

# **A F ENTERPRISES LIMITED**

CIN : L65993DL1983PLC016354

**Date:** 01.10.2015

**To**  
**Department of Corporate Services,**  
**Bombay Stock Exchange,**  
**Ground Floor, PJ Towers,**  
**Dalal Street, Fort, Mumbai-400001.**

**Sub:** Information about Disclosure of e-voting.

**Ref:** Clause 35A of the Listing Agreement.


Dear Sir,

We are enclosing herein the results of e-voting of 32<sup>nd</sup> Annual General Meeting held from 26<sup>th</sup> September to 29<sup>th</sup> September 2015.

You are requested to take the information into your record.

Thanking you.

For A F Enterprises Limited

  
**Santosh Kumar**  
**(Whole-time Director)**



**DIN:** 02994228

**Address:** 17, Pocket-D,  
Dilshad Garden,  
Delhi-110095.

Disclosure in terms of Clause 35A of listing agreement in relation to Annual General Meeting of A F Enterprises Limited held on 30<sup>th</sup> September, 2015.

Date of AGM	30 <sup>th</sup> September, 2015
Total no. of shareholders as on cut-off date	1965
No. of shareholders present in the meeting either in person or through proxy	
Promoter and promoter group	1
Public	166
Total	167
No. of shareholders attended the meeting through video conferencing.	
Promoter group	NIL
Public	NIL
Total	NIL

Details on each items of AGM Notice:

**Agenda item 1- Ordinary Resolution**

Adoption of Annual Accounts of the Company for the year ended 31<sup>st</sup> March, 2015, together with the Reports of the Auditors and Directors thereon.

Promoter	No. of shares	No. of Votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes in against	% Votes in favour on votes polled	% of votes against on votes polled
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**Mode of E-Voting**

Promoter and Promoter Group	8,07,600	8,07,600	100	8,07,600	0	100	0
Public Institutional Buyer	0	0	0	0	0	0	0
Public Others	1,430,262	1,430,262	100	1,430,262	0	100	0
<b>Total(A)</b>	<b>2,237,862</b>	<b>2,237,862</b>	<b>100</b>	<b>2,237,862</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Mode of Voting (POLL)**

Promoter and Promoter Group	0	0	0	0	0	0	0
Public Institutional Buyer	0	0	0	0	0	0	0



Public Others	50,085	50,085	100	50,085	0	100	0
<b>Total(B)</b>	50,085	50,085	100	50,085	0	100	0
<b>Total(A+B)</b>	2,287,947	2,287,947	100	2,287,947	0	100	0

**Agenda item 2- Ordinary Resolution**

Appointment of Mrs. Charu Aggarwal, who retires by rotation .

Promoter	No. of shares	No. of Votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes in against	% Votes in favour on votes polled	% of votes against on votes polled
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**Mode of E-Voting**

Promoter and Promoter Group	8,07,600	8,07,600	100	8,07,600	-	100	-
Public Institutional Buyer	0	0	0	0	0	0	0
Public Others	1,430,301	1,430,301	100	1,430,301	0	100	0
<b>Total(A)</b>	2,237,901	2,237,901	100	2,237,901	0	100	0

**Mode of Voting (POLL)**

Promoter and Promoter Group	0	0	0	0	0	0	0
Public Institutional Buyer	0	0	0	0	0	0	0
Public Others	50,085	50,085	100	50,085	0	100	0
<b>Total(A)</b>	50,085	50,085	100	50,085	0	100	0
<b>Total (A+B)</b>	2,287,986	2,287,986	100	2,287,986	0	100	0

**Agenda item 3- Ordinary Resolution**

Appointment of Statutory Auditor

Promoter	No. of shares	No. of Votes	% of Votes polled on	No. of votes in	No. of votes in	% Votes in favour	% of votes
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		polled	outstanding shares	favour	against	on votes polled	against on votes polled
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**Mode of E-Voting**

Promoter and Promoter Group	8,07,600	8,07,600	100	8,07,600	-	100	-
Public Institutional Buyer	0	0	0	0	0	0	0
Public Others	1,430,262	1,430,262	100	1,430,262	0	100	0
Total(A)	2,237,862	2,237,862	100	2,237,862	0	100	0

**Mode of Voting (POLL)**

Promoter and Promoter Group	0	0	0	0	0	0	0
Public Institutional Buyer	0	0	0	0	0	0	0
Public Others	50,085	50,085	100	50,085	0	100	0
Total(B)	50,085	50,085	100	50,085	0	100	0
Total(A+B)	2,287,947	2,287,947	100	2,287,947	0	100	0

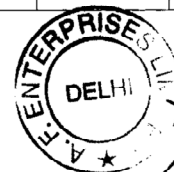
**Agenda item 4- Ordinary Resolution**

To Consider the appointment of Mr. Santosh Kumar as a Whole-Time Director of the Company.

Promoter	No. of shares	No. of Votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes in against	% Votes in favour on votes polled	% of votes against on votes polled
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**Mode of E-Voting**

Promoter and Promoter Group	8,07,600	8,07,600	100	8,07,600	-	100	-
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Public Institutional Buyer	0	0	0	0	0	0	0
Public Others	1,430,262	1,430,262	100	1,430,262	0	100	0
<b>Total(A)</b>	<b>2,237,862</b>	<b>2,237,862</b>	<b>100</b>	<b>2,237,862</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Mode of Voting (POLL)**

Promoter and Promoter Group	0	0	0	0	0	0	0
Public Institutional Buyer	0	0	0	0	0	0	0
Public Others	50,085	50,085	100	50,085	0	100	0
<b>Total(B)</b>	<b>50,085</b>	<b>50,085</b>	<b>100</b>	<b>50,085</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Total(A+B)</b>	<b>2,287,947</b>	<b>2,287,947</b>	<b>100</b>	<b>2,287,947</b>	<b>0</b>	<b>100</b>	<b>0</b>

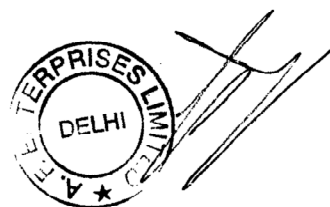
**Agenda item 5- Ordinary Resolution**

To Consider the appointment of Mr. Abhishek Singh as an Independent Director of the Company.

Promoter	No. of shares	No. of Votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes in against	% Votes in favour on votes polled	% of votes against on votes polled

**Mode of E-Voting**

Promoter and Promoter Group	8,07,600	8,07,600	100	8,07,600	-	100	-
Public Institutional Buyer	0	0	0	0	0	0	0
Public Others	1,430,262	1,430,262	100	1,430,262	0	100	0
<b>Total(A)</b>	<b>2,237,862</b>	<b>2,237,862</b>	<b>100</b>	<b>2,237,862</b>	<b>0</b>	<b>100</b>	<b>0</b>



**Mode of Voting (POLL)**

Promoter and Promoter Group	0	0	0	0	0	0	0
Public Institutional Buyer	0	0	0	0	0	0	0
Public Others	50,085	50,085	100	50,085	0	100	0
Total(B)	50,085	50,085	100	50,085	0	100	0
Total(A+B)	2,287,947	2,287,947	100	2,287,947	0	100	0

**Agenda item 6- Ordinary Resolution**

To Consider the appointment of Mr. Anil Kumar Jalan as a Director of the Company.

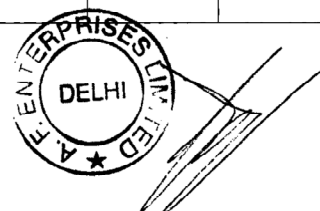
Promoter	No. of shares	No. of Votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes in against	% Votes in favour on votes polled	% of votes against on votes polled

**Mode of E-Voting**

Promoter and Promoter Group	8,07,600	8,07,600	100	8,07,600	-	100	-
Public Institutional Buyer	0	0	0	0	0	0	0
Public Others	1,430,301	1,430,301	100	1,430,301	0	100	0
Total(A)	2,237,901	2,237,901	100	2,237,901	0	100	0

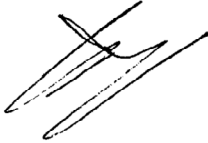
**Mode of Voting (POLL)**

Promoter and Promoter Group	0	0	0	0	0	0	0
Public Institutional Buyer	0	0	0	0	0	0	0
Public Others	50,085	50,085	100	50,085	0	100	0



Total(B)	50,085	50,085	100	50,085	0	100	0
Total (A+B)	2,287,986	2,287,986	100	2,287,986	0	100	0

For A F Enterprises Limited



Santosh Kumar  
(Whole-Time Director)  
DIN: 02994228



**Vikas Verma & Associates,  
Company Secretaries**



**SCRUTINIZER'S REPORT FOR E-VOTING & POLL OF A F ENTERPRISES LIMITED**  
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies  
(Management and Administration) Rules, 2014]

To,

**The Chairman,  
The 32<sup>nd</sup> Annual General Meeting  
Of the Equity Shareholders of A F ENTERPRISES LIMITED**

**Sub: Result of Voting conducted through electronic voting and poll conducted at the 32<sup>nd</sup> AGM of  
A F ENTERPRISES LIMITED held on Wednesday, September 30, 2015 at DSM334, DLF Towers,  
Shivaji Marg, New Delhi-110015 at 11:30 A.M.**

Dear Sir,

I, Vikas Kumar Verma, Practicing Company Secretary having office at 804, Indra Prakash Building, 21 Barakhamba Road, New Delhi - 110001, was appointed as a Scrutinizer by the Board of Directors of A F Enterprises Limited (the Company) for the purpose of scrutinizing the e-voting held between Saturday, September 26, 2015 (9:00 am IST) and ends on Tuesday, September 29, 2015 (5:00 pm IST) and the Poll taken on resolutions at the 32<sup>nd</sup> AGM of A F Enterprises Limited held on September 30, 2015 at 11:30 A.M. at DSM334, DLF Towers, Shivaji Marg, New Delhi-110015, as per the Notice of 32<sup>nd</sup> Annual General Meeting of the Company dated September 4, 2015.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means and voting by poll by the shareholders on the resolutions proposed in the Notice of the 32<sup>nd</sup> Annual General Meeting of the Company is the responsibility of management. My responsibility as a scrutinizer is to ensure that the voting process, both through electronic means and by poll, at the meeting are conducted in a fair and transparent manner and to render consolidated scrutinizer's report of the total votes cast "in favour or against", if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system and also at the time of poll at AGM.

I hereby report as under:

1. The Company has dispatched Notice of the 32<sup>nd</sup> Annual General Meeting, the Annual Report 2014-2015, Attendance Slip & Proxy Form to Equity Shareholders as per the records of the Company as on 21<sup>st</sup> September, 2015 through Email and Courier.
2. As per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and the Listing Agreement, the Company had provided the facility of electronic voting to Equity shareholders to cast votes electronically and also at the 32<sup>nd</sup> AGM by means of poll. The entitlement to voting by equity Shareholders was determined on the basis of shareholding as on cut-off date i.e. 21<sup>st</sup> September, 2015.
3. The Company extended the facility of electronic voting to the shareholders of the Company from Saturday, September 26, 2015 (9:00 am IST) and ends on Tuesday, September 29, 2015 (5:00 pm

**804, Indra Prakash Building, 21, Barakhamba Road, New Delhi - 110001,  
Ph. No. 09891869510, 09953573236**



**Vikas Verma & Associates,  
Company Secretaries**



IST) through the National Securities Depository Limited ("NSDL") being the service provider for providing the facility of e-voting to the shareholders on their website <https://www.evoting.nsdl.com/>.

4. At the 32<sup>nd</sup> AGM of the Company held on September 30, 2015, the Chairman of the Company "Suo Moto" ordered for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the Poll process and after the time fixed for closing of the poll by the chairman i.e. 12:30 p.m., One ballot box kept for collecting poll papers was locked in my presence with due identification marks were placed by me.
5. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
6. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separated.
7. I have already submitted my report for the poll taken at the meeting in form no. MGT-13 to the Chairman separately.
8. The consolidated results of the e-voting and poll taken is as under:-

**Ordinary Business:**

**a) As an Ordinary Resolution- Item No.1**

To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2015 and Profit and Loss Account for the year ended on that date together with the Reports of the Auditors' and Directors' thereon.

1. Voted in Favour of the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	167	50,085	100%
Electronic(e-voting)	74	22,37,862	100%
Total	241	22,87,947	100%

2. Voted against the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	---	---	---



Electronic(e-voting)	---	---	----
Total	---	---	----

3. Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	---	----
Electronic(e-voting)	---	----
Total	----	----

**b) As an Ordinary Resolution- Item No.2**

To appoint a Director in place of Mrs. Charu Aggarwal(DIN 06632839), who retires by rotation and being eligible, offers herself for re-appointment.

1. Voted in Favour of the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	167	50,085	100%
Electronic(e-voting)	75	22,37,901	100%
Total	242	22,87,986	100%

2. Voted against the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	----	----	----
Electronic(e-voting)	----	----	----
Total	----	----	----

3. Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	---	----
Electronic(e-voting)	---	----
Total	----	----

**Vikas Verma & Associates,  
Company Secretaries**



c) As an Ordinary Resolution- Item No.3:

To appoint a 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.

1. Voted in Favour of the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	167	50,085	100%
Electronic(e-voting)	74	22,37,862	100%
Total	241	22,87,947	100%

2. Voted against the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	---	---	---
Electronic(e-voting)	---	---	---
Total	---	---	---

3. Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	---	---
Electronic(e-voting)	---	---
Total	---	---

Special Business:

d) As an Ordinary Resolution- Item No.4:

The appointment of Mr. Santosh Kumar (DIN: 02994228) as a Whole-Time Director of the Company.

1. Voted in Favour of the resolution:



Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	167	50,085	100%
Electronic(e-voting)	74	22,37,862	100%
<b>Total</b>	<b>241</b>	<b>22,87,947</b>	<b>100%</b>

2. Voted against the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	----	----	----
Electronic(e-voting)	----	----	----
<b>Total</b>	<b>---</b>	<b>----</b>	<b>----</b>

3. Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	---	----
Electronic(e-voting)	---	----
<b>Total</b>	<b>----</b>	<b>----</b>

e) As an Ordinary Resolution- Item No.5:

**The appointment of Mr. Abhishek Singh (DIN: 03603706) as a Independent Director of the Company.**

1. Voted in Favour of the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	167	50,085	100%
Electronic(e-voting)	74	22,37,862	100%
<b>Total</b>	<b>241</b>	<b>22,87,947</b>	<b>100%</b>

2. Voted against the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	----	----	----
Electronic(e-	----	----	----

**Vikas Verma & Associates,  
Company Secretaries**



voting)			
Total	---	----	----

3. Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	---	----
Electronic(e-voting)	---	----
Total	----	----

f) As an Ordinary Resolution- Item No.6:

The appointment of Mr. Anil Kumar Jalan (DIN: 06715067) as a Director of the Company

1. Voted in Favour of the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	167	50,085	100%
Electronic(e-voting)	75	22,37,901	100%
Total	242	22,87,986	100%

2. Voted against the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	----	----	----
Electronic(e-voting)	----	----	----
Total	---	----	----

3. Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	---	----
Electronic(e-voting)	---	----
Total	----	----

**Vikas Verma & Associates,  
Company Secretaries**



9. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed – N.A.
10. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

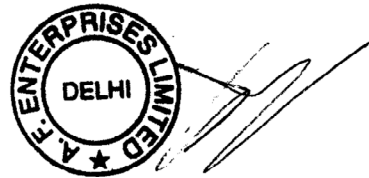
Thanking you  
Yours faithfully  
For Vikas Verma & Associates

VIKAS  
KUMAR  
VERMA

Chartered Secretary  
Company Secretaries  
100, Connaught Place  
New Delhi - 110028  
Phone: 26101111, 26101112  
Fax: 26101113, 26101114

**Vikas Kumar Verma**  
Company Secretary  
Membership No: 29933  
Address: - 804, Indra Prakash building,  
Barakhamba, New Delhi-110001

Place: Delhi  
Date: 1<sup>st</sup> October, 2015



Signed by Mr. **SANTOSH KUMAR**  
CHAIRMAN