

of Section 161 of the Companies Act, 2013 and being fit for appointment as an Director under the provisions of Companies Act, 2013.”

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

Sd/-

Charu Aggarwal
(Chairman)

DIN: 06632839

Address: A-219 Hanuman Mandir,
Netaji Marg Kewal Park,
Delhi, 110033.

Date: 4th September, 2015

Place: New Delhi

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 share transfer Agent of the Company- M/s Skyline Financial Services Pvt Ltd.,D-153/A, Okhla Industrial Area, Phase-I, New Delhi-110 020.
- F. Book Closure:** The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 23rd September, 2015 to Wednesday, 30th September, 2015 (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 102(1) of the Companies Act, 2013, relating to the special businesses to be transacted at the meeting is annexed hereto.

I. Voting through electronic means

1. Pursuant to Sec 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company will provide e-voting facility to the members. All business to be transacted at Annual General Meeting can be transacted through the electronic voting system.
2. The shareholders shall have one vote per equity share held by them. The facility of e- voting would be provided once for every folio/ client id irrespective of the number of joint holders.
3. The Company has appointed Mr. Vikas Kumar Verma, practicing Company Secretary, as the scrutinizer for conducting the e-voting process in the fair and transparent manner.
4. The scrutinizer will submit his final report to the Chairman within three working days after the conclusion of e-voting period.
5. The results shall be declared on the date of AGM of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website and on the website of NSDL.

Instructions of Voting through electronic mode

- i. The Notice of the annual general meeting of the Company inter alia indicating the process and manner of e-Voting process alongwith printed Attendance Slip and Proxy Form will be sent to the members, whose names appear in the register of members/depositories as at closing hours of business, on 21st September, 2015.
- ii. NSDL shall also be sending the User-ID and Password, to those members whose shareholding is in the dematerialized format and whose e- mail addresses are registered with the Company/ Depository Participant(s). For members who have not registered their email address can use the details as provided.
- iii. Launch internet browser by typing the following URL <https://www.evoting.nsdl.com/>.
- iv. Click on Shareholder- Login.
- v. Put user ID and password as initial password noted in step (i) above. Click Login

- vi. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share password with any other person and take utmost care to keep your password confidential.
 - vii. Home page of e-voting opens. Click on e- voting: Active Voting Cycles.
 - viii. Select “EVEN” of A. F. Enterprises Limited.
 - ix. Now you are ready for e-voting as Cast Vote page opens.
 - x. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - xi. Upon confirmation, the message “Vote caste successfully” will be displayed.
 - xii. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xiii. 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. together with attested specimen signature of the duly authorized signator(ies) who are authorized to vote, to the Scrutinizer through e- mail vikasverma@vvanda.com with a copy marked to evoting@nsdl.co.in.
 - xiv. 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 Downloads section of www.evoting.nsdl.com.
 - xv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
 - xvi. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
6. The e-voting period commences on 9.00 a.m., Saturday, 26th September, 2015 and ends on 5.00 p.m., Tuesday, 29th September, 2015. During the period shareholders of the company, holding shares either in physical form or in dematerialized form as on the cutoff date of 21st September, 2015, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for