

A F ENTERPRISES LIMITED 37th ANNUAL REPORT F.Y. 2019- 2020

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



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SCHEDULE OF 37TH ANNUAL GENERAL MEETING

DATE	30 th September, 2020
DAY	Wednesday
TIME	10.00 A.M.
PLACE	through Video Conferencing / Other Audio Video Means (VC/ OAVM) facility
BOOK CLOSURE DATE	24 th September, 2020 - 30 th September, 2020 (both days inclusive)



COMPANY INFORMATION

BOARD OF DIRECTORS & KMP AS ON 31st March, 2020

MR. ABHISHEK SINGH (WHOLE TIME DIRECTOR & CHIEF FINANCIAL OFFICER)

MR. SANTOSH KUMAR KUSHAWAHA (NON EXECUTIVE DIRECTOR)

MR. PRERNA SETHI (INDEPENDENT DIRECTOR/CHAIRPERSON)

MR. TINKU KATHURIA (INDEPENDENT DIRECTOR)

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

SECRETARIAL AUDITORS
M/S SANDEEP JOSHI & ASSOCIATES
(COMPANY SECRETARIES)

INTERNAL AUDITORS
CA ANIL KUMAR, PARTNER
M/S AKNS & COMPANY
(CHARTERED ACCOUNTANTS)

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

BANKER
KOTAK MAHINDRA BANK LTD.

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. TINKU KATHURIA	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. Tinku Kahturia	Independent Director, Member
Mr. Santosh Kumar Kushawaha	Non Executive Director, Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Ms. Prerna Sethi	Independent Director, Chairperson
Mr. Tinku Kathuria	Independent Director, Member
Mr. Santosh Kumar Kushawaha	Non Executive Director, Member

Date: 03rd September, 2020

Dear Member,

You are cordially invited to attend the 37th Annual General Meeting of the members of AF Enterprises Limited ('the Company') to be held on Wednesday, 30th September, 2020 at 10:00 through Video Conferencing / Other Audio Video Means (VC/ OAVM) facility

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



AF ENTERPRISES LIMITED

A F ENTERPRISES LIMITED

Regd. Office: DSM- 334, DLF TOWER, SHIVAJI MARG, DELHI- 110015;

Corporate office cum Factory: 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 37TH ANNUAL GENERAL MEETING

NOTICE is hereby given that Thirty-Seven Annual General Meeting (37th AGM) of the members of A F Enterprises Limited will be held on Wednesday, 30th Day of September, 2020 at 10.00 A.M. through through Video Conferencing / Other Audio Video Means (VC/ OAVM), to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Balance Sheet of the Company as on 31st March, 2020 and the Profit and Loss Account for the year ended as on that date together with the reports of Directors and Auditors thereon.**
- 2. To appoint a Director in place of Mr. Santosh Kumar Kushawaha (DIN: [02994228](#)), a Non-Executive & Non Independent Director, who retires by rotation at this AGM and being eligible, offers himself for re-appointment**

SPECIAL BUSINESS:

- 3. To appoint Ms. Shagun Ajmani (DIN: 08828322) 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 Ms. Shagun Ajmani (DIN: 08828322) who was co-opted as an Additional Director on the board of the company with effect from 03rd September, 2020 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”.

- 4. To appoint Mr. Sahil Arora (DIN: 07143414) 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. Sahil Arora (DIN: 07143414) who was co-opted as an Additional Director on the board of the company with effect from 03rd September, 2020 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”.



AF ENTERPRISES LIMITED

5. To appoint Mr. Tinku Kathuria (DIN: [08699650](#)) 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, Mr. Tinku Kathuria (DIN: [08699650](#)), who was appointed as Director with effect from 14th February, 2020 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 February, 2020.”

**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, 2020

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 Thursday, 24th September, 2020 to Wednesday, 30th September, 2020 (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 jointholders.
 3. The Company has appointed Mr. Sandeep Joshi, 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.

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the EGM/AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.afenterprisesltd.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The e-voting period commences on 27/09/2020 and ends 29/09/2020. During this period, Members holding shares either in physical form or in dematerialised form as on Friday, September 23, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below: