



# AF ENTERPRISES LIMITED

CIN : L65993DL1983PLC016354

13<sup>th</sup> December, 2016

To

Department of Corporate Services  
Bombay Stock Exchange Limited  
25<sup>th</sup> Floor, P.J Towers  
Dalal Street  
Mumbai-400001

**Sub: Notice of Postal Ballot under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015**

Dear Sir,

In terms of the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, we submit herewith a copy of Notice of the Postal Ballot Form being sent to the members of the Company for seeking their consent for passing special resolution relating to the matters specified in the Notice of the Postal Ballot.

The voting through Postal Ballot and e-voting will commence from 14<sup>th</sup> December, 2016 at 9.00 A.M. and ends on 12<sup>th</sup> January, 2017 at 5.00 P.M.

The Company has dispatched Postal Ballot documents via e-mail to members, who have registered their E-mail Ids with the Company as on cut off date i.e 9<sup>th</sup> December, 2016. Further, the Company is in the process of Dispatching Postal Ballot documents via courier to the members, who have not registered their e-mail Ids with the Company which will be completed by 13<sup>th</sup> December, 2016.

A newspaper advertisement will be published in Financial Chronicle (in English language) and Naya India (in Hindi language) regarding completion of dispatch of abovesaid Postal Ballot Notice on Wednesday, 14<sup>th</sup> December, 2016.

Pursuant to Regulation 47 of the SEBI Listing Regulations, the submission of the documents completion of dispatch of Postal Ballot Notice and advertisement published in newspaper will be submitted to you on Thursday 15<sup>th</sup> December, 2016.

Thanking You,

Yours truly

For AF Enterprises Limited

**Mukta Debnath**  
Company Secretary & Compliance Officer  
ACS-47813





# AF ENTERPRISES LIMITED

CIN: L65993DL1983PLC016354

Regd Office: DSM-334, DLF Towers Shivaji Marg, Delhi Central Delhi DL 110015

Tel No. : 011-45084850

Website: <http://www.afenterprisesltd.com/> E-Mail ID: [info.afenterprises@gmail.com](mailto:info.afenterprises@gmail.com)

## NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

**Dear Member,**

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act"), if any, read together with Rules 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the Resolutions appended below are proposed to be passed as Special Resolutions by way of Postal Ballot/ e-voting. The Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto alongwith a Postal Ballot form for your consideration.

The Board of Directors in its meeting held on Tuesday 6<sup>th</sup> Day of December, 2016 has proposed to alter its main objects, subject to the approval of the Shareholders of the Company. The effect of this approval will supersede the resolution no. 1 passed in Extra- Ordinary General Meeting dated 30<sup>th</sup> March, 2016

The Board of Directors has appointed Ms. Renu Kathuria, Practising Company Secretary having Membership No. 34023 for conducting the Postal Ballot process in a fair and transparent manner You are requested to carefully read the instructions printed on the Form, record your assent or dissent therein and return the same in original duly completed in the attached self-addressed, postage prepaid envelope so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. (IST) on Thursday, January 12, 2017, failing which it will be strictly treated as if no reply has been received from the member. No other form thereof shall be permitted.

The Company is therefore seeking Shareholders' consent for the proposal as contained in the draft Special Resolution appended below. An Explanatory Statement pertaining to the said Resolution setting out all material facts and the reasons for which such resolution is proposed is also enclosed.

As per section 110 of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014 ("Rules"), the consent of the Company's shareholders along with the Postal Ballot Form for their consideration. Further, as per the provisions of the Act, read with the Rules and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is required to provide its members facility to exercise their right to vote by electronic means. Accordingly, instructions for remote e-voting have been provided hereunder.

It is requested that the shareholders carefully read the instructions printed on the accompanying Postal Ballot Form, record assent (FOR) or dissent (AGAINST) therein and return the same in original duly completed in the attached self - addressed, pre-paid postage envelope (if posted in India) so as to reach the scrutinizer not later than 5.00 p.m. on 12.01.2017 to be eligible for being considered, failing which, it will be considered that no reply has been received from the concerned shareholder. The scrutinizer will submit its report to the Chairman/ Managing Director/ Director of the Company. The result of the Postal Ballot would be announced by a Director of the Company on or before 16.01.2017. The said results would be intimated to the Stock Exchanges where the Company's shares are listed and the Registrar and Share Transfer Agent and displayed along with the Scrutinizer's Report on the Company's website viz. [www.afenterprisesltd.com](http://www.afenterprisesltd.com) and also on the website of the agency providing E-voting facility i.e. National Securities Depository Limited (NSDL).

The Resolution will be deemed to have been passed on the date of declaration of the result of the Postal Ballot, if approved by the requisite majority.

### **PROPOSED RESOLUTION**

#### **1. ADOPTION OF NEW SET OF MOA AS PER COMPANIES ACT, 2013**

To consider and if though fit, to pass with or without modification the following resolution as a Special Resolution by means of Postal Ballot and E- voting:

**"RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and subject to necessary approval(s) if any, from the competent authorities, consent of the Company be and is hereby accorded to substitute the existing Memorandum of Association of the Company by a new set of Memorandum of Association;

**RESOLVED FURTHER that** any one of the Directors of the Company be and are hereby jointly and severally authorised to do all such acts, deeds and things as may be necessary to give effect to this Resolution."

#### **2. ADOPTION OF NEW SET OF AOA AS PER COMPANIES ACT, 2013**

To consider and if though fit, to pass with or without modification the following resolution as a Special Resolution by means of Postal Ballot and E- voting:

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded to substitute the existing Articles of Association of the Company by a new set of Articles of Association;

**RESOLVED FURTHER that** any one of the Directors of the Company be and are hereby jointly and severally authorised to do all such acts, deeds and things as may be necessary to give effect to this Resolution."

### 3. ALTERATION OF MAIN OBJECTS OF THE COMPANY

To consider and if though fit, to pass with or without modification the following resolution as a Special Resolution by means of Postal Ballot and E- voting:

**"RESOLVED THAT** pursuant to the provisions of section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and rules framed thereunder, as amended from time to time, and subject to the approval of Shareholders, Clause III (Object Clause) of the Memorandum of Association of the Company, be and is hereby altered by deleting the sub-clause 3 under Part- A of clause III, and substituting the following sub- clauses be numbered consequently:

3. To carry on the business of manufacturers, importers and exporters, whole sale and retail dealers and e-commerce of men's, women's and children clothing and wearing apparel of every kind, nature and description including shirts, bush- shirts, pyjama suits, vests, underwear, suits, foundation garments for ladies dresses, brassieres, maternity belts, knee caps, coats, and so on stitebers robe, dress readymade garments, apparel, wearing attire and mantle, tailor, silk, mercers, makers and trimming of every kind, corset maker, furriers, general drapers, haberdashers, millioners, hosiers, gloves, lac makers and dealers, feather dressers and merchants, hatters, dealers in fabrics and materials, all kind of synthetic fibres, handspun, hand-woven khadi, cotton silk and woollen fabric and to deal in all other kinds of material as may be conveniently carried on with the above business.

4. To carry on business of commodity trading by way of( including commodity derivatives) broking, trading-and hedging and to act as brokers and traders in all commodities and commodity derivatives, and to act as market makers, financial brokers, underwriters, sub-underwriters, providers of service of commodity related activities, buy, sell, take, hold deal in, convert, modify, add value, transfer or otherwise dispose of commodities and commodity derivatives and to carry on the business of commodity warehousing, processing and consumption.

5. To carry on the business as merchants, traders, selling agents, commission agents, super stockist or in any other capacity in India or elsewhere, and to import, export, bull, sell, barter, exchange, pledge, make advances upon or otherwise deal and trade in all types of goods, produce and merchandise.

**"RESOLVED FURTHER** that subject to the Shareholders' approval this resolution shall have the effect of superseding the Resolution No. 1 passed in Extra-Ordinary General Meeting dated March 30, 2016.

**"RESOLVED FURTHER** that any director of the Company be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution."

Date: 06.12.2016

Place: New Delhi



By Order of the Board of Director  
For A F Enterprises Limited

A handwritten signature in blue ink that reads "Mukta Debnath".

Mukta Debnath  
Company Secretary & Compliance Officer  
Membership No. 47813

## NOTES

1. The Explanatory Statement and reasons for the proposed Special Resolutions pursuant to Section 102 of the Act setting out material facts are appended to the Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") as on December 9, 2016.
3. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, (hereinafter the "CMA Rules") and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. Please note that E-voting is optional.
4. As per CMA Rules, Notice of Postal Ballot may be served on the Members through electronic transmission. Members who have registered their e-mail IDs with depositories or with the Company are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail IDs will receive Notice of Postal Ballot alongwith Postal Ballot Form through post.  
Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or from the 'Investor Relations' section on the Company's website [www.afenterprisesltd.com](http://www.afenterprisesltd.com) or may send a request to the Company on [info.afenterprises@gmail.com](mailto:info.afenterprises@gmail.com) for obtaining the Notice and Postal Ballot in physical form. On receipt of such requests, the Company will dispatch the same in physical form to enable the Members to send back the Postal Ballot. However, the postal ballot should reach to scrutinizer by 5:00 P.M. (IST) January 12, 2017.
5. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.  
The notice of Postal Ballot / e-voting is dispatched / emailed to the members whose names appear on the Register of Members as on December 09, 2016 and voting rights shall be reckoned on the basis of paid up value of the shares registered in the name of the members as on the said date.
6. **The e-voting commences on December 14, 2016 (09:00 A.M.) (IST) and ends on January 12, 2017 (05:00 P.M.) (IST).** E-voting shall be disabled by NSDL at 5.00 P.M. on January 12, 2017. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
7. Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives as explained in point no. 8A(xii) below.
8. The instructions for e-voting are as under:

A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

i. Open email and open PDF file viz; "AFEL remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>

iii. Click on Shareholder – Login

iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

vii. Select "EVS" of A F Enterprises Limited.

viii. Now you are ready for remote e-voting as Cast Vote page opens

ix. Cast your vote by selecting appropriate option and click on "Submit" and also "confirm" when prompted.

ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

x. Upon confirmation, the message "Vote cast successfully" will be displayed.

xi. Once you have voted on the resolution, you will not be allowed to modify your vote.

xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [kathuria.renu23@gmail.com](mailto:kathuria.renu23@gmail.com) or with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

B. In case of Members receiving Postal Ballot Form by Post [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

i. User ID and initial password is provided in the Postal Ballot Form.

ii. Please follow all steps from Sr. No. 8A (ii) to (xi) above, to cast your vote.

C. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

9. In case of queries or grievances connected with the facility of e-voting by electronic means the members may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call toll free no: 1800222990 or contact the Company's RTA viz. Mr. Viren Rana, Vice President, Skyline Financial Services Pvt. Ltd., D-153 A, 1st Floor, Okhla Indl. Area, Phase-I, New Delhi – 110020, Tel. 011-26812682, e-mail at [admin@skylinerta.com](mailto:admin@skylinerta.com) or may write to Mr. Santosh Kumar

Kushawaha, Whole Time Director at registered office at DSM-334, DLF Towers Shivaji Marg, Delhi Central Delhi DL 110015 Tel: 011-45084850 or e-mail at [info.afenterprises@gmail.com](mailto:info.afenterprises@gmail.com).

10. 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).

## **EXPLANATORY STATEMENT PURSUANT TO THE SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO.1**

The existing Memorandum of Association ("MOA") of the Company, based on Companies Act, 1956 ("1956 Act") are no longer in conformity with the Companies Act, 2013 ("2013 Act"). With the enactment of 2013 Act, several clauses of MOA require alteration/deletion. Given this position, it is considered expedient to adopt the new set of Memorandum of Association (primarily based on Table A set out under Schedule I to the Act) in place of existing MOA, instead of amending it by alteration/incorporation of provisions of 2013 Act.

In terms of Section 13 of 2013 Act, consent of Members by way of a Special Resolution is required for adoption of a new set of Memorandum of Association. The entire set of proposed new Memorandum of Association is available in the website of the Company. Members can also obtain a copy of the same from the Company's Registered Office.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said Resolution.

The Directors recommend the aforesaid Resolution for the approval by the Members as Special Resolution.

### **ITEM NO.2**

The existing Articles of Association ("AOA") of the Company, based on the Companies Act, 1956 are no longer in conformity with the 2013 Act. With the coming into force of 2013 Act, several regulations of AOA require alteration/deletion. Given this position, it is considered expedient to adopt a new set of Articles of Association (primarily based on Table F set out under Schedule I to the Companies Act, 2013) in place of existing AOA, instead of amending it by alteration/incorporation of provisions of 2013 Act.

In terms of Section 14 of 2013 Act, consent of Members by way of a Special Resolution is required for adoption of a new set of Articles of Association. The entire set of proposed new Articles of Association is available in the website of the Company. The Members of the Company can also obtain a copy of the same from the Company's Registered Office.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said Resolution.

The Directors recommend the aforesaid Resolution for the approval by the Members as Special Resolution.

### ITEM NO. 3

In order to comply with the provisions of section 4(1)(c), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to delete the sub clause 3 under Part A of Clause III of Memorandum of Association and insert the sub-clause 3,4,5 as stated in the aforesaid resolution.

In terms of Section 13 of 2013 Act, consent of Members by way of a Special Resolution is required for alteration of Memorandum of Association. The entire set of proposed new Memorandum of Association is available in the website of the Company. Members can also obtain a copy of the same from the Company's Registered Office.

Also subject to the Shareholders' approval, this resolution no. 3 shall have the effect of superseding the earlier resolution no.1 passed in EGM on 30<sup>th</sup> March, 2016.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said Resolution.

The Directors recommend the aforesaid Resolution for the approval by the Members as Special Resolution.

Date: 06.12.2016

Place: New Delhi

**By Order of the Board of Director  
For A F Enterprises Limited**



A handwritten signature in blue ink that reads "Mukta Debnath".

**Mukta Debnath  
Company Secretary & Compliance Officer  
Membership No. 47813**



# AF ENTERPRISES LIMITED

CIN: L65993DL1983PLC016354

Regd Office: DSM-334, DLF Towers Shivaji Marg, Delhi Central Delhi DL 110015

Tel No. : 011-45084850

Website: <http://www.afenterprisesltd.com/> E-Mail ID: [info.afenterprises@gmail.com](mailto:info.afenterprises@gmail.com)

## POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this Form)

S.I.No.....

1. Name(s) of Shareholders(s)/Beneficial Owner(s)  
(including Joint Holders, if any) (in Block Letters)
2. Registered address of the Sole/ First named  
Shareholder/ Beneficial Owner
3. Registered Folio No./ DP ID No./Client ID No.\*  
(\*Applicable to investors holding shares  
In dematerialized form)
4. Number of Shares held
5. E-voting Event Number (EVEN)
6. User-ID
7. Password / Pin
8. I/We hereby exercise my /our vote in respect of the resolutions to be passed through postal ballot for the business as stated in the notice dated December 06, 2016 of the Company by sending my/our assent or dissent to the said resolutions by placing () mark at the appropriate box below:

Sl. NO.	Description	No. of Shares	I/We assent/agree to the resolution	I/We dissent/disagree to the Resolution
(1)	Adoption of New Set of MOA as per Companies Act, 2013			
(2)	Adoption Of New Set of AOA as per Companies Act, 2013			
(3)	Alteration of Main Objects of the Company			

Date :

Place:

Signature of the Shareholder

### REMOTE ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD/ PAN

**Notes:**

- 1. If you opt to cast your vote by e-voting there is no need to fill up and sign this form.**
2. Last date for receipt of Postal Ballot Form : 5:00 P.M (IST) on Thursday, January 12, 2017
3. The e-voting commences on December 14, 2016 (09:00 A.M.) (IST) and ends on January 12, 2017 (05:00 P.M.) (IST). Voting shall be disabled by NSDL at 5 P.M. (IST) on **January 12, 2017.**
4. Please read the instructions printed overleaf and in the notice of the postal ballot carefully before exercising your vote.

## INSTRUCTIONS

- a) A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer, Ms. Renu Kathuria, Practicing Company Secretary (Membership No. 34023), in the attached self-addressed reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.
- b) Please convey your assent/dissent in this Postal Ballot form only. The assent or dissent received in any other format shall not be considered valid. A Shareholder need not use all the votes nor does needs to cast all the votes in the same way.
- c) This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/RTA or Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
- d) Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.
- e) There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- f) The notice of Postal Ballot / E-voting is dispatched / emailed to the members whose names appear on the Register of Members as on December 09, 2016 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on the said date.
- g) Duly completed Postal Ballot Form should reach the Scrutinizer not later than, January 12, 2017 5:00 P.M. (IST). All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder(s) has not been received.
- h) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- i) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot" point'd' above) along with the Postal Ballot Form in the enclosed self addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
- j) Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
- k) The Company is pleased to offer e-voting facility as an option to all the Members of the Company. In case shareholders are willing to vote through e-voting, please follow the instructions mentioned in the postal ballot notice to cast your vote in electronic mode.