



Date: 27<sup>th</sup> June, 2022

**AF ENTERPRISES LTD.**

CIN No.: L18100BL1983PLC016354

An ISO 9001:2015 Certified Co.

Mfrs. of Plastic Moulded Components

To,  
The Department of Corporate Services,  
Bombay Stock Exchange Limited,  
Ground Floor, P. J. Towers,  
Dalal Street Fort, Mumbai- 400001

**Scrip Code: 538351**

**Sub: Disclosure of Voting Results of Postal Ballot**

**Ref: Regulation 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015**

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we wish to inform you that, following resolutions have been passed by the members of the Company with requisite majority on 26<sup>th</sup> June 2022, being the last date receiving Postal Ballot and e-voting:

1. Approval the allotment of 50,00,000 (Fifty Lakhs) convertible warrants ('Warrants'), each carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant, at a price of Rs. 101/- (Rupees One Hundred and One only) per Warrant aggregating to Rs. 50,50,00,000/- (Rupees Fifty Crore Fifty Lakhs only) under Non- Promoter Category .

The details are as under:

S.NO.	NAME OF PROPOSED ALLOTTEES	CATEGORY (Promoter/Non-Promoter) Current Status	NO. OF CONVERTIBLE WARRANTS TO BE ISSUED	ISSUE PRICE	AMOUNT (RS.)
1	Tarun Malhotra	Non-Promoter	1,250,000.00	101	12,62,50,000
2	Shruti Malhotra	Non-Promoter	1,250,000.00	101	12,62,50,000
3	Arun Malhotra	Non-Promoter	100,000.00	101	1,01,00,000
4	Tanvi Malhotra	Non-Promoter	50,000.00	101	50,50,000
5	Raj Kumar Malhotra	Non-Promoter	150,000.00	101	1,51,50,000
6	Rosy Grover	Non-Promoter	50,000.00	101	50,50,000
7	Amit Grover	Non-Promoter	50,000.00	101	50,50,000
8	Pankaj Suneja	Non-Promoter	50,000.00	101	50,50,000
9	Kavita Suneja	Non-Promoter	50,000.00	101	50,50,000
10	Anshul Sakhuja	Non-Promoter	25,000.00	101	25,25,000

**Regd. Office:**

DSM-334, DLF Tower,  
Shivaji Margh, Najafgarh Road,  
Moti Nagar, New Delhi-110015

Tel.: +91 11 45084850

E-mail: admin@ridh.in

Web.: www.afenterprisesltd.com

**Factory:**

Plot No. 8, Sector-5, Mathura Road,  
Ballabgarh, Faridabad,  
Haryana-121006, INDIA

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11	Mohit Gujral	Non-Promoter	25,000.00	101	
12	Aditi Sakuja	Non-Promoter	25,000.00	101	25,25,000
13	Geeta Sakuja	Non-Promoter	50,000.00	101	50,50,000
14	Gagan Deep	Non-Promoter	25,000.00	101	25,25,000
15	Cholera Manisha Nilesh	Non-Promoter	1,00,000.00	101	1,01,00,000
16	Cholera Nilesh Bhanubhai	Non-Promoter	50,000.00	101	50,50,000
17	Manish Kapoor	Non-Promoter	50,000.00	101	50,50,000
18	Kapil Mehta	Non-Promoter	150,000.00	101	1,51,50,000
19	Gurpreet Mehta	Non-Promoter	100,000.00	101	1,01,00,000
20	Pooja Jain	Non-Promoter	100,000.00	101	1,01,00,000
21	Shakuntla Jain	Non-Promoter	100,000.00	101	1,01,00,000
22	Santosh Kumar Kushawaha	Non-Promoter	300,000.00	101	3,03,00,000
23	Morpheus Care Limited	Non-Promoter	500,000.00	101	5,05,00,000
24	Thakker Kamleshkumar Prahladbhai HUF	Non-Promoter	200,000.00	101	2,02,00,000
25	Thakker Rajeshkumar Prahladbhai HUF	Non-Promoter	200,000.00	101	2,02,00,000
	<b>Total</b>		<b>50,00,000</b>		<b>50,50,00,000</b>

2. Placement of Certificate of Chartered Accountant before members for convertible warrants were issued on Preferential Basis in the financial year 2021-22 under Regulation 163(2) of ICDR, Regulations, 2018

Yours truly

FOR AF ENTERPRISES LIMITED

  
PAOJA SACHDEVA  
COMPANY SECRETARY  
M. No. A56706

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General information about company	
Scrip code	538351
NSE Symbol	
MSEI Symbol	
ISIN	INE663P01015
Name of the company	AF Enterprises Limited
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	26-06-2022
Start time of the meeting	
End time of the meeting	

For AF ENTERPRISES LIMITED  
*Payal Choudhary*  
COMPANY SECRETARY

Scrutinizer Details	
Name of the Scrutinizer	Mr. Sumit Bajaj
Firms Name	M/s Sumit Bajaj & Associates
Qualification	CS
Membership Number	45042
Date of Board Meeting in which appointed	27-05-2022
Date of Issuance of Report to the company	27-06-2022

For AF ENTERPRISES LIMITED  
*[Signature]*  
COMPANY SECRETARY

For AF ENTERPRISES LIMITED  
*[Signature]*  
COMPANY SECRETARY

Voting results	
Record date	21-05-2022
Total number of shareholders on record date	2159
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	

For AF ENTERPRISES LIMITED

*Pooja Choudhary*  
**COMPANY SECRETARY**

AF ENTERPRISES LIMITED  
 COMPANY SECRETARY

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Consider and Approve The Fund Raising Through Preferential Issue Of Convertible Warrants Into Equity Shares				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	807600	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		807600	0	0	0	0	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	12106036	7618314	62.9299	7618044	270	99.9965	0.0035
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		12106036	7618314	62.9299	7618044	270	99.9965
Total		12913636	7618314	58.9943	7618044	270	99.9965	0.0035
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For AF ENTERPRISES LIMITED

*Ray Sadder*  
COMPANY SECRETARY



Resolution(2)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Placement of Certificate of Chartered Accountant before members for convertible warrants were issued on Preferential Basis in the financial year 2021-22 under Regulation 163(2) of ICDR, Regulations, 2018					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	807600	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		807600	0	0	0	0	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	12106036	7618314	62.9299	7618044	270	99.9965	0.0035
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		12106036	7618314	62.9299	7618044	270	99.9965
Total		12913636	7618314	58.9943	7618044	270	99.9965	0.0035
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For AF ENTERPRISES LIMITED  
  
 COMPANY SECRETARY



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

For AF ENTERPRISES LIMITED  
*[Signature]*  
COMPANY SECRETARY



# Sumit Bajaj & Associates

(Practicing Company Secretaries)

Office Address: 888, FF, Sector 5, Vaishali, Ghaziabad-201010

Email Id: [csumitbajaj@gmail.com](mailto:csumitbajaj@gmail.com), Tel: +91-9910613098

## SCRUTINIZER'S REPORT FOR POSTAL BALLOT THROUGH E-VOTING OF A F ENTERPRISES LIMITED

Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and pursuant to the General Circulars No. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021 and 20/2021 issued on 08<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 15<sup>th</sup> June, 2020, 28<sup>th</sup> September, 2020, 31<sup>st</sup> December, 2020, 23<sup>rd</sup> June, 2021 and 08<sup>th</sup> December, 2021 respectively by the Ministry of Corporate Affairs]

To,  
The Chairman,  
A F Enterprises Limited  
DSM-334, DLF Towers,  
Shivaji Marg, Central Delhi, s  
Delhi-110015 IN

**Sub: Scrutinizer's Report on Postal Ballot through remote e -voting in respect of passing of resolutions through Postal Ballot.**

Dear Sir,

I, Sumit Bajaj, Managing Partner of M/s Sumit Bajaj and Associates, Practicing Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of AF Enterprises Limited for the purpose of monitoring E-voting process, scrutinizing the vote casted and ascertaining the results thereof and report to the chairman, on resolutions contained in the Notice of the Company dated 27<sup>th</sup> May, 2022 through Postal Ballot (Postal Ballot Notice).

The said appointment as scrutinizer, is under the applicable provisions of the Act read with the Rules made thereunder to scrutinize, in fair and transparent manner, the process of Postal Ballot conducted through e-voting in respect of following Resolution proposed in the Postal Ballot Notice:

Sr. No.	TYPE OF RESOLUTION	RESOLUTION DESCRIPTION
1.	Special Resolution	To consider and approve the fund raising through Preferential issue of convertible warrants into Equity Shares
2.	Special Resolution	Placement of certificate of chartered accountant before members for convertible warrants were issued on preferential basis in the Financial Year 2021-22 under Regulation 163(2) of ICDR, Regulations, 2018

### **Management's Responsibility**

The management of the Company is responsible to ensure compliances with the requirements of the relevant provisions of (i) Companies Act, 2013 and the Rules made thereunder and (ii) the Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, ["SEBI Listing Regulations"] on the resolutions as set-out in the notice of Postal Ballot.



# Sumit Bajaj & Associates

(Practicing Company Secretaries)

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## Scrutinizer's Responsibility

My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members in respect of the resolutions contained in the Postal Ballot Notice. My report is based on report generated by voting through electronic means provided by National Securities Depository Limited (NSDL) the authorized agency engaged by the Company to provide voting by electronic means and verification of data provided by Skyline Financial Services Private Limited, Registrar and Transfer Agent of the Company.

### I submit my report as under:

1. In terms of Section 108 and Section 110 of Companies Act, 2013 read with rules and SEBI Listing Regulations, 2015, the Company had made arrangement with National Security Depository Limited ("NSDL") for providing facility of voting through electronic means ("Remote e-voting") to its members.
2. Due to outbreak of Covid-19 pandemic, physical ballots were not dispatched to shareholders, accordingly, the communication of the assent and dissent of the members had taken place through remote e-voting process only.
3. As per Rule 22 (3) Companies (Management & Administration) Rules, 2014 the Company published an advertisement on 29<sup>th</sup> May, 2022 about the dispatch of Postal Ballot Notice in "Financial Express" (English Newspaper) and "Jansatta" (Hindi Newspaper).
4. The members of the Company whose name were recorded in the Register of Members or in the Register of Beneficial owners maintained for it by the depositories (in case of share held in dematerialized form) as on the cut-off date i.e., 20<sup>th</sup> May, 2022 were entitled to avail the Remote e-voting facility, in respect of resolution set out in the Postal Ballot Notice.
5. In terms of Postal Ballot notice the E-voting commenced on 18<sup>th</sup> May, 2022 (09:00 A.M. IST) and ended on 26<sup>th</sup> June, 2022 (05:00 P.M. IST).
6. All votes cast through e-voting during the abovementioned period, were considered for scrutiny and at the end of Remote e-voting period, the remote e-voting facility was blocked by National Securities Depository Limited (NSDL).
7. The votes casted through remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company.
  - a. We, have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited ("NSDL") e-voting system. After the time fixed for closing of the e-voting i.e., 5:00 P.M. on 26<sup>th</sup> June, 2022, an electronic report of the e-voting was generated by me by accessing the data available from the website <https://www.evoting.nsdl.com/> of NSDL. Based on such reports generated by NSDL and relied upon by me, data regarding the e-votes was scrutinized on test check basis.
8. The votes cast through remote e-voting were scrutinized by me for verification of votes cast in favour and against the resolution.
9. The particulars of Voting and other requisite details have been entered in a separate register maintained for the purpose.



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10. The Result of the scrutiny of the above postal ballot voting through electronic means in respect of passing of the resolutions contained in postal Ballot Notice, is as under :

## Item No. 1: Special Resolution

**TO CONSIDER AND APPROVE THE FUND RAISING THROUGH PREFERENTIAL ISSUE OF CONVERTIBLE WARRANTS INTO EQUITY SHARES:**

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
Postal Ballot received	NA	NA	NA
Electronic(e-voting)	53	7618044	99.99
<b>Total</b>	<b>53</b>	<b>7618044</b>	<b>99.99</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
Postal Ballot received	NA	NA	NA
Electronic(e-voting)	16	270	0.01
<b>Total</b>	<b>16</b>	<b>270</b>	<b>0.01</b>

3. Invalid Votes:

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

## Item No. 2: Special Resolution

**To approve the issue of Equity Shares through Preferential issue on cash basis:**

4. 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
Postal Ballot received	NA	NA	NA
Electronic(e-voting)	53	7618044	99.99



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<b>Total</b>	53	7618044	99.99

5. Voted against the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot received	NA	NA	NA
Electronic(e-voting)	16	270	0.01
<b>Total</b>	16	270	0.01

6. Invalid Votes:

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

Based on data furnished to me and verified by me as above, the aforesaid resolutions contained in postal ballot Notice have been carried on with the requisite majority, accordingly I request the Company, to announce the voting result of Postal Ballot.

**Notes:**

1. 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 - **Not Applicable**
2. 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- **Not Applicable**

The voting results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 are enclosed with this report as an Annexure II.

Thanking you  
Yours faithfully

Date: 27.06.2022  
Place: New Delhi  
UDIN: A045042D000535246

For & on behalf of  
Sumit Bajaj & Associates  
(Company Secretaries)

Sumit  
Bajaj  
Sumit Bajaj  
(Proprietor)  
COP: 23948  
M. No. 45042