

A F ENTERPRISES LIMITED 36th ANNUAL REPORT F.Y.2018- 2019

“The Future belongs to the competent Get Good, Get Better, Be the Best” - Brian Tracy



INDEX

<u>S.no.</u>	<u>Particulars</u>
1.	Corporate Information
2.	Notice of AGM
3.	Board's Report
4.	MGT-9
5.	Secretarial Audit Report
6.	AOC-1
7.	AOC-2
8.	Particulars Of Employees
9.	Management Discussion And Analysis Report
10.	Independent Auditor Report for Standalone Financial Statements for F.Y 2018-2019
11.	Standalone Financial Statements for F.Y 2018-2019
12.	MGT-11 (Proxy Form)
13.	Attendance Slip & Route Map

SCHEDULE OF 36TH ANNUAL GENERAL MEETING

DATE	30 th September, 2019
DAY	Monday
TIME	9.00 A.M.
PLACE	Crown Plaza, Plot No. 1 Community Centre, Pocket A, Okhla Phase I, Okhla Industrial Area, New Delhi-110020
BOOK CLOSURE DATE	23 rd September, 2019 - 29 th September, 2019 (both days inclusive)

COMPANY INFORMATION

BOARD OF DIRECTORS & KMP AS ON DATE OF THIS REPORT

MR. ABHISHEK SINGH	(WHOLE TIME DIRECTOR & CHIEF FINANCIAL OFFICER)
MR. SANTOSH KUMAR KUSHAWAHA	(NON EXECUTIVE DIRECTOR)
MR. PRERNA SETHI	(INDEPENDENT DIRECTOR/CHAIRPERSON)
MR. SUSHIL SINGH	(INDEPENDENT DIRECTOR)

STATUTORY AUDITORS
M/S V.N PUROHIT & CO
(CHARTERED ACCOUNTANTS)

SECRETARIAL AUDITORS
M/S RENU KATHURIA & ASSOCIATES
(COMPANY SECRETARIES)

INTERNAL AUDITORS
M/S KHURANA SMITA & CO.
(CHARTERED ACCOUNTANTS)

REGISTRAR & TRANSFER AGENT
SKYLINE FINANCIAL SERVICES PVT LTD
D-153 A, First Floor, Okhla Industrial Area
Phase - I New Delhi-110020

BANKER
AXIS BANK LTD.
B-24, Moti Nagar, New
Delhi-110015

REGISTERED OFFICE OF THE COMPANY

**DSM-334, DLF TOWERS, SHIVAJI MARG, NEW MOTI NAGAR, DELHI-
110015**

FACTORY CUM CORPORATE OFFICE:
PLOT NO. 8, SECTOR-5, MATHURA ROAD, BALLABGARH,
FARIDABAD-, HARYANA, 121006

COMMETTEE OF BOARD OF DIRECTORS AS ON DATE

AUDIT COMMITTEE

Mr. Sushil Singh	Independent Director, Chairman
Mr. Abhishek Singh	Executive Director, Member
Ms. Prerna Sethi	Independent Director, Member

NOMINATION AND REMUNERATION COMMITTEE

Ms. Prerna Sethi	Independent Director, Chairperson
Mr. Sushil Singh	Independent Director, Member
Mr. Santosh Kumar Kushawaha	Non Executive Director, Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Ms. Prerna Sethi	Independent Director, Chairperson
Mr. Sushil Singh	Independent Director, Member
Ms. Santosh Kumar Kushawaha	Non Executive Director, Member

Date: 03rd September, 2019

Dear Member,

You are cordially invited to attend the 36th Annual General Meeting of the members of
AF Enterprises Limited ('the Company') to be held on Monday, 30th September, 2019 at 9:00

A.M. at Crown Plaza, Plot No. 1 Community Centre, Pocket A, Okhla Phase I, OKhla Industrial Area, New Delhi-
110020

The notice of the meeting, containing the business to be transacted, is enclosed herewith. As per section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2015, as amended by the Companies (Management and Administration) Amendment Rules, 2016 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e- voting are enclosed.

Thanking You,

For and on behalf of

AF ENTERPRISES LIMITED

SD/-

ABHISHEK SINGH

WHOLE- TIME DIRECTOR

A F ENTERPRISES LIMITED

Regd. Office: DSM- 334, DLF TOWER, SHIVAJI MARG, DELHI- 110015;
Corporate office cum Factor: Plot No. 8, Sector-5, Mathura Road, Ballabgarh,
Faridabad-, Haryana, 121006
CIN: L18100DL1983PLC016354
Website: www.afenterprisesltd.com
E-mail Id: info.afenterprises@gmail.com **Ph:** 011-45084850

NOTICE OF 36TH ANNUAL GENERAL MEETING

NOTICE is hereby given that Thirty Sixth Annual General Meeting (36th AGM) of the members of A F Enterprises Limited will be held on Monday, 30th Day of September, 2019 at 09.00 A.M. at Crown Plaza, Plot No. 1 Community Centre, Pocket A, Okhla Phase I, OKhla Industrial Area, New Delhi-110020, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as on 31st March, 2019 and the Profit and Loss Account for the year ended as on that date together with the reports of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. To appoint Mr. Santosh Kumar Kushawaha (DIN: 02994228) as Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Mr. Santosh Kumar Kushawaha (DIN: 02994228) who was co-opted as an Additional Director on the board of the company with effect from 30th May, 2019 and who ceases to hold the office at this Annual General Meeting and in respect of whom a notice under section 160 of the Companies Act, 2013 has been received from a member along with requisite deposit proposing his candidature for the office of a Director on the Board of the Company, be and is hereby appointed as a director on the Board, liable to retire by rotation”.

3. To appoint Mr. Sushil Singh (DIN: 02926950) as an Independent Director and in this regard 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 160, 149, 152 and all other applicable provisions and Schedule IV to the Companies Act, 2013, the Companies (Appointment the Companies (Appointment and Qualifications of Directors) Rules, 2014, as may be amended, from time to time and the Listing Agreement, Mr. Sushil Singh (DIN: 02926950), who was appointed as Director with effect from 30th May, 2019 be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years w.e.f. 30th May, 2019.”

4. To appoint Ms. Prerna Sethi (DIN: 01228934) as an Independent Director and in this regard 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 160, 149, 152 and all other applicable provisions and

Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, as may be amended, from time to time and the Listing Agreement, Ms. Prerna Sethi (DIN: 01228934), who was appointed as Director with effect from 14th August, 2019 be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years w.e.f. 14th August, 2019.”

**For and on behalf of Board of Directors of
AF ENTERPRISES LIMITED**

SD/-

ABHISHEK SINGH

WHOLE- TIME DIRECTOR

DIN: 03603706

**ADDRESS: 3RD FLOOR, G1/244, INDRA ENCLAVE, SEC 21 D,
ST LUKE HIGH SCHOOL FARIDABAD 121001**

Date: 03rd September, 2019

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 Monday, 23rd September, 2019 to Sunday, 29th September, 2019 (both days inclusive).
- G. **Inspection of Documents:** Documents referred to in the Annual General Meeting Notice is 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, and Regulation 44 of SEBI (LODR), 2015 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 Mrs. Renu Kathuria, 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 within three days of the AGM of the Company. The results declared along with 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 along with 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 31st August, 2019.
- 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 “EVSN” 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 signatories who are authorized to vote, to the Scrutinizer through e- mail kathuria.renu23@gmail.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 27th September, 2019 at 9.00 A.M. to 29th September, 2019 at 5.00 P.M.. During the period shareholders of the company, holding shares either in physical form or in dematerialized form as on the cutoff date of 23rd September, 2019, may cast their vote electronically.

The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

7. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, 23rd September, 2019.
8. Since the company is required to provide members facility to exercise their right to vote by electronic means, Shareholders of the Company holding shares either in physical form or in dematerialized form, as on cut- off date of 23rd September, 2019 and not casting their vote electronically, may only cast their vote at the General meeting.