



## **AFC INDIA LIMITED**

**CIN No. U65990MH1968GOI013983**

**REGD. OFFICE:** Dhanraj Mahal, First Floor, Chhatrapati Shivaji  
Maharaj Marg, Mumbai – 400 001

Telephone : 91-22-2202 8924 Fax: 91-22-22028966;

e-mail: [afcl@vsnl.com](mailto:afcl@vsnl.com);

Website : [www.afcindia.org.in](http://www.afcindia.org.in)

### **NOTICE**

### **47<sup>th</sup> ANNUAL GENERAL MEETING**

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**NOTICE** is hereby given that the Forty Seventh Annual General Meeting of the Members of AFC India Limited will be held on **Monday, 28<sup>th</sup> day of September, 2015** at 11.30 A.M. at the Registered Office of the company situated at Dhanraj Mahal, 1<sup>st</sup> Floor, C. S. M. Marg, Fort, Mumbai - 400 001, to transact the following business:

#### **I. Ordinary Business:**

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2015 and the Profit and Loss Account for the year ended 31st March, 2015 together with the Reports of the Board of directors and Auditor thereon.
2. To appoint Auditors and to fix their remuneration 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 M/s. Ramanand & Associates.,** Chartered Accountants, (as appointed by the Comptroller and Auditor General of India pursuant to Section 139 of the Companies Act, 2013) be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company."

#### **II. Special Business:**

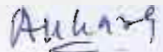
3. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:- Regularization of appointment of an Additional Director :

**"RESOLVED THAT** Dr Krishna Lavekar, who was appointed as an Additional Director of the Company effective from 27.03.2015 by the Board of Directors and who holds office until the date of the Annual General Meeting, pursuant to Section 161 of the Companies Act, 2013 and Article 88 of the Articles of Association of the Company, and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, proposing his candidature, be and is hereby appointed as a Director of the Company."

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:- Regularization of appointment of an Additional Director :

**"RESOLVED THAT** Mr. Puthen Cheerakuzh Ravindranath Menon, who was appointed as an Additional Director of the Company effective from 27.03.2015 by the Board of Directors and who holds office until the date of the Annual General Meeting, pursuant to Section 161 of the Companies Act, 2013 and Article 88 of the Articles of Association of the Company, and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, proposing his candidature, be and is hereby appointed as a Director of the Company."

**BY ORDER OF THE BOARD OF DIRECTORS  
For AFC INDIA LTD**

  
**A K Garg  
Managing Director**

Place: Mumbai  
Date: 04/09/2015

**Notes:—**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxy in order to be effective must be received by the company not less than 48 hours before the meeting.
2. A member bank/institution will be entitled to appoint and authorize any of its officers to act as its representative at the meeting of the company. However such officer shall be a duly authorized officer appointed and authorized either by a resolution of the member banks'/institutions' board of directors or by a power of attorney granted by the member bank/ institution in his /her favour for the purpose.
3. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
4. An Explanatory Statement pursuant to provisions of Sec. 102 (1) of Companies Act 2013 be enclosed herewith.
5. Ministry of Corporate Affairs, New Delhi ("MCA") has taken a "Green Initiative" in the Corporate Governance by permitting paperless compliances by companies vide its Circular No.17/2011 dated April 20, 2011 and Circular No. 20/2011 dated April 29, 2011 by a company can be made through electronic mode instead of sending the physical copy of the document(s) to its shareholders.

**Enclosures:**

Annexure 1 - Annexure to the notice Sec.102 (1) of the Companies Act 2013.

Annexure 2 - Proxy Form

Annexure 3 - Annual Report for the year 2014-15 is enclosed.

Annexure 4 – Attendance Slip

**Annexure to the Notice Pursuant to section 102 (1)  
of the Companies Act 2013 ('The Act')**

**Item No. 3**

Dr Krishna Lavekar was appointed as an Additional Director on the Board of the Company w.e.f 23.03.2015 Pursuant to the provisions of Section 161 of the Companies Act, 2013, he holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received notice under Section 161 of the Companies Act, 2013 proposing the candidature of Dr Krishna Lavekar for the office of the Director under the provisions of Section 161 of the Companies Act, 2013..

The Board of Directors recommends the resolution set out in Item no. 3 of the accompanying Notice for approval of the Members. None of the Directors of the Company are in any way concerned or interested in this resolution

**Item No 4.**

Shri. Puthen Cheerakuzh Ravindranath Menon was appointed as an Additional Director on the Board of the Company w.e.f 23.03.2015 Pursuant to the provisions of Section 161 of the Companies Act, 2013, he holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received notice under Section 161 of the Companies Act, 2013 proposing the candidature of Shri. Shri. Puthen Cheerakuzh Ravindranath Menon for the office of the Director under the provisions of Section 161 of the Companies Act, 2013.

The Board of Directors recommends the resolution set out in Item no. 4 of the accompanying Notice for approval of the Members. None of the Directors of the Company are in any way concerned or interested in this resolution

**BY ORDER OF THE BOARD OF DIRECTORS  
For AFC INDIA LTD**

  
**A K Garg**  
**Managing Director**

Place: Mumbai  
Date: 04/09/2015



**AFC INDIA LIMITED**  
Dhanraj Mahal, First Floor, CSM Marg, Mumbai – 400001  
CIN No. U65990MH1968GOI013983

**PROXY FORM**

Reg. Folio No:  
No. of Shares Held:

I/We \_\_\_\_\_  
of \_\_\_\_\_ being a member of **AFC INDIA LIMITED** hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him / her \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend and vote for me/us and on my/our behalf at the **47th Annual General Meeting** of the Company scheduled to be held on **Monday, 28<sup>th</sup> day of September 2015, at 11.30 A.M.** at the Registered Office of the Company at First Floor, Dhanraj Mahal, C.S.M. Marg, Mumbai 400 001 or at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015.

**Affix a  
revenue  
stamp**

**Signature**

**Note:** This Instrument of Proxy and the Power of Attorney (if any) under which it is signed OR a notarially certified copy of the Power of Attorney OR a certified copy of the Resolution of the Board of Directors (if any) under which it is signed shall be returned so as to reach the Registered Office of the Company not less than 48 (forty eight) hours before the time of holding the aforesaid meeting.

# AFC INDIA LIMITED

Dhanraj Mahal, First Floor, CSM Marg, Mumbai – 400001  
CIN No. U65990MH1968GOI013983

## ATTENDANCE SLIP

ANNUAL GENERAL MEETING

Regd. Folio No. .... No. of Shares held .....

\* Demat A/c. No. .... DPID NO. ....

I CERTIFY THAT I AM A Member/ Proxy of the Company.

**I/We hereby record my/our presence at the 47<sup>th</sup> ANNUAL GENERAL MEETING of the Company at Dhanraj Mahal, First Floor, CSM Marg, Mumbai – 400001 on Monday, the 28<sup>th</sup> September, 2015 at 11.30 A.m.**

.....  
Member/ Proxy's Name  
(In Block Letters)

.....  
(Signature of the Member/ Proxy)

Note: Please complete the Attendance Slip and hand it over at the entrance of the Meeting Place

\* Those who hold shares in Demat form must quote their Demat A/c No. and Depository Participant (DP) No.