

**POSTAL BALLOT NOTICE**

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification, amendments or re-enactment thereof for the time being in force), Secretarial Standard on General Meetings ("SS-2"), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable laws and regulations, it is proposed to seek the consent of the members ("Members") of **A F Enterprises Limited** ("Company"), for the resolutions appended below, through postal ballot using Postal Ballot Form / remote electronic voting ("E-voting").

The proposed resolutions, along with the explanatory statement setting out the material facts and reasons thereto, are appended below and a Postal Ballot Form is enclosed for your consideration.

The Board of Directors of the Company has appointed Mr. Sumit Bajaj, Company Secretary in whole time practice (Membership No. ACS 45042; C.P. No.23948), as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 17:00 Hours (IST) on Saturday, 20th March, 2021.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means' in this Notice.

1. RECTIFICATION OF INCORRECT DISCLOSURE MENTIONED IN RESOLUTION NO.2 IN THE NOTICE OF POSTAL BALLOT DATED 23RD NOVEMBER, 2020:

To consider and if thought fit to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the **BSE Letter No. DCS/PREF/SV/PRE/968/2020-21** dated 18th January, 2021 the Company is required to ratify the incorrect disclosure of post percentage for non-promoter allottees namely, Endgame Ventures Private Limited should be 10.06% instead of and RDS Corporate Services Private Limited should be 22.75% instead of 22.71% in respect to the notice of postal ballot dated 23.11.2020 and postal ballot result declared dated 24.12.2020.

For A F Enterprises Limited

Regd. Office:

DSM-334, DLF Tower,
Shivaji Margh, Najafgarh Road,

Factory:

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

Director

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, desirable and expedient for such purpose, including without limitation, issuing clarification on the offer, issue and allotment of the equity shares and listing of equity shares at the Stock Exchanges as per the terms and conditions of SEBI (LODR) Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the Preferential Issue), resolving all questions and doubt that may arise with respect to the offer, issued and allotment of equity shares, and to authorize all such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Shareholders of the Company and that the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any committee or to one or more Directors or executive of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board

For A F ENTERPRISES LIMITED *For A F Enterprises Limited*

SANTOSH KUMAR KUSHAWAHA
DIRECTOR
DIN:02994228

Director

Notes:

1. The Statement as required under Section 102 of the Companies Act is annexed to the Notice. A Postal Ballot Form is also enclosed. A copy of the Notice and the Postal Ballot Form is also available on the website of the Company - www.afenterprisesltd.in

2. Members shall have the option to vote either through E-voting or through Postal Ballot Form. In compliance with the provisions of Section 108 of the Companies Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, SS-2 and Regulation 44 of the SEBI Listing Regulations, the Company is offering 'E-voting' facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with **National Securities Depository Limited** ("NSDL") to facilitate E-voting. E-voting is optional. The detailed procedure with respect to E-voting is mentioned later in the Notice.

3. The Company has appointed Mr. Sumit Bajaj, Company Secretary in whole time practice (Membership No. ACS 45042; C.P. No.23948), as the Scrutinizer for scrutinizing the E-voting process as well as voting through Postal Ballot Form to ensure that the process is carried out in a fair and transparent manner.

4. The voting commences on **Friday, 19th February, 2021**. The Members are requested to note the following:

(a) Duly completed Postal Ballot Form should reach the Scrutinizer by 5:00 p.m. (IST) on Saturday, 20th March, 2021 at the following:

Mr. Sumit Bajaj

Scrutinizer

Practising Company Secretary

A F Enterprises Limited

Plot No. 8, Sector-5, Mathura Road, Ballabgarh,

Faridabad, Haryana-121006

(b) Postal Ballot Forms received after the said date and time will be strictly treated as if the reply from such Members has not been received.

(c) Similarly, the E-voting needs to be exercised by 5:00 p.m. (IST) on Saturday, 20th March, 2021. Please note that E-voting will be disabled for voting after the said date and time.

5. A Member can opt for only one mode of voting i.e. either through Postal Ballot Form or E-voting. If a Member casts votes by both modes, then the voting done through E-voting shall prevail and the Postal Ballot Form shall be treated as invalid.

6. A person, whose name is recorded in the Register of Members / Beneficial Owners list maintained by the depositories as on cut-off date i.e. Friday, 12th February, 2021 ("cut-off date") only shall be entitled to avail the facility of voting through Postal Ballot Form or E-voting.

7. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

8. The Notice is being sent to all the Members whose names appear in the Register of Members / Beneficial Owners as per the records maintained by the depositories as on the cut-off date. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the Members as on the cut-off date.

9. The voting on items included in the Notice cannot be exercised through proxy.

10. In case any eligible Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, such Member may write to the Company / Registrar and Transfer Agents ("RTA") of the Company or send an email to info.afterprises@gmail.com. The RTA or the Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member. The Postal Ballot Notice and Postal Ballot Form are also available on the website of the Company - www.ridh.in.

12. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or E-voting i.e. Saturday, 20th March, 2021.

13. All the material documents referred to in the explanatory statement are available for inspection at the registered office of the Company on any working day, except Saturday and holiday, between 11:00 a.m. (IST) to 1:00 p.m. (IST) from the date of dispatch of notice till Saturday, 20th March, 2021.

INSTRUCTIONS FOR VOTING:

Voting through Postal Ballot Form:

For A F Enterprises Limited



Director

1. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the enclosed postage prepaid self-addressed Business Reply Envelope, so as to reach the Scrutinizer as detailed above, by 5:00 p.m. (IST) on Saturday, 20th March, 2021 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The postage will be borne and paid for by the Company, if posted in India in the postage prepaid self-addressed Business Reply Envelope.

2. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. Envelopes containing Postal Ballot Form if deposited in person or sent by courier or by registered / speed post at the expense of the Members will also be accepted.

Instructions and other information relating to e-voting are as under:

The instructions for e-voting are as follows:

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

Step 2: Cast your vote electronically on NSDL's 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 eVoting 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 110417 then user ID is 110417001***
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5. Your password details are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password: a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com. b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below: How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

For A F Enterprises Limited

Director

3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

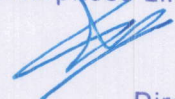
- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to parameshwar@vjkt.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Declaration of Results:

1. The Scrutinizer shall submit the Consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes, if any, to the Chairperson of the Company or a person authorized by him, who shall countersign the same, on Saturday, 20th March, 2021 and the result of the postal ballot will be declared on Saturday, 20th March, 2021 latest by 6:30 p.m. (IST) at the registered office of the Company.

2. Based on the Scrutinizer's Report, the Company will submit within 48 hours of the conclusion of the results to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations.

For A F Enterprises Limited



Director

3. The result of the postal ballot declared along with the Scrutinizer's Report, will be hosted on the website of the Company - www.afenterprisesltd.in and on the website of NDSL and will be displayed on the notice board of the Company at its registered office, immediately after the declaration of the result by the Chairperson or a person authorized by him in writing and communicated to the Stock Exchange(s) where the securities of the Company are listed, the Depository and the Registrar and Share Transfer Agent

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, ANNEXURE TO AND FORMING PART OF THE NOTICE DATED 12th FEBRUARY, 2021.

The following Explanatory Statement relating to the accompanying Notice sets out all material facts in respect of the resolutions:

Item No. 1:

As per the Board meeting dated 13th November, 2020 and 23rd November, 2020 the board of directors of the company was passed the resolution for issuance of equity shares on preferential basis to proposed respective Allotees subject to approval of shareholders through special resolution. For the approval of shareholders company scheduled the postal ballot and issue the postal ballot notice dated 23rd November, 2020 to the shareholders of the company and result of postal ballot was declared on 24th December, 2020.

After that company has applied to the stock exchange i.e. BSE Limited for in-principle approval of the respective shares then BSE officials has observed that the company has wrongly mentioned the disclosure of post percentage for non-promoter allottees namely, Endgame Ventures Private Limited should be 10.06% instead of 10.05% and RDS Corporate Services Private Limited should be 22.75% instead of 22.71% and directed to the company to rectify the such incorrect disclosure before seeking the listing approval for such equity shares.

Corrected post percentage of proposed allottees is as follows:

The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and / or who ultimately control the proposed allottees, the percentage of post-Preferential Allotment capital that may be held by them and change in control, if any, in the Company, consequent to the Preferential Allotment:

For A F Enterprises Limited


Director

Name of the Proposed Allottee	Category	Number of Shares	Pre-Preferential Allotment Shareholding	Ultimate Beneficial Owners	PostPreferential Allotment Shareholding*	
					Post Issue Holding	% age of total capital
Amit Gupta	Public	400000	0		400000	1.75%
Ashish Khandelwal	Public	400000	0		400000	1.75%
ShagunAjmani	Director	500000	0		500000	2.18%
Sahil Arora	Director	500000	0		500000	2.18%
Rakesh Rawat Khandelwal	Public	950000	0		950000	4.15%
Shashi Rawat Khandelwal	Public	950000	0		950000	4.15%
Alka Jain	Public	900000	0		900000	3.93%
Nitin Jain	Public	900000	0		900000	3.93%
Endgame Ventures Private Limited	Public	2300000	0	Neeru Jain and Ajay Jain	2300000	10.06%
Sachin Jain	Public	900000	0		900000	3.93%
Nagender Pandey	Public	500000	0		500000	2.18%
Hemant Dusad	Public	250000	0		250000	1.09%
Mohan Das Dusad	Public	100000	0		100000	0.44%
Shishir Dusad	Public	50000	0		50000	0.22%
Sandeep Arneja	Public	950000	0		950000	4.15%
Shiv Kumar Soni	Public	415000	0		415000	1.81%
MahendraSoni	Public	385000	0		385000	1.68%
Arun Singh Bisht	Public	360000	33359		393359	1.72%
Sunil	Public	300000	0		300000	1.31%
Naveen	Public	250000	0		250000	1.09%
Nadeem Ahmad	Public	400000	0		400000	1.75%
Anjaneyaputra Human Resource Consultancy Private Limited	Public	1000000	0	Chandni Chhabra	1000000	4.37%
RDS Corporate Services Private Limited	(Entity in which Mr. Santosh Kumar Kushawaha, Director of the Company	5200000	0	Santosh Kumar Kushawaha	5200000	22.75%

	is interested)					
		18,860,000			18893359	

Approvals:

The Company will take necessary steps to obtain the required approvals from the Stock Exchange, SEBI, or any other regulatory agency as may be applicable, for the proposed preferential issue of equity shares/convertible equity warrants.

By Order of the Board

For A F Enterprises Limited
For A F ENTERPRISES LIMITED



Director

SANTOSH KUMAR KUSHAWAHA
DIRECTOR
DIN:02994228