



Finance Limited

Ph. : 011 4235 1486

FRANKLIN LEASING AND FINANCE LIMITED

Unit/Shop No. 205, Second Floor, Aggarwal City Mall Road No. 44, Pitampura, Delhi - 110 034

E-mail : franklinleasingfinance@gmail.com, Website : www.franklinleasing.in

CIN No. U74899DL1992PLC048028

Date: 04/09/2023

To,
The Bombay Stock Exchange Limited,
PJ Towers, Dalal Street
Mumbai- 400 001

Sub: Regulation 34 of SEBI (LODR) Regulations, 2015

Ref.: BSE Scrip Code: 539839

With reference to above mentioned subject, please find herewith attached copy of 31st Annual Report of the Company for the year ended 31st March, 2023.

Kindly take the same on your record.

Thanking You.
Yours Faithfully,

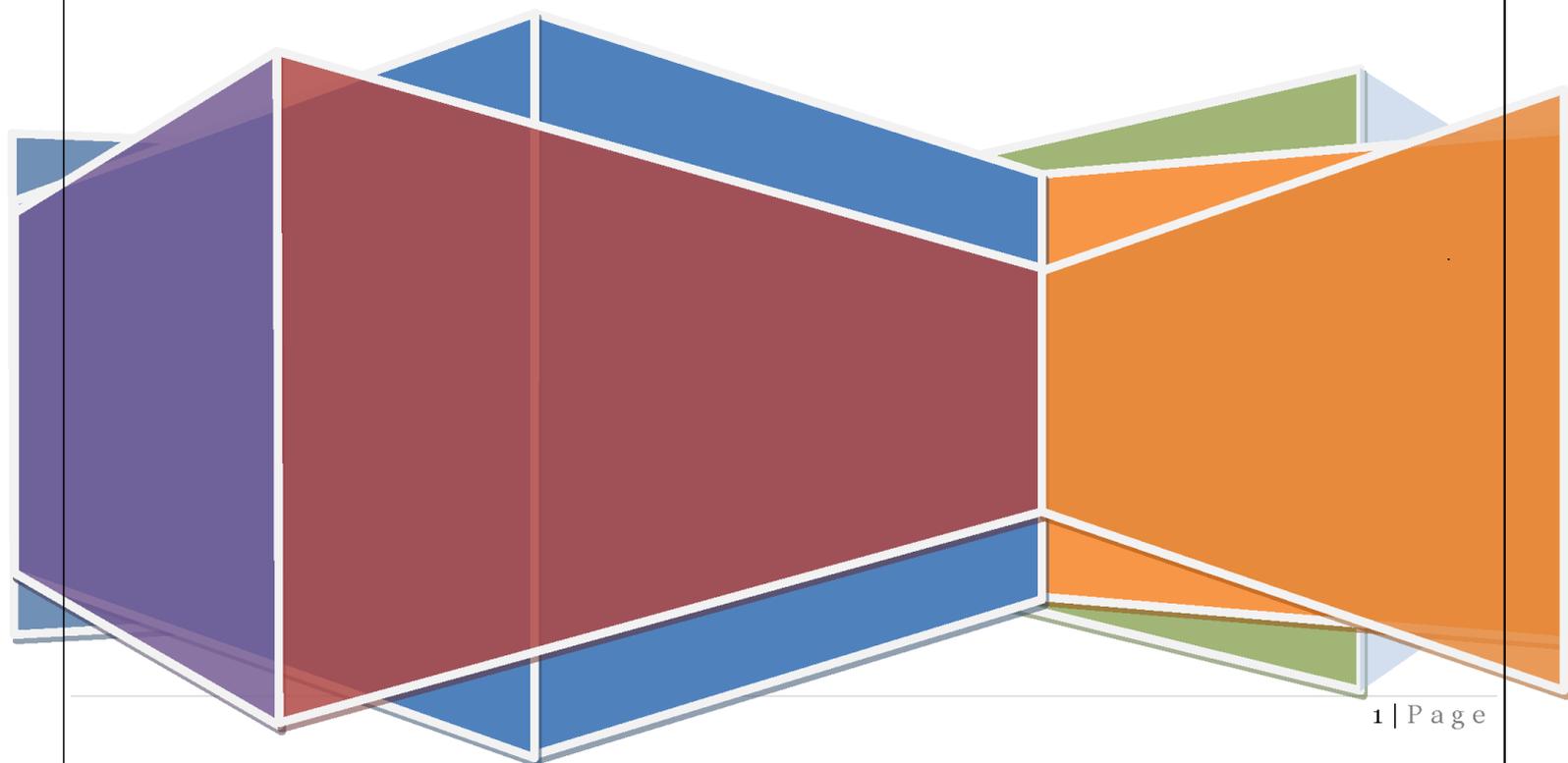
For Franklin Leasing & Finance Limited

Rashmi Bhagat

Rashmi Bhagat
Company Secretary
Membership No. 54366



31st ANNUAL REPORT 2022-23



CORPORATE INFORMATION

Board Of Directors

<i>Mr. Mahesh Kumar Dalmia</i>	<i>Executive Director (Appointed as Wholetime Director w.e.f. 04.09.2023)</i>
<i>Mr. Jagannath Jha</i>	<i>Executive Director</i>
<i>Mrs. Sunitha Gupta</i>	<i>Independent Director (Re-Appointed as Independent Director w.e.f. 04.09.2023)</i>
<i>Mr. Barun Naskar</i>	<i>Independent Director</i>
<i>Mr. Jagdev Yadav</i>	<i>Independent Director</i>

Key Managerial Person

<i>Mr. Raju Kumar Ram</i>	<i>CFO</i>
<i>Ms. Rashmi Bhagat</i>	<i>Company secretary</i>

Registered Address

Unit/Shop No.205, Second Floor, Aggarwal City Mall Road No.44, Pitampura Delhi-110034

Bankers

RBL Bank
Bank of Baroda
Indusind Bank

Auditor

KB & ASSOCIATES
M. No.: 068789
Add.: 61 BURTOLLA STREET, 1ST FLOOR, KOLKATA- 700007
Contact No.: +7003145609/9804824393
Email Id:- bhharat.soni@gmail.com

Registrar & Share Transfer Agent

Skyline Financial Services Private Limited
D-153A, 1st Floor, Okhla Industrial Area Phase-I, New Delhi-110020
Tel: +91-11-64732681-88
E-mail: viren@skylinerta.com; admin@skylinerta.com

FRANKLIN LEASING AND FINANCE LIMITED

CIN: U74899DL1992PLC048028

Regd. Off.: - UNIT/SHOP NO.205, SECOND FLOOR, AGGARWAL CITY

MALL ROAD NO.44, PITAMPURA DELHI-110034

Tel. No.: 011 4235 1486

Website: www.franklinleasing.in; E-mail: franklinleasingfinance@gmail.com

NOTICE

Notice is hereby given that 31st Annual General Meeting of the members of the **FRANKLIN LEASING AND FINANCE LIMITED** will be held at Unit/Shop No.205, Second Floor, Aggarwal City Mall Road No.44, Pitampura North Delhi -110034, Thursday, 28th September, 2023 at the 01:30 P.M to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Annual Financial Statements of the Company for the financial year needed 31st March, 2023, the Reports of Auditors and Directors thereon.
2. To appoint a director in place of Mr. Jagannath Jha [Din: 08943829) who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of the Statutory Auditors of the Company, and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 read with The Companies [Audit and Auditors] Rules, 2014 and other applicable provisions [including any statutory modification or re-enactment thereof for the time being in force] if any, of the Companies Act, 2013, M/s. SSRV & Associates, Chartered Accountants, Kolkata (Firm Registration No. -135901W), be and are hereby appointed as Statutory Auditors of the Company to hold the office for the term of 3 years beginning from conclusion of this Annual General Meeting of the company until the conclusion of the 4(fourth) Annual General Meeting of the Company on such terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company”.

“FURTHER RESOLVED THAT, any director of the Company be and is hereby authorized to do all such acts, things and deeds as may be deemed necessary to give effect to the above resolutions.”

SPECIAL BUSINESS:

Item No.4: APPOINTMENT OF MR. MAHESH KUMAR DALMIA (DIN: 09497773) AS WHOLETIME DIRECTOR

To appoint Mr. Mahesh Kumar Dalmia as Whole-time Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution: “

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members be and is hereby accorded to appoint Mr. Mahesh Kumar Dalmia (DIN: 09497773) as a Whole-time Director for a period of 3 (three) years on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or guidelines, on such remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No.5: RE-APPOINTMENT OF MRS. SUNITHA GUPTA (DIN: 07133097) AS INDEPENDENT DIRECTOR OF THE COMPANY

To re-appoint Mrs. Sunitha Gupta (DIN: 07133097) as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED That pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,

including any statutory modification(s) or re-enactment(s) thereof and subject to such approvals as may be necessary, Mrs. Sunitha Gupta (DIN: 07133097), being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years with effect from 4th September, 2023.”

“**RESOLVED FURTHER That** pursuant to the provisions of Regulation 17(1A) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members be and is hereby also accorded for the continuation of Directorship of Mrs. Sunitha Gupta (DIN: 07133097), during his second term as an Independent Director of the Company.”

Date: 04.09.2023

Place: New Delhi

By order of the Board

Franklin Leasing and Finance Limited

Sd/-

Company Secretary

Rashmi Bhagat

Membership No. 54366

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY BY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

2. The Register of Members and Share Transfer Book will remain closed from 21st September, 2023 to 28th September, 2023 (both days inclusive).
3. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
4. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
5. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
6. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
7. Members holding shares in electronic form may note that bank particulars registered against their respective registered accounts will be used by the Company for the payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
8. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents (M/s. SKYLINE FINANCIAL SERVICES PRIVATE LIMITED)
9. As a measure of austerity, copies of the annual report will not be distributed at the 31st Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
10. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/S. Skyline Financial Services Private Limited, Share Transfer Agents of the Company for their doing the needful.

11. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
12. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
13. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
14. Electronic copy of the 31st Annual Report for 2022-23 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2022-23 is being sent in the permitted mode.

Green Initiative –Registration of E-Mail address

15. The Ministry of Corporate Affairs (“MCA”) Government of India, through circular No.17/2011 dated 21st April, 2011 and Circular No.18/2011 dated 28th April 2011, has taken a green initiative for corporate governance. The members are requested to register e-mail address with the Depository Participant/ the Registrar and Share Transfer Agent of the Company, i.e. M/s. SKYLINE FINANCIAL SERVICES PRIVATE LIMITED, as the case may be, for service of documents
16. Members may also note that the Notice of the 31st Annual General Meeting and the Annual Report for 2022-23 will also be available on the Company’s website www.franklinleasing.in for their download. The physical copies of the aforesaid documents will also be available at the Company’s Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company’s investor email id: franklinleasingfinance@gmail.com.

17. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 21.09.2023, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. The remote e-voting period will commence at 10.00 a.m. on 25th of September, 2023 and will end at 5.00 p.m. on 27th of September, 2023. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through 'Insta Poll'. The Company has appointed Ms. Akhil Agarwal, Practising Company Secretary having Membership No. M. NO. A35073 to act as the Scrutinizer to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTEE-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Monday, 25th September, 2023 from 10:00 A.M. and ends on Wednesday, 27th September, 2023 till 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21st September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2021/242 dated 09.12.2021, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

- (iv) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- (v) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (vi) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2021/242 dated December 9, 2021 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- (vii) Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(viii) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.

3) Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant **Franklin Leasing and Finance Limited** on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Facility for Non – Individual Shareholders and Custodians –Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (A) Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; franklinleasingfinance@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Date: 04.09.2023

Place: New Delhi

By order of the Board
Franklin Leasing and Finance Limited
Sd/-
Rashmi Bhagat
Company Secretary
Membership No. 54366

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 on Item No.3

For Item No. 4

The Board of Directors in its meeting held on 4th September, 2023 has appointed Mr. Mahesh Kumar Dalmia as Whole Time Director and Key Managerial Personnel subject to approval of members in the Annual General Meeting in compliance with the provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for a period of 3 years.

As a Whole Time Director, Mr. Mahesh Kumar Dalmia expertise in the company's line of business and involvement in the day to day working. In view of this, it is proposed to seek the approval of Members for appointment of Mr. Mahesh Kumar Dalmia with the following:

1. WTD shall not be entitled to any sitting fees for attending the meetings of the Board or of the Committee(s) of which he is a Member.
2. WTD shall be subject to all other service conditions and employee benefit schemes, as applicable to any other employee of the Company.

The appointment and the remuneration proposed fulfils the conditions stipulated in Schedule V of the Companies Act, 2013 and hence approval of Central Government is not required.

Save and except Mr. Mahesh Kumar Dalmia himself, being appointee, none of the directors and Key Managerial Personnel or their relative deemed to be concerned or interested in the resolution.

For Item No. 5

Section 149 of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) read with Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as ‘SEBI Listing 13 Regulations’) provides that an independent director shall hold office for a term of five consecutive years but shall be eligible for re-appointment on passing of special resolution by the Company and disclosure of such appointment in the Board's Report.

Further, Regulation 17(1A) of Listing Regulations prohibits the appointment or continuation of the directorship of any person as a non-executive director who has attained the age of seventy-five years

unless a special resolution is passed to that effect.

The Nomination and Remuneration Committee on the basis of the report of performance evaluation of Mrs. Sunitha Gupta (DIN: 07133097), formed an opinion that his continued association will be beneficial for the Company and it is therefore desirable to continue to avail his service as an Independent Director. Accordingly, the Committee recommended his re-appointment, for second term of 5 (five) consecutive years with effect from 4th September, 2023, to the Board of Directors of the Company.

The Board of Directors, therefore, recommend the Special Resolution as set out at Item No. 5 of this Notice for approval by the Members.

Mrs. Sunitha Gupta (DIN: 07133097) and his relatives are deemed to be interested in the proposed resolution as set out at Item No. 5 of this Notice.

Save and except the above, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 5 of this Notice.

Date: 04.09.2023

Place: New Delhi

By order of the Board
Franklin Leasing and Finance Limited

Sd/-
Rashmi Bhagat
Company Secretary
Membership No. 54366

DIRECTOR'S REPORT

Dear Members,

Your Directors have pleasure in presenting their 31st Annual Report together with the Audited Accounts of the Company for the Year ended March 31, 2023.

FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY

The Standalone Financial results are summarized below:

(Amount in thousands)

Particulars	March 31, 2023	March 31, 2022
Total Income	1177469.52	1298383.29
Total Expenditure	1156704.25	1269706.38
Profit Before Tax	20765.26	28676.91
Provision for Tax	5399.00	8177.00
Profit after Tax	15366.26	20499.91
Transfer to Statutory Reserves	(3591.06)	(4121.05)
Profit available for appropriation	113984.23	97605.37
Contingent Provision Against Standard Assets	1002.00	
Provision for Proposed Dividend	-	-
Provision for Dividend Tax	-	-
Balance Carried to Balance Sheet	124757.43	113984.23

TRANSFER TO RESERVE

The Company has transferred Rs.3,59,106 u/s 45-IC of the RBI Act, 1934

GLOBAL HEALTH PANDEMIC FROM COVID-19

The World Health Organization declared a global pandemic of the Novel Corona virus disease (COVID-19) on February 11, 2022. In enforcing social distancing to contain the spread of the disease, our offices and client offices all over the world have been operating with minimal or no staff for extended periods of time. In keeping with its employee-safety first approach, the Company quickly instituted measures to trace all employees and be assured of their well-being. Our teams reacted with speed and efficiency, and quickly leveraged technology to shift the workforce to an entirely new 'work-from-home' model. Proactive preparations were done in our work locations during this transition to ensure our offices are safe.

DIVIDEND

Your Directors feel that it is prudent to plough back the profits for future growth of the Company and do not recommend any dividend for the year ended 31st March, 2023.

SHARE CAPITAL

The paid up equity capital as on March 31, 2023 was Rs. 15,78,24,000. During the year under review, no issue of equity shares with differential voting rights was completed. Further, the Company has not issued any sweat equity nor granted any employee stock options.

CHANGES IN THE NATURE OF BUSINESS

During the year, there has been no Change in the nature of the Business of the Company. No material changes and commitments have occurred between the end of the financial year and date of report.

BOARD MEETING

The Board of Directors duly met 4(Four) times on **28.05.2022, 24.08.2022, 14.11.2022 and 24.02.2023** in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

PUBLIC DEPOSITS

Your Company has not accepted any deposits in terms of Section 73 to 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 and no amount on account of principal or interest on deposits from public was outstanding during the year under review as on the date of the balance sheet.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The company has not given loans or guarantees but has invested in the Equity Shares of the other Companies. The details of the investments made by company during the year under review are given in the financial statements.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place adequate internal financial controls system with reference to financial statements. The scope of work includes review of process for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. During the year, such controls were tested and no reportable weakness in the design or operation was observed.

CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES

In accordance with the requirements of the provisions of section 135 of the Act, the Company has constituted a Corporate Social Responsibility ("CSR") Committee. The composition and terms of reference of the CSR Committee is provided in the Corporate Governance Report.

Since your Company do not have the net worth of Rs. 500 Cr. or more, or turnover of Rs. 1000 Cr. or more, or a net profit of Rs. 5 Cr. or more during the financial year, section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and hence the Company need not adopt any Corporate Social Responsibility Policy.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

The required information as per rule 8(3) of the companies (Accounts) Rules, 2014 is provided hereunder:

A. Conservation of Energy:

Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

B. Technology Absorption:

1. Research and Development (R&D):NIL
2. Technology absorption, adoption and innovation: NIL

C. Foreign Exchange Earnings and Out Go:

1. Foreign Exchange Earnings: NIL
2. Foreign Exchange Outgo: NIL.

POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS' INDEPENDENCE

1. Scope:

This policy sets out the guiding principles for the Nomination & Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent Directors of the Company.

2. Terms and References:

2.1 **"Director"** means a director appointed to the Board of a Company.

2.2 **"Nomination and Remuneration Committee"** means the committee constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and clause 49 of the Equity Listing Agreement.

2.3 **"Independent Director"** means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49(II) (B) of the Equity Listing Agreement.

3. Policy:

Qualifications and criteria

3.1.1 The Nomination and Remuneration Committee, and the Board, shall review on annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company's operations.

3.1.2 In evaluating the suitability of individual Board member the NR Committee may take into account factors, such as:

- General understanding of the company's business dynamics, global business and social perspective;
- Educational and professional background
- Standing in the profession;
- Personal and professional ethics, integrity and values;
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

3.1.3 The proposed appointee shall also fulfill the following requirements:

- shall possess a Director Identification Number;
- shall not be disqualified under the companies Act, 2013;
- shall Endeavour to attend all Board Meeting and Wherever he is appointed as a Committee Member, the Committee Meeting;
- shall abide by the code of Conduct established by the company for Directors and senior Management personnel;
- shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as may be prescribed, from time to time, under the companies Act, 2013, Equity listing Agreements and other relevant laws.

3.1.4 The Nomination & Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the company's business.

3.2 Criteria of independence

3.2.1 The Nomination & Remuneration Committee shall assess the independence of Directors at time of appointment/ re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interest or relationships are disclosed by a Director.

3.2.2 The criteria of independence shall be in accordance with guidelines as laid down in companies Act, 2013 and Clause 49 of the Equity Listing Agreement.

3.2.3 The Independent Director shall abide by the "Code for Independent Directors" as specified in Schedule IV to the companies Act, 2013.

3.3 Other Directorships/ Committee Memberships

3.3.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as Director of the company. The HRNR Committee shall take into account the nature of, and the time involved in a Director Service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

3.3.2 A Director shall not serve as director in more than 20 companies of which not more than 10 shall be public limited companies.

3.3.3 A Director shall not serve an independent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed company.

3.3.4 A Director shall not be a member in more than 10 committee or act chairman of more than 5 committee across all companies in which he holds directorships.

For the purpose of considering the limit of the committee, Audit committee and stakeholder's relationship committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under section 8 of the Companies Act, 2013 shall be excluded.

Remuneration policy for Directors, key managerial personnel and other employees

1. Scope:

1.1 This policy sets out the guiding principles for the Nomination and Remuneration committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the company.

2. Terms and Reference:

In this policy the following terms shall have the following meanings:

2.1 **"Director"** means a Director appointed to the Board of the company.

2.2 **"key managerial personnel"** means

- (i) The Chief Executive Office or the managing director or the manager;
- (ii) The company secretary;
- (iii) The whole-time director;
- (iv) The chief finance Officer; and
- (v) Such other office as may be prescribed under the companies Act, 2013

2.3 "Nomination and Remuneration Committee" means the committee constituted by Board in accordance with the provisions of section 178 of the companies Act, 2013 and clause 49 of the Equity Listing Agreement.

3. Policy:

3.1 Remuneration to Executive Director and Key Managerial Personnel

3.1.1 The Board on the recommendation of the Nomination and Remuneration (NR) committee shall review and approve the remuneration payable to the Executive Director of the company within the overall approved by the shareholders.

3.1.2 The Board on the recommendation of the NR committee shall also review and approve the remuneration payable to the key managerial personnel of the company.

3.1.3 The Remuneration structure to the Executive Director and key managerial personnel shall include the following components:

- (i) Basic pay
- (ii) Perquisites and Allowances
- (iii) Stock Options
- (iv) Commission (Applicable in case of Executive Directors)
- (v) Retrial benefits
- (vi) Annual performance Bonus

3.1.4 The Annual plan and Objectives for Executive committee shall be reviewed by the NR committee and Annual performance Bonus will be approved by the committee based on the achievement against the Annual plan and Objectives.

3.2 Remuneration to Non – Executive Directors

3.2.1 The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Non – Executive Directors of the Company within the overall limits approved by the shareholders as per provisions of the companies act.

3.2.2 Non – Executive Directors shall be entitled to sitting fees attending the meetings of the Board and the Committees thereof. The Non- Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.

3.3. Remuneration to other employees

3.3.1. Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

DECLARATION BY INDEPENDENT DIRECTORS

The independent directors of the Company (SUNITHA GUPTA, BARUN NASKAR & JAGDEV YADAV) have given declarations that they meet the all criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

CEO/CFO/MD CERTIFICATION

The Chief Financial Officer (CFO) have issued certificate pursuant to the provisions of Regulation 27(2) of the LODR certifying that the Financial Statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs and the same forms a part of this report

FORMAL ANNUAL EVALUATION

As per section 149 of the Companies Act, 2013 read with clause VII (1) of the schedule IV and rules made there under, the independent directors of the company had a meeting on 13.02.2023 without attendance of non-independent directors and members of management. In the meeting the following issues were taken up:

(a) Review of the performance of non-independent directors and the Board as a whole;

(b) Review of the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;

(c) Assessing the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The meeting also reviewed and evaluated the performance of non-independent directors. The company has one non-independent directors namely:

- | | |
|------------------------------|-------------------------------|
| i.) Mr. Jagannath Jha | - Non-Independent & Executive |
| ii.) Mr. Mahesh Kumar Dalmia | - Non-Independent & Executive |

The meeting was recognized for shaping up of the company and putting the company on accelerated growth path. They devoted more time and attention to bring up the company to the present level.

The meeting also reviewed and evaluated the performance of the Board as whole in terms of the following aspects:

- Preparedness for Board/Committee meetings
- Attendance at the Board/Committee meetings
- Guidance on corporate strategy, risk policy, corporate performance and overseeing acquisitions and disinvestments.
- Monitoring the effectiveness of the company's governance practices
- Ensuring a transparent board nomination process with the diversity of experience, knowledge, perspective in the Board.
- Ensuring the integrity of the company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for financial and operational control and compliance with the law and relevant standards.

Mr. Jagannath Jha, chairman of the company and Mr. Mahesh Kumar Dalmia has performed exceptionally well by attending board meetings regularly, by taking active participation in the discussion of the agenda and by providing required guidance from time to time to the company for its growth etc.

It was noted that the Board Meetings have been conducted with the issuance of proper notice and circulation of the agenda of the meeting with the relevant notes thereon.

DIRECTOR'S RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory, and secretarial auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2022-21. Accordingly, pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

(a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) The Directors had prepared the annual accounts on a going concern basis; and

(e) The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or any other related parties as defined under the Companies Act, 2013, which may have potential conflict with interest of the company.

SUBSIDIARY COMPANIES

The Company does not have any subsidiary or Joint Venture.

LISTING WITH STOCK EXCHANGES:

The Company confirms that it has paid the Annual Listing Fees for the year 2022-23 to The SME Platform of BSE Limited where the Company's Shares are listed.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In line with the provisions of the Section 177(9) of the Act and the regulation 27(2) of LODR with stock exchanges, the Company has adopted Whistle Blower Policy, as part of vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the fundamental business principles of the Company.

This vigil mechanism provides for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the chairperson of the Audit committee, in exceptional cases. The Company Secretary is the designated officer for effective implementation of the policy and dealing with the complaints registered under the policy.

AUDITORS' REPORT

The Auditors' Report does not contain any qualification, reservation or adverse remarks. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

SECRETARIAL AUDIT REPORT

In terms of the provisions of Section 204 of the Companies Act, 2013 and Rules framed there under, a Secretarial Audit Report in the prescribed format, obtained from a Company Secretary in practice, is required to be annexed to the Board's Report. In view thereof, The Board has appointed Mr. Akhil Agarwal, Practicing Company Secretary, to conduct Secretarial Audit for the Financial Year 2022-23. The Secretarial Auditor's Report, in the prescribed format, for the period ended March 31, 2023 is annexed to this Directors' Report and forms part of the Annual Report.

STATUTORY AUDITOR

M/s. K B & Associates (FRN 328672E) retires at the ensuing annual general meeting and is eligible for re-appointment. *Due to pre-occupation with other assignments, M/s. K B & Associates, Chartered Accountants resigns from the Company w.e.f. 04.09.2023.*

As required under the provisions of Section 139 of the Companies Act, 2013, the Company has received a written consent from SSRV & Associates, Chartered Accountants (FRN:135901W) to their appointment and a certificate to the effect that their appointment, if made, would be in accordance with the Companies Act, 2013 and the rules framed there under and that they have satisfied the criteria provided in Section 141 of the Companies Act, 2013.

The Board recommends the appointment of SSRV & Associates, Chartered Accountants, as the statutory auditors of the Company from the conclusion of this Annual General meeting till the conclusion of the fourth Annual General Meeting.

EXTRACTS OF ANNUAL RETURN

As provided under Section 92(3) of the Act, the extract of the Annual Return in form MGT-9 is annexed herewith as **“Annexure- I”**.

BUSINESS RISK MANAGEMENT

Your Company has a structured framework to satisfy that sound policies, procedures and practices are in place to manage the key risks under risk framework of the company. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard and the same will be furnished on request.

Particulars of Employees pursuant to section 134(3)(q) of the Companies Act, 2013 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. None of the employees was employed throughout the financial year, which was in receipt of remuneration exceeding Rs. 6,000,000/- per annum or more. Therefore, Rule 5(2)(i) of the captioned Rules is not applicable.

2. None of the employees was employed throughout the financial year, who was in receipt of remuneration exceeding Rs. 500,000/- per month. Therefore, Rule 5(2)(ii) of the captioned Rules is not applicable.

3. No employee is a relative of any director or Key Managerial personnel of the Company. Therefore, Rule 5(2)(iii) of the captioned Rules is not applicable to any employee.

CORPORATE GOVERNANCE

The Company has complied with the corporate governance requirements as stipulated under Regulation 27(2) of the LODR entered into with the stock exchanges. A separate section on corporate governance is provided, along with a certificate from the auditor confirming the compliance of conditions of Corporate Governance as stipulated under Regulation 27(2) of the LODR entered into with the stock exchanges is annexed and forms part of this report.

MANAGEMENT DISCUSSION & ANALYSIS REPORTS

The Management Discussion and Analysis Reports is attached which forms part of this Report.

POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORK PLACE

The Company has a policy of zero tolerance for sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under.

The following is the summary of sexual harassment complaints received and disposed during the calendar year.

<input type="checkbox"/>	No. of complaints received:	Nil
<input type="checkbox"/>	No. of complaints disposed off:	Nil

CREDIT & GUARANTEE FACILITIES:

The Company has been not availing facilities of Credit and Guarantee .

AUDIT COMMITTEE

The details pertaining to composition of audit committee are included in the Corporate Governance Report, which forms part of this report. During the year under review, there were no instances when recommendation of audit committee was not accepted by the board.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of the directors' report.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation of the contribution made by the employees at all levels, to the continued growth and prosperity of your Company.

Your Directors also wish to place on record their appreciation of business constituents, banks and other financial institutions and shareholders of the Company like SEBI, BSE, NSDL, CDSL, RBL Bank, Bank of Baroda, IndusInd Bank and Kotak Mahindra Bank etc. for their continued support for the growth of the Company.

For and on behalf of the Board

Place: New Delhi
Date: 04/09/2023

Sd/-
Sunitha Gupta
Director
DIN No. 07133097

Sd/-
Jagannath Jha
Director
DIN:08943829

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2023

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:

i	CIN	:	L74899DL1992PLC048028
ii	Registration Date	:	16/03/1992
iii	Name of the Company	:	FRANKLIN LEASING AND FINANCE LIMITED
iv	Category of the Company	:	Public Company
v	(a) Address of the Registered office	:	UNIT/SHOP NO.205, SECOND FLOOR, AGGARWAL CITY MALL, ROAD NO.44, PITAMPURA, DELHI - 110034.
	(b) Contact details		franklinleasingfinance@gmail.com
vi	Whether listed company	:	Yes
vii	Name and Address and Contact detail of Registrar & Transfer Agents, if any	:	Skyline Financial Services Private Limited D-153A, 1st Floor, Okhla Industrial area, Phase-I, New Delhi-110020. Email: virenr@skyline

II PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the Company
1	Financial Services	642	100%

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY /ASSOCIATE	% of shares held	Applicable Section
1	Nil	-	-	-	-

Note: Section 2(87) is for Subsidiary company, Section 2(6) is for Associate Company

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1-April-2022]				No. of Shares held at the end of the year [As on 31-March-2023]				% Change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
(1) Indian									
a) Individual/HUF	80,000	-	80,000	0.51%	80,000	-	80,000	0.51%	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	4,177,600	-	4,177,600	26.47%	4,177,600	-	4,177,600	26.47%	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total A1:-	4,257,600	-	4,257,600	26.98%	4,257,600	-	4,257,600	26.98%	-
(2) Foreign									
a) NRI - Individual/	-	-	-	-	-	-	-	-	-
b) Other - Individual/	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Others	-	-	-	-	-	-	-	-	-
Sub-total A2:-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = A1+A2	4,257,600	-	4,257,600	26.98%	4,257,600.	-	4,257,600	26.98%	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	1,70,000	-	1,70,000	1.08	1,70,000	-	1,70,000	1.08	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Company	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total B1:-	1,70,000	-	1,70,000	1.08	1,70,000	-	1,70,000	1.08	-

2. Non-Institutions									
a) Bodies Corp.									
i) Indian	9754800	-	9754800	61.81%	9566800	-	9566800	60.62	-1.19
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals				-				-	-
i) Individual shareholders holding [nominal share capital upto Rs. 1 lakh	200000	-	200000	1.27	160000	-	160000	1.01	-0.26
ii) Individual shareholders holding nominal share capital in excess of Rs1 lakh	1360000	-	1360000	8.62	1532000	-	1532000	9.71	1.09
c) Others (specify)	40,000	-	40,000	0.25%	96,000	-	96,000	0.61%	0.36
Sub-total (B)(2):-	1,13,54,800	-	1,13,54,800	71.95%	11354800	-	1,13,54,800	71.95%	-
Total Public Shareholding (B)	11,524,800	-	11,524,800	73.02%	11,524,800	-	11,524,800	73.02%	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Total of share held by Costodian (C)	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	15,782,400	-	15,782,400	100%	15,782,400	-	15,782,400	100%	-

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

ii. Shareholding of Promoters

Sr. No.	Shareholder's Name	No. of Shares held at the beginning of the year [As on 1-April-2022]			No. of Shares held at the end of the year [As on 31-March-2023]			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Confident Financial Advisory Pvt. Ltd.	4,177,600	26.47%		4,177,600	26.47%		
2	Pawan Dalmia	80,000	0.51%		80,000	0.51%		
	Total	4,257,600	26.98%		4,257,600	26.98%		

iii Change in Promoters' Shareholding

Sr. No.	Shareholder's Name	Shareholding				Date	Increase / Decrease in Shareholding during the year	Reason	Cumulative Shareholding during the year	
		No. of Shares held at the beginning of the year [As on 1-April-2022]	% of total Shares of the company	No. of Shares held at the end of the year [As on 31-March-2023]	% of total Shares of the company				No. of Shares	% of total Shares of the company
		-	-	-	-	-	-	-	-	-
	Total									

iv Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDR's and ADR's)

Sr. No.	Shareholder's Name	Shareholding				Date	Increase / Decrease in Shareholding during the year	Reason	Cumulative Shareholding during the year	
		No. of Shares held at the beginning of the year [As on 1-April-2022]	% of total Shares of the company	No. of Shares held at the end of the year [As on 31-March-2023]	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	Kaksh Impex Private Limited	22,31,500	14.14%	22,31,500	14.14%					
2	Surakshit Merchants Private Limited	21,66,400	13.73%	21,66,400	13.73%					
3	Veenit Builders Private Limited	8,84,450	5.60%	8,84,450	5.60%					
4	Anupam Buildmart Private Limited	484000	3.07%	484000	3.07%					

5	K.K. Agro Trade Ventures Private Limited .	448000	2.84	448000	2.84					
6	Olwin Garments Private Limited	416000	2.64%	416000	2.64					
7	Bij Buildcon India Private Limited	308000	1.95	308000	1.95					
8	Overall Logistics Private Limited	248000	1.57	248000	1.57					
9	Indivar Realtors Pvt Ltd	228750	1.45%	228750	1.45%					
10	Yamini Investments Co Ltd	5,17,000	3.28%	5,17,000	3.28%					

v *Shareholding of Directors and Key Managerial Personnel*

Sr. No.	Shareholder's Name	Shareholding				Date	Increase / Decrease in Shareholding during the year	Reason	Cumulative Shareholding during the year	
		No. of Shares held at the beginning of the year [As on 1-April-2022]	% of total Shares of the company	No. of Shares held at the end of the year [As on 31-March-2023]	% of total Shares of the company				No. of Shares	% of total Shares of the company
1										

V. INDEBTEDNESS

i. **Indebtedness of the Company including interest outstanding/accrued but not due for payment.**

Sl. No.	Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
i	Principal Amount	-	82,50,00,000	-	82,50,00,000
ii	Interest due but not paid	-	-	-	-
iii	Interest accrued but not due	-	-	-	-
Total (i+ii+iii)		-	82,50,00,000	-	82,50,00,000
Change in Indebtedness during the financial year					
i.	Addition	-	-	-	-
ii.	Reduction	-	-	-	-
Net Change		-	-	-	-
Indebtedness at the end of the financial year					
i	Principal Amount	-	82,50,00,000	-	82,50,00,000
ii	Interest due but not paid	-	-	-	-
iii	Interest accrued but not due	-	-	-	-
Total (i+ii+iii)		-	82,50,00,000	-	82,50,00,000

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

i. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
1	Gross salary				
	(a) Salary as per provisions contained in Sec 17(1) of the Income Tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	-	-	-
	Ceiling as per the Act (Being 10% of the Net Profits of the Company as calculated under Section 198 of the Companies Act, 2013)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

ii. Remuneration to other directors:

Sl. no.	Particulars of Remuneration				Total Amount
1	Independent Directors				
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)				-
2	Other Non-Executive Directors				
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)				-
	Total				-
	Total Managerial Remuneration				-
	Overall Ceiling as per the Act (Being 11% of the Net Profits of the Company as calculated under Section 198 of the Companies Act, 2013)				-

iii. Remuneration To Key Managerial Personnel Other Than Md/Manager/Wtd

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary Rashmi Bhagat	CFO Raju Kumar Ram	
1	Gross salary	-	1,56,000.00	4,00,121.00	5,56,121.00
	(a) Salary as per provisions contained in Sec 17(1) of the Income Tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	1,56,000.00	4,00,121.00	5,56,121.00

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

1	Against the Company	None
2	Against the Directors	None
3	Against other Officers in Default under the Companies Act, 2013:	None

FORM MR -3
SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Franklin Leasing and Finance Limited
Unit/Shop No.205, Second Floor,
Aggarwal City Mall, Road No.44,
Pitampura, Delhi-110034

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Franklin Leasing and Finance Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment- **(Not Applicable to the Company during the Audit Period)**.
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018-**(as the company has not issued any shares during the financial year under review; the said regulations was not applicable to the Company);**
 - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993- **(as the Company is not registered as Registrar to Issue and Share Transfer Agent during the year under review, the said regulation are not applicable to the company);**
 - e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 – **(The equity shares of the company are neither delisted nor proposed to be delisted. Hence the provision of said regulation are not applicable to the company);**
 - f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **(The Company has not bought back or propose to buy-back any of its securities during the year under review, the said regulation are not applicable to the company ;)**

- g) *Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014/Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- (as the Company has not issued any shares/options to directors/employees under the said guidelines / regulations during the year under review, the said regulation was not applicable to the company);*

I have also examined compliance with the applicable clauses of the following:-

- Secretarial Standards with respect to Meeting of Board of Director (SS-1), General Meeting (SS-2) and Dividend (SS-3) issued by The Institute of Company Secretaries of India related to Board meetings, General Meeting and Dividend;
- The Listing Regulations Issued by the SEBI i.e. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

Further based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the course and conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 complied with proper Board-processes and compliance mechanism in place to the extent, in the manner as required under the various provisions of Companies Act, 2013, SEBI Act, 1992 and all other laws and applicable provisions there under mentioned above.

I further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Proper notice is given to all Directors to schedule the Board meetings in compliance with the provisions of Section 173(3) of the Companies Act, 2013, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

I further report that there are adequate systems and processes in the Company, commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines except granting of Loans and scale of operation over purchase and sale of shares, inventory and for expenses incurred.

I further Inform/report that during the year under review, the following events or actions had a major bearing on its affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:

I further report that:

- During the audit period, there were no instances of:

- (i) Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
- (ii) Redemption/buy-back of securities.
- (iii) Merger/ amalgamation/ reconstruction etc.
- (iv) Foreign technical collaborations

Note: This report is to be read with our letter of even date which is annexed as “**Annexure A**” and forms an integral part of this report.

**For Akhil Agarwal
Practicing Company Secretary**

Sd/-

**Akhil Agarwal
Proprietor
ACS No. 35073
CP No.: 16313**

**Place: Kolkata
Date: 30/08/2023
UDIN NO. A035073E000894745**

“ANNEXURE A”

**To,
The Members,
Franklin Leasing and Finance Limited**

Unit/Shop No.205, Second Floor,
Aggarwal City Mall, Road No.44,
Pitampura, Delhi-110034

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Akhil Agarwal
Practicing Company Secretary**

**Sd/-
Akhil Agarwal
Proprietor
ACS No. 35073
CP No.: 16313**

**Place: Kolkata
Date: 30/08/2023
UDIN NO. A035073E000894745**

Corporate Governance Report

The Directors present the Company's Report on Corporate Governance pursuant to Regulation 27(2) of the SEBI (LODR) Regulation, 2018 of the Listing Agreement with Stock Exchanges.

I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Franklin Leasing & Finance Limited defines Corporate Governance as a systemic process by which companies are directed and controlled to enhance their wealth- generating capacity. The Company's philosophy on corporate governance ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

The Company's Philosophy on Corporate Governance as adopted by its Board of Directors is to:

- Ensure that the quantity, quality and frequency of financial and managerial information, which the management shares with the Board, fully place the Board Members in control of the Company's affairs.
- Ensure that the Board exercises its fiduciary responsibilities towards share owners and creditors, thereby ensuring high accountability.
- Ensure that the extent to which the information is disclosed to present and potential investors is maximized.
- Ensure that the decision making is transparent and documentary evidence is traceable through the minutes of the meetings of the Board / Committees thereof.
- Ensure that the Board, the Management, the Employees and all concerned are fully committed to maximizing long-term value to the stakeholders and the Company.
- Ensure that the core values of the company are protected

II. BOARD OF DIRECTORS:

i. Size and Composition of the Board:

Name of the Director	Category	Attendance		Attendance at the Last AGM	Number of Committee positions held in other public companies		
		Held	Attended		Directorship	Chairman	Member
Mr. Jagannath Jha DIN: 08943829	Executive Director, Chairperson,	4	4	Yes	Nil	Nil	Nil
Mr. Mahesh Kumar Dalmia DIN: 09497773	Executive Director	4	4	Yes	Nil	Nil	Nil
Ms. Sunitha Gupta DIN- 07133097	Independent Director (Non-Executive)	4	4	Yes	Nil	Nil	Nil
Mr. Barun Naskar DIN No. 08554231	Independent Director (Non-Executive)	4	4	Yes	Nil	Nil	Nil
Mr. Jagdev Yadav DIN No. 08556048	Independent Director (Non-Executive)	4	4	No	Nil	Nil	Nil

The current policy is to have an appropriate mix of Executive and Independent Directors to maintain the independence of the Board and separate its functions of governance and management. As on March 31, 2023 the company has five Directors with an Executive chairman and an Executive Director. Of the 5 directors, 3 are Non-Executive Directors and Independent Directors which meets the requirement of not less than 50% being non-executive Directors. The composition of the Board is in conformity with Regulation 17(1) of the Listing Regulations and Section 149 of the Companies Act, 2013.

All the Directors have informed the Company periodically about their directorship and membership on the Board Committees of other public limited companies. As per disclosure received from Director(s), none of the Directors on the Board hold membership in more than ten (10) committees or chairmanship in more than five (5) committees across all the public limited companies in which he / she is a Director.

The compositions of the Board, as on March 31, 2023 are as follows:

Notes:

- The Directorship held by Directors as mentioned above, do not include Alternate Directorships and Directorships of Foreign Companies, Section 8 Companies Act 2013.
- In accordance with SEBI (LODR) Regulation, Membership/ Chairmanships of only the Audit Committee and Shareholders/ Investors Grievance Committees of all public limited companies have been considered.
- None of the Non-Executive directors have any material pecuniary relationship or transactions with the company other than for holding directorship and receiving sitting fees.
- All the directors who are on various Committees are within the permissible limits of the listing agreement. The Directors have intimated from time to time their membership in the various Committees in other Companies.

ii. Independent Directors are Non-Executive Directors as defined under Regulation 16 (1)(b) of the Listing Regulations

The maximum tenure of the Independent Directors is in compliance with the Companies Act, 2013. All the Independent Directors have confirmed that they meet the criteria as mentioned under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations.

During the year under review, a separate meeting of the Independent Directors was held on 13th February, 2023 inter-alia to discuss:

- Evaluation of the performance of Non- Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of Chairman of the Company, taking into view of the executive and Non-Executive Directors.
- Evaluation of the quality, content and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present for this meeting.

iii. Number of Board Meetings:

During the year ended March 31, 2023, **4(Four)** Board Meetings were held on **28.05.2022, 24.08.2022, 14.11.2022, and 24.02.2023** the gap between two meetings did not exceed 120 days.

The necessary quorum was present for all the meetings.

iv. Prevention of Insider Trading Code:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board of Directors and the designated employees have confirmed compliance with the Code.

III. COMMITTEES OF THE BOARD

In accordance with the requirement of the Listing Regulation entered into with the Stock Exchanges read with provisions of the Companies Act, 2013, the Company has constituted 3 Committees, viz.

- A. *Audit Committee;*
- B. *Nomination and Remuneration Committee;*
- C. *Shareholders Grievances Committee;* the details of which are as under:

A) AUDIT COMMITTEE:

In line with the provisions of the Regulation 27(2) of the SEBI (LODR) Regulation, 2015 of the Listing Agreement with Stock Exchanges read with Section 177 of the Companies Act, 2013, the Company constituted Audit Committee.

i. *Terms of Reference:*

The terms of reference of the Audit Committee are as per the guidelines set out in the listing agreement with the stock exchanges read with section 177 of the Companies Act, 2013. These broadly include:

1. Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing with the management, annual financial statements and auditor's report thereon, before submission to the board for approval, with particular reference to:
 - Matters required being included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 of the Act.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements
 - Disclosure of any related party transactions.
5. Reviewing with the management, the quarterly Financial Statements before submission to the Board for approval.
6. Reviewing with the management, the statement of uses/application of funds raised through an issue (public issue, right issue, preferential issue, etc.) the statements of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or right issue, and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring auditor's independence and performance, and effectiveness of audit process;
8. Scrutiny of inter-corporate loans and investments;
9. Valuation of undertakings or assets of the company, wherever it is necessary;
10. Evaluation of internal financial controls and risk management systems;
11. Reviewing with the management, performance of statutory and internal auditor, adequacy of the internal control systems;
12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
13. Discussion with internal auditors of any significant findings and follow up there on;
14. Reviewing the findings of any internal investigations by any internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control system of material nature and reporting the matter to the board;
15. Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of a concern;
16. To look into the reason for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
17. To review the functioning of the Whistle blower mechanism;
18. Approval of appointment of Chief Financial Officer after assessing the qualifications,

19. Carrying out any other function as is mentioned in the terms of reference of the audit committee;
20. To review the following information:
- The management discussion and analysis of financial condition and result of operation;
 - Statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - Management letters/ letters of internal control weaknesses issued by the Statutory Auditors;
 - Internal audit reports relating to internal control weaknesses;
 - The appointment, removal and terms of remuneration of Chief Internal Auditor;

ii. Number of Audit Committee Meetings held and the dates on which held:

All members of the Audit Committee are financially literate and they have accounting or related financial management expertise. The Audit Committee met 2(Two) times during the financial year ended 31st March, 2023. The attendance records of the members at the meeting were as follows:

Sr. No.	Name	Designation	No of Meetings held/attended
1.	Ms. Sunitha Gupta	Chairperson	2 of 2
2.	Mr. Jagannath Jha	Member	2 of 2
3.	Mr. Barun Naskar	Member	2 of 2

B) NOMINATION & REMUNERATION COMMITTEE:

The Board of Directors of the Company has constituted a Nomination & Remuneration Committee (N & R Committee), as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 27(2) of SEBI (LODR) Regulations, 2015. The object of Nomination & Remuneration Committee is to recommend/ review the remuneration of Managing Directors/Whole-Time Directors. The remuneration policy of the Company is directed towards rewarding performance and attracting new talents/retaining them. While deciding the remuneration, the Committee takes into account the financial position of the Company, trend in the Industry, Appointee's qualification, experience, past performance, past remuneration etc.

i. Terms of Reference:

The terms of reference of the Nomination & Remuneration Committee are as under:

1. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal.
2. To carry out evaluation of every director's performance.
3. To formulate the criteria for determining qualifications, positive attributes and independence of a director, and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
4. To formulate the criteria for evaluation of Independent Directors and the Board.
5. To devise a policy on Board diversity.
6. To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria.
7. To administer, monitor and formulate detailed terms and conditions of the Employees' stock Option Scheme including:
 - i. the quantum of options to be granted under Employees' Stock Option Scheme per employee and in aggregate;
 - ii. the conditions under which option vested in employees may lapse in case of termination of employment for misconduct;
 - iii. the exercise period within which the employee should exercise the option, and that the option would lapse on failure to exercise the option within the exercise period;

- iv. the specified time period within which the employee shall exercise the vested options in the event of termination or resignation of an employee;
 - v. the right of an employee to exercise all options vested in him at one time or at various points of time within the exercise period;
 - vi. the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions, such as rights issues, bonus issues, merger, sale of division and others;
 - vii. the granting, vesting and exercising of options in case of employees who are on long leave; and
 - viii. the procedure for cashless exercise of options.
8. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
9. To perform such other functions as may be necessary or appropriate for the performance of its duties.

ii. Composition of the Nomination & Remuneration Committee is as follows:

The Nomination & Remuneration Committee consists of three Independent Directors and one Executive Director. All members of the Nomination & Remuneration Committee are financially literate and they have accounting or related financial management expertise. The Nomination & Remuneration Committee met **2(Two) time** during the financial year dated 28.05.2022 and 24.08.2022 (The attendance records of the members at the meeting were as follows:

Sr. No.	Name	Designation	No of Meetings held/attended
1.	Mr. Jagdev Yadav	Chairperson	2 of 2
2	Mr. Barun Naskar	Member	2 of 2
3.	Ms. Sunitha Gupta	Member	2 of 2

This Committee has been formed to carry out the function as contained in the Listing Agreement and under the provisions of Section 178 of the Companies Act, 2013 and shall enjoy necessary powers and authority reviews commensurate with its functions.

iii. Policy for selection and appointment of Directors and their Remuneration:

The Nomination & Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and CEO & Managing Director and their remuneration. This Policy is accordingly derived from the said Charter.

a) Criteria of selection of Non-Executive Directors

The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.

In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.

The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director:

- i) Qualification, expertise and experience of the Directors in their respective fields;
- ii) Personal, Professional or business standing;
- iii) Diversity of the Board.

In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

iv) Remuneration Policy:

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board Meetings.

A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

iv. Chief Executive Officer (CEO)/Managing Director (MD) & Chief Financial Officer (CFO) – (a) Criteria for selection / appointment:

For the purpose of selection of the CEO/MD & CFO, the Nomination and Remuneration Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfils such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

b) Remuneration for the CEO/Managing Director & CFO:

At the time of appointment or re-appointment, the CEO/Managing Director & CFO shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the CEO/Managing Director & CFO within the overall limits prescribed under the Companies Act, 2013.

The remuneration shall be subject to the approval of the Members of the Company in General Meeting.

The remuneration of the CEO/Managing Director & CFO comprises only of fixed component. The fixed component comprises salary, allowances, perquisites, amenities and retrial benefits.

c) Remuneration Policy for the Senior Management Employees:

In determining the remuneration of the Senior Management Employees (i.e. KMPs and Executive Committee Members) the N&R Committee shall ensure the relationship of remuneration and performance benchmark is clear.

The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein-above, whilst recommending the annual increment and performance incentive to the N&R Committee for its review and approval.

C) SHAREHOLDERS / INVESTORS GRIEVANCES & SHARE TRANSFER COMMITTEE:

i. Composition of the Stakeholders Relationship Committee is as follows:

The Stakeholders Relationship Committee consists of two Independent Directors and one Executive Director. All members of the Stakeholders Relationship Committee are financially literate and they have accounting or related financial management expertise. The Stakeholders Relationship Committee met **1(One) time** during the financial year dated 28.05.2022 as on ended 31st March, 2023. The attendance records of the members at the meeting were as follows:

Sr. No.	Name	Designation	No of Meetings held/attended
1.	Mr. Jagannath Jha	Member	1 of 1
2	Mr. Barun Naskar	Member	1 of 1
3.	Ms. Sunitha Gupta	Chairperson	1 of 1

ii. Terms Of Reference:

The terms of reference of the Stakeholders' Relationship Committee are as under:

- Look into the redressal of shareholders' and investors' complaints/grievances like transfer of shares, non-receipt of Balance Sheet, non-receipt of declared dividend etc.;
- To review and ensure that the Registrar/Company's Transfer House implements all statutory provisions as above.
- Review the certificate of Practicing Company Secretary regarding timely action of transfer, sub-division, consolidation, renewal exchange or endorsement of calls/allotment monies.
- Oversee the performance of Registrar and Share Transfer Agent and recommend measures for overall improvement in the quality of investor services;
- Ascertain whether the Registrars and Share Transfer Agents (RTA) are sufficiently equipped with the infrastructure facilities such as adequate manpower, computer hardware and software, office space, documents handling facility etc. to serve the shareholders/investors;
- Recommend to the Board, the appointment, reappointment, if required, the replacement or removal of the Registrar and Share Transfer Agent and the fixation of their fees;
- To carry out any other function as required by Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulation, 2015, Companies Act and other Regulations.

iii. Email id for Investor Grievances:

franklinleasingfinance@gmail.com

iv. Details of shareholders' complaints received during the financial year ended March 31, 2023, number not solved to the satisfaction of shareholders and numbers of pending complaints are as follows:

Received during the year	NIL
Pending	NIL
Received during the year	NIL
Pending	NIL

OTHER COMMITTEES

i. Vigil Mechanism/Whistle Blower Policy:

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 and Regulation 27(2) of SEBI (LODR) Regulations, 2015 and a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.franklinleasing.in

IV. GENERAL BODY MEETINGS:

General Meetings

a. Annual General Meeting:

The details of the last three Annual General Meetings (AGMs) of the Company are as under:

Financial Year	Date	Meeting	Venue
2021-22	24 th September, 2022	AGM	Unit/Shop No.205,Second Floor, Aggarwal City Mall Road No.44,Pitampura, Delhi-110034
2020-21	30 th September, 2022	AGM	Unit/Shop No.205,Second Floor, Aggarwal City Mall Road No.44,Pitampura, Delhi-110034
2019-20	30 th September, 2020	AGM	Unit/Shop No.205,Second Floor, Aggarwal City Mall Road No.44,Pitampura, Delhi-110034

i) Special Resolution:

During the Financial Year 2022-23, the members of the Company had passed 1(One) special resolution.

ii) Details of Resolution passed through postal ballot:

During the year under review, no special resolution was passed through the postal ballot.

V. MEANS OF COMMUNICATION:

I. Quarterly Results:

Quarterly Results are published in leading English dailies and in local vernacular newspaper having wide circulation in West Bengal.

II. News Release, Presentation etc.:

Official news releases, detailed presentations made to media, analysts, institutional investors, etc. are displayed on the Company's website.

III. Website:

The Company's website www.franklinleasing.in carries a separate dedicated section 'Investor Relations' where shareholders information is available. Full Annual Report is also available on the website in a user friendly and downloadable form.

IV. Annual Report

Annual Report containing, inter-alia, Audited Annual Accounts, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management Discussion and Analysis (MD&A) and Corporate Governance Report form part of the Annual Report

V. Corporate filing with Stock Exchanges

All announcements, Quarterly Results, Shareholding Pattern etc. of the Company are also filed with the Stock Exchanges within prescribed timeline.

VI. DISCLOSURES:

i. RELATED PARTY TRANSACTIONS:

There are no materially significant transactions with the related parties viz. Promoters, Directors or the Management, or their relatives or Subsidiaries that had potential conflict with the Company's interest. Suitable disclosure as required by the Accounting Standard (AS- 18) has been made in the Annual Report.

There are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company which has potential conflict with the interests of the Company at large.

ii. No penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.

iii. The Company has in place a mechanism to inform the Board members about the Risk assessment and mitigation plans and periodical reviews to ensure that the critical risks are controlled by the executive management.

iv. During the year ended 31st March, 2023 the Company does not have any material listed/unlisted subsidiary companies as defined in Regulation 27(2) of the SEBI (LODR) Regulation, 2015 of the Listing Agreement with Stock Exchanges.

v. The Independent Directors have confirmed that they meet the criteria of 'Independence' as stipulated under Clause 27(2) of the Listing Agreement.

VII. MD/CFO CERTIFICATION

The Chief Financial Officer (CFO) Mr. Raju Kumar Ram have issued certificate pursuant to the provisions of Regulation 27(2) of the SEBI (LODR) Regulation, 2015 of the Listing Agreement with Stock Exchanges certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is attached and forms part of this Report.

VIII. ANNUAL GENERAL MEETING

Day & Date	: Thursday, 28 th September, 2023
Time	: 1:30 P.M
Venue	: Unit/Shop No.205, Second Floor, Aggarwal City Mall Road No.44, Pitampura Delhi North - 110034
Book Closure Date	: 21 st Sept., 2023 to 28 th Sept., 2023 (Both day Inclusive)

**b) Financial Calendar:
Calendar for Financial Year ended 31st March, 2023:**

The meetings of Board of Directors for approval of quarterly financial results during the Financial Year 2023-24 were held on the following date

Half Yearly Results	November 14, 2023
Audited Yearly Results	May 30, 2024

c) Listing in stock exchanges and stock codes:

The names of stock exchanges at which the equity shares are listed and respective stock codes are as under:

Name of the Stock exchange	Stock Code/ Security Code
The Bombay Stock Exchange Limited	539839

d) The ISIN number for the Company equity share: INE399S01010

e) CIN: L74899DL1992PLC048028

f) Outstanding GDR's/ADR's/Warrant's/Convertible instruments and their impact on equity: NIL

g) Market Price Data :

The Shares of the Company were listed for trading during the year 2022-23

➤ **Market Price Data:**

Month	High (Rs.)	Low (Rs.)	Volume (Nos.)
April, 2022	8.52	6.75	56000
May, 2022	8.40	9.55	48000
June, 2022	10.40	9.55	92000
July, 2022	9.90	8.00	460000
August, 2022	8.15	5.48	24000
September, 2022	8.23	6.00	36000
October, 2022	7.80	7.20	32000
November, 2022	8.45	6.36	220000
December, 2022	14.10	6.00	244000
January, 2023	17.02	7.14	180000
February, 2023	16.50	7.38	32000
March, 2023	14.90	14.90	-

g) E-Voting:

In terms of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration Rule), 2014 framed there under and as per regulation 44 the Listing Agreement, the Company is providing e-voting facility to its Members in respect of all Members' resolutions proposed to be passed at this Annual General Meeting.

h) Share Transfers Agent:

Name and Address : Skyline Financial Services Private Limited
: D-153A, 1st Floor, Okhla Industrial Area, Phase-I,
New Delhi-110020
Telephone : +91-11-64732681-88
Fax : +91-11-26812682
E-mail ID : viren@skylinerta.com; admin@skylinerta.com
Website : http://www.skylinerta.com/

i) Share Transfer System:

All physical share transfers are affected within 15 days of lodgement, subject to the documents being in order.

• **Shareholding Pattern:**

The shareholding of Distribution of shareholders as on 31st March, 2023 is given below:

Equity or Debenture holding Nominal Value	No of Shareholders	Total Numbers	Equity or Debenture holding Amount	Total Amount
1	2	3	4	5
Up To 5,000	0	0	0	0
5001 To 10,000	0	0	0	0
10001 To 20,000	0	0	0	0
20001 To 30,000	0	0	0	0
30001 To 40,000	27	23.28	108000	0.68
40001 To 50,000	1	0.86	4800	0.03
50001 To 1,00,000	9	7.76	72000	0.46
1,00,000 and Above	79	68.10	15597600	98.83
Total	116	100	15782400	100

• **Categories of Shareholders as on March 31, 2023**

Sl. No.	Category	No. of shares held	% of shareholding
1.	Promoters & Promoter Group	4257600	26.98
2	Public - Bodies Corporate	9566800	60.62
3	Public - Indian public	1692000	10.72
4	Others	266000	1.69
		15782400	100.00

l) Dematerialization of shares and liquidity:

Trading in the Company's shares is permitted only in dematerialized form for all investors as per notifications issued by the SEBI. The Company has established connectivity with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) through the Registrars to enable shareholders to hold their shares in electronic form and to facilitate script less trading.

SI No.	Particulars	No. of shares	% to Capital
1.	NSDL	13,05,100	8.27
2.	CDSL	1,44,77,300	91.73
3.	Physical	Nil	Nil
	Total	1,57,82,400	100.00

Address for correspondence:

FRANKLIN LEASING AND FINANCE PRIVATE LIMITED

Addr.: Unit No. 205, 2nd Floor,
Aggarwal City Mall, Road No.
44, Pitampura, Delhi-110034

Email Id: franklinleasingfinance@gmail.com

Website: www.franklinleasing.in

CEO & CFO CERTIFICATION

To

The Board of Directors

FRANKLIN LEASING AND FINANCE LIMITED

Unit/Shop No.205, Second Floor,
Aggarwal City Mall, Road No.44,
Pitampura, Delhi-110034

I, Raju Kumar Ram, Chief Finance Officer of Franklin Leasing and Finance Ltd to the best of my knowledge and belief certify that:

1. I have reviewed the balance sheet and profit and loss account, and all its schedules and notes to accounts, as well as the cash flow statement.
2. Based on my knowledge, information and belief, these statements do not contain any untrue statement of a material fact or omit to state a material fact that might be misleading with respect to the statements made.
3. Based on my knowledge, information and belief, the financial statements and other financial information included in this report present a true and fair view of the company's affairs for the period presented in this report and are in compliance with the existing accounting standards, applicable laws and regulations.
4. To the best of my knowledge, information and belief, no transactions entered into by the company during the year are fraudulent, illegal or volatile of the Company's Code of Conduct.
5. I am responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting.
6. I have disclosed, based on my most recent evaluation, wherever applicable, to the Company's Auditors and the Audit Committee of the Company's Board of Directors all significant deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps taken or proposed to be to rectify the deficiencies;

I have indicated to the Auditors and the Audit Committee:

- a) Significant changes in the Company's internal control over the financial reporting during the year;
- b) All significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements;
- c) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.

**FOR AND ON BEHALF OF THE BOARD,
FRANKLIN LEASING AND FINANCE LTD
Sd/-**

**Raju Kumar Ram
Chief Financial Officer**

**Place: New Delhi
Date: 04/09/2023**

CERTIFICATE OF CORPORATE GOVERNANCE REPORT

To,
The Members of
FRANKLIN LEASING AND FINANCE LIMITED
Unit/Shop No.205, Second Floor,
Aggarwal City Mall, Road No.44,
Pitampura, Delhi-110034

I have reviewed the implementation of Corporate Governance procedures by Franklin Leasing and Finance Limited during the year ended 31st March, 2023, with the relevant records and documents maintained by the Company, furnished to me for my review and the report on Corporate Governance as approved by the Board of Directors.

The compliance of conditions of corporate governance is the responsibility of the management. My examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

On the basis of my review and according to the information and explanations given to me, the company has complied with the conditions of Corporate Governance as stipulated in Regulation 27(2) of LODR with the Stock Exchanges in all material respects. There were no Investors grievances pending for a period exceeding one month against the Company as per the records maintained by the Stake Holders Relationship Committee.

For Akhil Agarwal
Practicing Company Secretary

Sd/-

Akhil Agarwal
Proprietor
ACS No. 35073
CP No.: 16313

Place: Kolkata
Date: 30/08/2023
UDIN. A035073E000894756

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Franklin Leasing and Finance Limited
Unit/Shop No.205, Second Floor,
Aggarwal City Mall, Road No.44,
Pitampura, Delhi-110034.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Franklin Leasing and Finance Limited** having CIN L74899DL1992PLC048028 and having registered office at **Unit/Shop No.205, Second Floor, Aggarwal City Mall, Road No.44, Pitampura, Delhi-110034.**(hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in), BSE as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

SR. NO.	NAME OF DIRECTORS	DIN
1	SUNITHA GUPTA	07133097
2	JAGANNATH JHA	08943829
3	BARUN NASKAR	08554231
4	JAGDEV YADAV	08556048
5.	MAHESH KUMAR DALMIA	09497773

I further hereby inform that, ensuring the eligibility for the appointment / continuity of Director on the Board is the responsibility of the Company. Our responsibility is to issue this certificate based on verification of documents and information available in the public domain. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Akhil Agarwal
Practicing Company Secretary

Sd/-
Akhil Agarwal
Proprietor
ACS No. 35073
CP No.: 16313

Place: Kolkata
Date: 22/08/2023
UDIN NO. A035073E000842506

DECLARATION BY DIRECTOR OF AFFIRMATION BY DIRECTORS AND SENIOR MANAGEMENT PERSONNEL OF COMPLIANCE WITH THE CODE OF CONDUCT:

The shareholders

I, Jagannath Jha Director of the Company do hereby declare that the directors and senior management of the Company have exercised their authority and powers and discharged their duties and functions in accordance with the requirements of the code of conduct as prescribed by the company and have adhered to the provisions of the same.

Place: New Delhi
Date: 04/09/2023

For and on behalf of the Board
Sd/-
Jagannath Jha
Director
DIN: 08943829

Management Discussion and Analysis Report



OVERVIEW

Our Company Was incorporated as Franklin Leasing and Finance Private Limited on March 16, 1992 under the Companies act, 1956, bearing registration No. 048028 having its registered office at Delhi. Subsequently the company became the Public Limited Company pursuant to a special resolution passed by the members of the company at the EGM held on September 10, 2013 and the name of the company was changed to Franklin Leasing and Finance Limited. A fresh Certificate of Incorporation consequent to a public Limited Company was issued on February 13, 2014 by ROC, Delhi.

Our Company is NBFC Registered with RBI to carry NBFC activities under section 45 -IA of the Reserve Bank of India Act, 1934 bearing Registration No. B-14.02383 dated May 22, 2001.

The year 2019-20 began with several changes on the macroeconomic front, including rising inflation, dwindling industrial output and a falling rupee. The enactment of the GST legislation has been a milestone reform that will create a win-win environment for all stakeholders and heralds an integrated and productive economy, and is expected to further boost economic growth. However, there could be temporary transition challenges during the cut-over.

INDUSTRY STRUCTURE & DEVELOPMENTS

This section of the Annual Report has been included in adherence to the spirit enunciated in the Code of Corporate Governance approved by the Securities and Exchange Board of India. Shareholders and Readers are cautioned that in the case of data and information external to the Company, though the same are based on sources believed to be reliable, no representation is made on its accuracy or comprehensiveness. Further, utmost care has been taken to ensure that the opinion expressed therein contain its perceptions on most of the important trends having a material impact on the Company's operations.

We are a Non- Deposit taking Non- Systematically Important Non- Banking Finance Company (NBFC-ND- NSI) engaged primarily in the business of advancing loans and investing/trading in securities. The Company undertakes no obligation to publicly update or revise any of the opinions or forward-looking statements expressed in his report, consequent to new information, future events, or otherwise. Estimation and expectation made in the Report may differ from actual performance due to various Economic conditions, Government Policies and other related factors. We have been running on a modest operating scale till the mid of 2022-23. However the company from now onwards has commenced a process of improving our internal systems including but not limited to allocation strategies, Financial Discipline and better utilizations of our fund based portfolio.

Goods & Services Tax (GST) will stand to benefit as entertainment tax will fall under the ambit of GST and input credits will be available to all segments across the board.

The keen emphasis laid by the central government on the ease of doing business and “Make in India” initiative led to higher FDI inflows. However, economic growth in 2022-2023 is expected to be higher which augurs well for our industry.

INDUSTRY DEVELOPMENT:

The NBFCs show moderation growth in asset management, rising delinquency resulting in higher provisionary thereby impacting profitability. However, comfortable capitalization level and conservative liquidity management continues to provide comfort to the credit profile of NBFCs inspire of the impact of the profitability.

GOODS AND SERVICE TAX

Goods and Services Tax (GST) is a landmark reform which will have a lasting impact on the economy and on businesses. Implementation of a well-designed GST model that applies to the widest possible base at a low rate can provide significant growth stimulus to the business and contribute to the Prime Minister's mission of 'Make in India'. Your Company has been preparing for migrating to GST for the past year; changes across IT systems, Supply Chain and operations have been made keeping in mind the sweeping changes that GST would bring in. While there are a few areas that need to be addressed, the Government has announced an intention to go live on GST on 1st July, 2018 and your Company will be ready for this transformative reform. There were some big positives in India too that would lay the foundation for future growth.

The biggest among them being the growing consensus between all parties to roll out the combined Goods & Services Tax (GST). With the Constitution Amendment Bill for Goods and Services Tax being approved by the President of India post its passage in the Parliament, India moved a step closer to creating a unified taxation structure. GST is bound to usher in efficiencies in the system via ease of doing business (one tax rate subsuming all other taxes), thereby leading to an improved business environment. It will help curtail the cascading effect of multiple taxes and enable faster movement of goods across the country. Moreover, GST implementation is likely to have some temporary impact due to probable down stocking in the trade channels and likely conversion from unorganized to organized.

BUSINESS STRENGTH:



- *Well Qualified and Experienced Promoter*

Our Company is backed by a well qualified and experienced promoter. We believe that the past experience and industry networks of our promoter/ director will help us in achieving our key business strategies.

- *Long Standing Track-record and Established relationships*

Our Company received its NBFC Registration in the year 2001. Hence, the company has been in the business of providing short term as well as longer duration's loan and advances in the North Indian region for around a decade. Our newly induced Promoter/ Director- Mr. Jagannath Jha along with our other directors proposes to utilize the readily available database of clients as well as long standing relationships with capital Market Players to ensure effective utilization of our assets and improve the overall operational and financial efficiencies of the company.

BUSINESS STRATEGY:

- *Improve the Investment process*

Our Company has in the past made losses while investing and trading in securities. The Company will continue to trade and invest in stock Markets and other avenues; however, we intend to improve our internal systems and processes in order to maximize the risk adjusted returns of the available assets. Further we intend to assess better market opportunities for loans and advances and aim at diversifying the customer base in order to reduce per account risks.

- *Increase Our Client Database*

The Company believes that business is a by-product of relationship. Since, most of our loans are short term as well as unsecured in nature, this business model is heavily reliant on client relationship that are established over period of time. The company believes that a long term client relationship with large client fetches better

dividends. The company intends to establish strategic alliances and share risk with companies whose resources, skills and strategies are complementary to the company's business and are likely to enhance its opportunities.

The company wants to expand its portfolio of products and services by introducing products such as Loans against Property, IPO Funding, Financial and management Consultancy in addition with the existing products of Unsecured ICD Loans and personal loans. We plan to continue to sell our products and services to our existing corporate client base and further target other High Net worth Individuals and firms with impeccable credit track record to whom the company may advance funds both secured/unsecured based on the risk profile and as envisaged in the loan policy of the company.

▪ Focus on other geographical areas and key cities to increase our market share

Our company intends to extend its financing services in other geographical areas in India and target the cities that are financial centres. In line with the strategic objective, we have recently opened our new full time office in Kolkata. Further as and when the opportunities arise we shall explore opening of offices/ centres at other financial centres such as Delhi, Ahmadabad & Chennai.

OPPORTUNITIES:

FRANKLIN LEASING & FINANCE LIMITED, being a financial Company, is exposed to specific risks that are particular to its business and environment within which it operates including its interest rate volatility, investment cycle, credit risk, market risk and operational risk. The measurement, monitoring management of risk remains key focus areas for the company. The company has laid down stringent credit norms through the Lending Policy Framework approved by the Board. It maintains a conservative approach and manages the credit risk through prudent selection of clients, delegation of appropriate lending powers and by stipulating various prudential limits. In retail loan businesses like ours, overall portfolio diversification and reviews also facilitate mitigation and management. The enactment of the GST legislation has been a milestone reform that will create a win-win environment for all stakeholders and heralds an integrated and productive economy, and is expected to further boost economic growth. However, there could be temporary transition challenges during the cut-over.

THREATS:

Growth of the Company's asset book, quality of assets and ability to raise funds depend significantly on the economy. Unfavourable events in the Indian economy can affect consumer sentiment and in turn impact consumer decision to purchase financial products. Competition from a broad range of financial services providers, unstable political environment and changes in Government policy / regulatory framework could impact the Company's operations.

OUTLOOK:

The markets will continue to grow and mature leading to differentiation of products and services. Each financial intermediary will have to find its niche in order to add value to consumers. The Company is cautiously optimistic in its outlook for the year 2022-23.

✚ Asset quality of NBFC Sector:

The GNPA of the NBFC sector as a percentage of total assets increased in March. Capital Adequacy:

- ✚ As per the extant guidelines, NBFC's are required to maintain a minimum capital consisting of Tier-I and Tier-II capital, of not less than 15 percent of their aggregate risks-weighted assets.

RESPONSIBILITY FOR THE MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Board of Directors have reviewed the Management Discussion and Analysis prepared by the Management, and the Independent Auditors have noted its contents. Statement in this report of the Company's objective, projections, estimates, exceptions, and predictions are forward looking statements subject to the applicable laws and regulations. The statements may be subjected to certain risks and uncertainties. Company's operations are affected by many external and internal factors which are beyond the control of the management. Thus the actual situation may differ from those expressed or implied. The Company assumes no responsibility in respect of forward looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.

BUSINESS OVERVIEW & INDUSTRY DEVELOPMENTS

The company was incorporated as Franklin Leasing And Finance Limited on March 16, 1992 under the companies act, 1956 bearing Registration No. 048028 having its registered office in Delhi. Our Company is NBFC registered with RBI to carry on NBFC activities under section 45-IA of the Reserve Bank Of India Act, 1934 bearing registration No. B-14.02383 dated May 22, 2001. We are Deposit taking Non- Systematically Important Non-Banking Finance Company (NBFC-ND-NSI) engaged primarily in the business of advancing loans and investing/trading in securities. The main object of the company is to cater to the growing industry for increasing its investment strategy. The company is planning to increase its investment strategy for the growth of the business.

As regards developments in the industry and your company's performance for the year under review in relation to those developments, the same has been explained in greater details in Directors Report under Performance Review.

RISKS AND CONCERNS

Risk is an inherent part of any business. There are various types of risks, which threat the existence of a company like Credit Risk, Market Risk, Operational Risk, Liquidity Risk, Interest Rate Risk, Strategic Risk, Regulation Risk etc. Your Company aims at enhancing and maximizing shareholders value by achieving appropriate trade-off between risk & returns.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that all transactions are authorized, recorded and reported correctly.

The internal control is supplemented by an extensive program of internal audits, review by management and documented policies, guidelines and procedures. The internal control is designed to ensure that financial and other records are reliable for preparing financial statements and other data and for maintaining accountability of assets.

DISCUSSIONS ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The Financial Performance of the company for the year under review is disclosed in the Directors report. Please refer to Directors' Report for the detail study on the performance review of the company.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The industrial relations remained cordial throughout the year. The employees of the Company have extended a very productive cooperation in the efforts of the management to carry the Company to greater heights. Continuous training down the line is a normal feature in the Company to upgrade the skills and knowledge of the employees and workmen of the Company.

Your Company has been a thought leader in the area of big data and analytics as a tool to drive sustainable growth. The Company uses intelligent analytics at the back end, to deliver better on-shelf availability in stores. Your Company continues to strengthen this capability to stay ahead of the competition. In FY 2019-20, a GST Awareness Campaign was driven through the social learning platform and was provided to 19000+ employees, to build knowledge around Goods and Services Tax and how it impacts citizens of India and the businesses

FORTHCOMING STATEMENT

The statements made above may be construed as Forward Looking Statements within the meaning of the applicable laws and regulations. Actual performance of the Company may vary substantially depending upon the business structure and model from time to time. Important external and internal factors may force a downtrend in the operations of the Company.

Recently, take-out financing arrangement has been permitted through ECB, under the approval route, for refinancing of rupee loans availed from domestic bank be eligible borrowers in the port, airport, roads including bridges and power sectors for development of new projects.

To conclude, concrete policy and regulatory measure need to be undertaken. Some of the most important include measures taken to increase the breadth and the depth of the corporate bond markets in India.

K B & ASSOCIATES
Chartered Accountants
61 Burtolla Street, 1st Floor
Kolkata- 700007

Ph. No.: 91+7003145609/9804824393
Email: kk.bhoomi@gmail.com,
bhharat.soni@gmail.com



To the Members of **FRANKLIN LEASING AND FINANCE LIMITED**

Opinion

We have audited the financial statements of FRANKLIN LEASING AND FINANCE LIMITED (“the Company”), which comprise the balance sheet as at 31st March 2023, and the statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2023, its **profit** and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Accounting Standards (AS) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S. No.	Key Audit Matter	Auditor’s Response
1.	Nil	Nil

Information other than the financial statements and auditors’ report thereon

The Company’s board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board’s Report including Annexures to Board’s Report but does not include the financial statements and our auditor’s report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from

error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards (AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us

to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.

- v. No dividend has been declared or paid during the year by the company.
3. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
4. As per proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), which provides for the feature of recording of audit trail (edit log) facility in the accounting software used by the Company for maintenance of books of account and related matters, is applicable for the Company only with effect from financial year beginning April 1, 2023, the reporting under clause (g) of Rule 11 is currently not applicable.

For, K B & ASSOCIATES
Chartered Accountants
Firm Regn No. 328672E

KANHAIYA KUMAR AGARWAL
Partner
Membership No. 068789
UDIN: 23068789BGWMQE7201

Date: 30.05.2023
Place: New Delhi



Annexure 'A'

The Annexure referred to in paragraph 1 of Our Report on “Other Legal and Regulatory Requirements”.

We report that:

- (i) (a) The Company has no fixed assets and thus clause 3(i)(a), 3(b), 3(c) and 3(d) of the Order is not applicable;
- (b) As explained to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) As explained to us, physical verification of inventory has been conducted at reasonable intervals by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancy of 10% or more in the aggregate for each class of inventory were noticed on physical verification of stocks by the management as compared to book records;
- (b) The Company has not been sanctioned working capital limits in excess of five crores rupees from banks or financial institutions, thus clause 3(ii)(b) of the Order is not applicable.
- (iii) As explained to us, the Company is a non-deposit taking non-banking financial company (“NBFC”) registered with the Reserve Bank of India (“RBI”) and as a part of its business activities is engaged in the business of lending across various types of customers.

During the year, in the ordinary course of its business, the company has made investments in, provided guarantee or security to or granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. With respect to such investments, guarantees/ security and loans and advances:

- (a) The principal business of the company is to give loans and hence reporting under clause 3(iii)(a) of the Order is not applicable;
- (b) According to the information and explanations given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of

loans and guarantees provided are not prima facie prejudicial to the company's interest;

- (c) According to the information, explanation provided to us, in respect of loans and advances in the nature of loan, schedule of repayment of principal and payment of interest have been stipulated and the borrowers have been regular in the payment of the principal and interest.
 - (d) According to the information explanation provided to us, there are no amounts overdue for more than ninety days in respect of the loan granted to Company/ Firm/ LLP/ Other Parties, hence reporting under this clause is not applicable;
 - (e) The principal business of the company is to give loans and hence reporting under clause 3(iii)(e) of the Order is not applicable;
 - (f) The company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year, reporting under clause iii(f) is not applicable.
- (iv) The Company has not advanced loans or made investments in or provided guaranty or security to parties covered by section 185 of the Act and the provisions of Section 186 of the Act are not applicable to the Company. Hence reporting under clause 3(iv) of the Order is not applicable.
- (v) The company has not accepted any deposits or amounts which are deemed to be deposits covered under sections 73 to 76 of the Companies Act, 2013.
- (vi) As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act for the business activities carried out by the Company. Hence reporting under clause 3(vi) of the Order is not applicable.
- (vii) (a) According to the records made available to us, company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. According to the information and explanation given to us there were no outstanding statutory dues as on 31st of March, 2023 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there is no statutory dues referred to in sub-clause (a) that have not been deposited on account of any dispute.
- (viii) According to the information and explanations given by the

management, no transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

- (ix) (a) In our opinion and according to the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender;
- (b) According to the information and explanations given by the management, the company is not declared wilful defaulter by any bank or financial institution or other lender;
- (c) In our opinion and according to the information and explanations given by the management, the Company has not obtained any term loan during the year and thus reporting under clause 3(ix)(c) of the Order is not applicable;
- (d) In our opinion and according to the information and explanations given by the management, funds raised on short term basis have, prima facie, not been used during the year for long term purposes by the Company;
- (e) In our opinion and according to the information and explanations given by the management, the company has no subsidiaries, associates or joint ventures, and thus reporting under clause 3(ix)(e) of the Order is not applicable;
- (f) In our opinion and according to the information and explanations given by the management, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies, and thus reporting under clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year;
- (b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
- (xi) (a) According to the information and explanations given by the management, no fraud by the company or any fraud on the company has been noticed or reported during the year;
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- (c) According to the information and explanations given to us by the management, no whistle-blower complaints had been received by the company.

- (xii) The company is not a Nidhi Company and thus reporting under clause 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and the details have been disclosed in the financial statements,
- (xiv) (a) In our opinion and based on our examination, the company have adequate internal audit system commensurate with the size and nature of its business.
- (b) We have taken into consideration, the reports of the Internal Auditors received by the Company during the year and provided to us while determining the nature, timing and extent of audit procedures.
- (xv) On the basis of the information and explanations given to us, in our opinion during the year the company has not entered into any non-cash transactions with directors or persons connected with him and thus provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) In our Opinion and based on our examination, the Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and it has obtained the registration.
- (b) The Company has conducted the Non-Banking Financial activities with a valid Certificate of Registration (CoR) from the Reserve Bank of India (RBI) as per the Reserve Bank of India Act, 1934. The Company has not conducted any Housing Finance activities and is not required to obtain CoR for such activities from the RBI.
- (c) The Company is not a Core Investment Company (CIC) and hence reporting under clause 3(xvi)(c) of the Order is not applicable.
- (d) The Company is forming part of any Group and hence reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) Based on our examination, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and hence reporting under clause 3(xviii) of the Order is not applicable.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet

as and when they fall due within a period of one year from the balance sheet date.

We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due;

(xx) Based on our examination, the provision of section 135 are not applicable on the company and hence reporting under clause 3(xx)(a), (xx)(b) of the Order is not applicable.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

**For K B & ASSOCIATES
Chartered Accountants
Firm Regn No. 328672E**

**KANHAIYA KUMAR AGARWAL
Partner
Membership No. 068789
UDIN: 23068789BGWMQE7201**

**Date: 30.05.2023
Place: New Delhi**



Annexure 'B'

Report on Internal Financial Controls with reference to financial statements

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of FRANKLIN LEASING AND FINANCE LIMITED ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both

applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

-A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31st March, 2023, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For, K B & ASSOCIATES
Chartered Accountants
Firm Regn. No. 328672E**

**KANHAIYA KUMAR AGARWAL
Partner
Membership No. 068789
UDIN: 23068789BGWMQE7201**

**Date: 30.05.2023
Place: New Delhi**

FRANKLIN LEASING & FINANCE LIMITED

CIN : L74899DL1992PLC048028

Balance Sheet as at March 31, 2023

Rs. In hundreds

		Note No.	As at March 31, 2023	As at March 31, 2022
I ASSETS				
Financial Assets				
(a) Cash and cash equivalents		4	11,317.55	2,387.61
(b) Bank balance other than cash and cash equivalents		5	10,028.52	6,100.82
(c) Receivables				
(I) Trade receivables		6	2,85,194.96	1,56,694.50
(d) Loans		7	1,16,71,323.85	1,11,76,202.82
(e) Investments		8	12,02,293.00	11,91,353.00
(f) Other financial assets		9	1,83,996.22	1,82,458.30
Total financial assets			1,33,64,154.10	1,27,15,197.05
Non financial Assets				
(a) Inventories		10	4,22,838.86	76,159.90
(b) Deferred tax Assets			61.42	61.42
(c) Property, plant and equipment		11	-	-
(d) Other non financial assets			-	-
Total non financial assets			4,22,900.28	76,221.32
Total Assets			1,37,87,054.38	1,27,91,418.37
II LIABILITIES AND EQUITY				
Liabilities				
Financial liabilities				
(a) Payables				
(I) Trade payables				
(i) total outstanding dues of micro enterprises and small enterprises				
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		12 (i)	65,199.05	-
(II) Other payables				
(i) total outstanding dues of micro enterprises and small enterprises				
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		12 (ii)	71.58	1,230.50
(b) Debt securities				
(c) Borrowings (other than debt securities)		13	82,50,000.00	82,50,000.00
(d) Subordinated liabilities				
(e) Other financial liabilities		14	17,09,033.59	7,96,532.98
Total financial liabilities			1,00,24,304.22	90,47,763.48
Non financial liabilities				
(a) Current tax liabilities				
(b) Provisions		15	33,727.31	27,326.31
(c) Deferred tax liabilities (net)		16	-	-
(d) Other non financial liabilities		17	527.51	2,197.51
Total non financial liabilities			34,254.82	29,523.82
EQUITY				
(a) Equity share capital		18	15,78,240.00	15,78,240.00
(b) Other equity		19	21,50,255.34	21,35,891.07
Total Equity			37,28,495.34	37,14,131.07
TOTAL LIABILITIES AND EQUITY			1,37,87,054.38	1,27,91,418.37
See accompanying notes to the financial statements		I-3	0.00	-
For and on Behalf of Board of Directors of Franklin Leasing & Finance Limited				
As per our report of even date				
For KB & ASSOCIATES				
Chartered Accountants			sd/-	sd/-
FRN 328672E				
			JAGANNATH JHA	SUNITHA GUPTA
			Director	Director
			DIN: 08943829	DIN: 07133097
KANHAIYA KUMAR AGARWAL				
PARTNER				
M No 068789				
UDIN: 23068789BGWMQE7201			sd/-	sd/-
			RAJU KUMAR RAM	RASHMI BHAGAT
			Chief Financial Officer	Company Secretary
			PAN - AITPR9837M	PAN - BINPB8769B
Place : New Delhi				
Date : 30.05.2023				

FRANKLIN LEASING & FINANCE LIMITED

CIN : L74899DL1992PLC048028

Statement of Profit and Loss for the year ended March 31, 2023

Particulars	Note No.	Rs. In hundreds	
		As at March 31, 2023	As at March 31, 2022
I. Revenue from operations			
(i) Interest income	20	2,97,425.62	11,71,644.16
(ii) Dividend income	21	9.98	-
(iii) Sale of product/service	22	8,76,944.44	1,25,127.89
II. Other income	23	3,089.48	1,611.24
III. Total Income (I+II)		11,77,469.52	12,98,383.29
IV. Expenses :			
(i) Finance Costs	24	9,92,296.72	9,71,063.96
(ii) Impairment on financial assets	25	-	-
(iii) Purchase of stock in trade	26	4,61,401.38	2,60,329.26
(iv) Changes in inventory of finished goods	27	-3,46,678.96	8,393.78
(v) Employee Benefit Expenses	28	11,781.21	14,894.69
(vi) Depreciation, Amortization and impairment		-	-
(vii) Other Expenses	29	37,903.90	15,024.69
Total expenses (IV)		11,56,704.25	12,69,706.38
V. Profit before tax (III-IV)		20,765.26	28,676.91
VI. Tax Expense:			
Current tax		5,399.00	8,177.00
Deferred tax	30	-	-
Total tax expense (VI)		5,399.00	8,177.00
VII. Profit for the year (VI-VII)		15,366.26	20,499.91
VIII. Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
(i) Re-measurement losses/(gain) on defined benefit plans		-	-
(ii) Equity instruments through other comprehensive income		-	-
(iii) Income tax relating to items that will not be reclassified to profit or loss		-	-
Total Other comprehensive income (VIII)			
IX. Total Comprehensive Income for the year (VII+VIII)		15,366.26	20,499.91
XII. Earnings per equity share of ₹ 10 each	31		
- Basic		0.01	0.01
- Diluted		0.01	0.01
See accompanying notes to the financial statements	I-3		

For and on Behalf of Board of Directors of Franklin Leasing & Finance Limited

As per our report of even date

For K B & ASSOCIATES

Chartered Accountants

FRN 328672E

JAGANNATH JHA

SUNITHA GUPTA

Director

Director

DIN: 08943829

DIN: 07133097

KANHAIYA KUMAR AGARWAL

PARTNER

M. No 068789

UDIN: 23068789BGWMQE7201

Place : New Delhi

Date : 30.05.2023

RAJU KUMAR RAM

RASHMI BHAGAT

Chief Financial Officer

Company Secretary

PAN - AITPR9837M

PAN - BINPB8769B

FRANKLIN LEASING & FINANCE LIMITED			
CIN : L74899DL1992PLC048028			
Statement of Cash flows for the year ended 31st March, 2023			
			Rs. In hundreds
Particulars		As at March 31, 2023	As at March 31, 2022
A. Cash flow from operating activities			
Net profit before tax		20,765.26	28,676.91
Adjustments for Depreciation		-	-
Adjustment for balance of asset written off		-	-
Operating profit before working capital changes		20,765.26	28,676.91
Adjustments for:-			
Movements in working capital :			
(Increase)/ decrease in operating (current) Asset		-9,71,838.36	-4,23,447.49
Increase/ (decrease) in operating (current) liabilities		9,74,870.74	5,65,235.94
Cash generated from operations		23,797.64	1,70,465.36
Income tax paid		-	-8,177.00
Net cash inflow/(outflow) from operating activities		23,797.64	1,62,288.36
B. Cash flow from investing activities			
Purchase of Fixed Assets / Investment		-	-
(Increase)/ decrease in operating (Non-current) Asset		-10,940.00	-4,23,070.00
Increase/ (decrease) in operating (Non-current) liabilities			
Net cash inflow / (outflow) from investing activities		-10,940.00	-4,23,070.00
C. Cash inflow/(outflow) from financing activities			
Increase & Decrease of short-term borrowings		-	-
Proceeds from other long term liabilities		-	-
Financial expenses		-	-
Net cash inflow / (outflow) used in financing activities		-	-
Net changes in cash and cash equivalents		12,857.64	-2,60,781.64
Opening Cash and cash equivalents		8,488.43	2,69,270.07
Closing cash and cash equivalents		21,346.07	8,488.43
Components of cash and cash equivalents			
Cash in hand		11,317.55	2,387.61
Deposit with banks in current accounts		10,028.52	6,100.82
Toal cash and cash equivalents		21,346.07	8,488.43
Note:		0.00	-0.00
(i) Statement of cash flows has been prepared using Indirect method in accordance with Ind AS-7			
See accompanying notes to the financial statements			
For and on Behalf of Board of Directors of Franklin Leasing & Finance Limited			
As per our report of even date			
For K B & ASSOCIATES			
Chartered Accountants			
FRN 328672E			
		JAGANNATH JHA	SUNITHA GUPTA
		Director	Director
KANHAIYA KUMAR AGARWAL		DIN: 08943829	DIN: 07133097
PARTNER			
M. No 068789			
UDIN: 23068789BGWMQE7201		RAJU KUMAR RAM	RASHMI BHAGAT
Place : New Delhi		Chief Financial Officer	Company Secretary
Date : 30.05.2023		PAN - AITPR9837M	PAN - BINPB8769B

FRANKLIN LEASING & FINANCE LIMITED			
CIN : L74899DL1992PLC048028			
Statement of Changes in Equity for the year ended on March 31, 2023			
			Rs. In hundreds
Equity Share Capital			
Particulars	As at March 31, 2023	As at March 31, 2022	
Balance at the beginning of the year	15,78,240.00	15,78,240.00	
Changes during the year			
Balance at the end of the year	15,78,240.00	15,78,240.00	
Other Equity			
Particulars	As at March 31, 2023	As at March 31, 2022	
Reserves and Surplus			
(i) Securities Premium Reserve			
Balance at the beginning of the year	19,79,400.00	19,79,400.00	
Add : Premium on shares issued during the year	-	-	
Balance at the end of the year	19,79,400.00	19,79,400.00	
(ii) Retained Earnings			
Balance at the beginning of the year	1,13,984.23	97,605.37	
Profit/(Loss) for the year	15,366.26	20,499.91	
Add: Previous Year TDS adjustment	-	-	
Less:- Transfer to Statutory Reserve @20%	3,591.06	4,121.05	
Less: - Contingent Provision Against Standard Assets	1,002.00	-	
Balance at the end of the year	1,24,757.44	1,13,984.23	
(iii) Statutory Reserve			
Balance at the beginning of the year	42,506.84	38,385.79	
Profit/(Loss) for the year	3,591.06	4,121.05	
Other Comprehensive Income	-	-	
Balance at the end of the year	46,097.90	42,506.84	
TOTAL OTHER EQUITY	21,50,255.34	21,35,891.07	
As per our report of even date		For and on Behalf of Board of Directors of Franklin Leasing & Finance Limited	
For K B & ASSOCIATES			
Chartered Accountants			
FRN 328672E			
		JAGANNATH JHA	SUNITHA GUPTA
		Director	Director
KANHAIYA KUMAR AGARWAL		DIN: 08943829	DIN: 07133097
PARTNER			
M. No 068789			
UDIN: 23068789BGWMQE7201			
		RAJU KUMAR RAM	RASHMI BHAGAT
		Chief Financial Officer	Company Secretary
Place : New Delhi		PAN - AITPR9837M	PAN - BINPB8769B
Date : 30.05.2023			

FRANKLIN LEASING & FINANCE LIMITED

CIN : L74899DL1992PLC048028

I Notes Forming Part of the Financial Statements**Note 1 : Corporate Information**

Franklin Leasing & Finance Limited is a company limited by shares, domiciled in India, incorporated under the provisions of Companies Act applicable in India. The Company's shares are listed on BSE, a recognised stock exchange, in India. The registered office of the company is located at UNI/SHOP NO.205, SECOND FLOOR, AGGARWAL CITY MALL ROAD NO 44, PITAMPURA, DELHI-110034. The company is engaged in the business of lending. FRANKLIN also accepts loans-advances and offers variety of financial services to its customers. The standalone financial statements comprise of financial statements of Franklin Leasing & Finance Limited for the year ended March 31, 2023.

Note 2 : Basis of preparation

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and notified under section 133 of the Companies Act, 2013 (the Act) along with other relevant provisions of the Act and the Master Direction-Non Banking Financial Company ('the NBFC Master Directions') issued by RBI. The financial statements have been prepared on a going concern basis. The company uses accrual basis of accounting except in case of certain uncertainties. For all periods up to and including the year ended 31 March, 2023, the company had prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016 and the NBFC Master Directions (herein referred as 'Previous GAAP'). These financial statements for the year ended 31 March, 2023 are the first, the company has prepared in accordance with Ind AS.

2(a) Presentation of financial statements

The company presents its Balance Sheet in order of liquidity. The company generally reports financial assets and financial liabilities on a gross basis in the Balance Sheet.

2(b) Critical accounting estimates and judgements

The preparation of the Company's financial statements requires Management to make use of estimates and judgements. In view of the inherent uncertainties and a level of subjectivity involved in measurement of items, it is possible that the outcomes in the subsequent financial years could differ from those on which the Managements's estimates are based. Accounting estimates and judgements are used in various line items in the financial statements.

Note 3: Summary of significant accounting

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

Revenue recognition**(i) Interest income**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Interest is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

(ii) Dividend income

Dividend income on equity shares is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

(iii) Other income

Other revenues are recognised as per applicable and relevant Ind AS.

(iv) Taxes

Incomes are recognised net of the Goods and Service Tax, wherever applicable.

Expenditures**(i) Finance Costs**

Borrowing costs on financial liabilities are recognised as per relevant Ind AS.

(ii) Depreciation, Amortization and impairment

Depreciation has been provided using the written down value method as per the rates prescribed under schedule II of the Companies Act, 2013.

(iii) Taxes

Expenses are recognised net of the Goods and Services Tax/Service tax, except where the input tax is not statutorily permitted.

Cash and cash equivalents

Cash and cash equivalents include cash on hand, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Financial instruments

Financial instruments, comprising of financial assets and liabilities are being recorded as per relevant Ind AS and the changes in significant changes (increase or decrease) in the credit risk are being monitored and accordingly impairment on financial instruments is recognised against such instruments as per relevant Ind AS.

Investments

The policy opted for recording investments is at amortised cost as per the relevant Ind AS.

Taxes**(i) Current tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, in accordance with the Income Tax Act, 1961.

(ii) Deferred tax

Deferred tax is provided using the Balance sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised for deductible temporary differences to the extent that it is probable that taxable profits will be available against which the deductible temporary differences can be utilised.

Inventories

Inventories of shares have been recorded at lower of cost and net realisable value as per relevant Ind AS. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Property, plant and equipment

Property, plant and equipment are carried at historical cost (amortised cost) of acquisition less accumulated depreciation and impairment losses, consistent with the criteria specified in Ind AS 16 'Property, Plant and equipment'.

Impairment of financial assets

The policy opted for recognising impairment on financial instruments is as per the Expected Credit loss in n coming financial years and accordingly financial assets are categorised are monitored upon for their timely recovery and resultantly the Expected Credit loss is provided for.

Provisions and Contingent Liabilities

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. There is no contingent liability as at 31st March, 2023.

Segment Reporting

The company operates in segments of investment in securities and extending financial loan services, which are considered by the management as a single segment for reporting purposes in order to analyse risk-return fundamentals based on internal organisational structure.

FRANKLIN LEASING & FINANCE LIMITED
CIN : L74899DL1992PLC048028
Notes forming part of financial statements for the year ended March 31, 2023

4 Cash and cash equivalents		Rs. In hundreds	
Particulars	As at March 31, 2023	As at March 31, 2022	
Cash on hand	11,317.55	2,387.61	
Total	11,317.55	2,387.61	

5 Bank balance other than cash and cash equivalents		Rs. In hundreds	
Particulars	As at March 31, 2023	As at March 31, 2022	
Balance with Banks			
- In current accounts	10,028.52	6,100.82	
Total	10,028.52	6,100.82	

6 Trade Receivable		Rs. In hundreds	
Particulars	As at March 31, 2023	As at March 31, 2022	
Sundry Debtors			
-Over Six Months	2,85,194.96	1,56,694.50	
-Others	-	-	
Total	2,85,194.96	1,56,694.50	

7 Loans : Loans are repayable on demand, and all Loans are in India.		Rs. In hundreds								
Years	(2022-23)					(2021-22)				
Particulars	Amortised Cost	Through Other Comprehensive Income	Through Profit or Loss	Others	Total	Amortised Cost	Through Other Comprehensive Income	Through Profit or Loss	Others	Total
Secured	-	-	-	-	-	-	-	-	-	-
Unsecured	1,16,71,323.85	-	-	-	1,16,71,323.85	1,11,76,202.82	-	-	-	1,11,76,202.82
Less: Impairment	-	-	-	-	-	-	-	-	-	-
Total	1,16,71,323.85	-	-	-	1,16,71,323.85	1,11,76,202.82	-	-	-	1,11,76,202.82

Receivable of loan or advance from related party is Nil

Impairment loss on loans and advances recognised is Nil as per the estimation made by the management of the company.

8 Investments : All Investments are in India		Rs. In hundreds								
Years	(2022-23)					(2021-22)				
Particulars	Amortised Cost	Through Other Comprehensive Income	Through Profit or Loss	Others	Total	Amortised Cost	Through Other Comprehensive Income	Through Profit or Loss	Others	Total
Government securities	-	-	-	-	-	-	-	-	-	-
Equity instruments	12,02,293.00	-	-	-	12,02,293.00	11,91,353.00	-	-	-	11,91,353.00
Mutual Fund	-	-	-	-	-	-	-	-	-	-
Total	12,02,293.00	-	-	-	12,02,293.00	11,91,353.00	-	-	-	11,91,353.00

9 Other non financial assets		Rs. In hundreds	
Particulars	As at March 31, 2023	As at March 31, 2022	
TDS receivable	1,83,996.22	1,90,635.30	
Less: Tax Payable	-	-8,177.00	
Total	1,83,996.22	1,82,458.30	

FRANKLIN LEASING & FINANCE LIMITED

CIN : L74899DL1992PLC048028

Notes forming part of financial statements for the year ended March 31, 2023

10 Inventories

Particulars	As at March 31, 2023	As at March 31, 2022
Equity instruments		
-Quoted	4,22,838.86	76,159.90
-Unquoted	-	-
Total	4,22,838.86	76,159.90

11 Property, plant and equipment and Intangible assets

Particulars	Vehicles owned (Hyundai Car)	Mobile	Furniture	Rs. In hundreds
				Total
Gross carrying amount				
As at March 31, 2021	0.00	0.00	0.00	0.00
Additions				
Disposal/Adjustments				
As at March 31, 2022	0.00	0.00	0.00	0.00
Additions	0.00			
Disposal/Adjustments				
As at March 31, 2023	0.00	0.00	0.00	0.00
Accumulated Depreciation				
As at March 31, 2021	0.00	0.00	0.00	0.00
Depreciation for the year	0.00	0.00	0.00	0.00
Disposal/reversal				
As at March 31, 2022	0.00	0.00	0.00	0.00
Depreciation for the year	0.00	0.00	0.00	0.00
Disposal/reversal				
As at March 31, 2023	0.00	0.00	0.00	0.00
Net Carrying amount				
As at March 31, 2022	0.00	0.00	0.00	0.00
As at March 31, 2023	0.00	0.00	0.00	0.00

12 Payables

Particulars	As at March 31, 2023	Rs. In hundreds
		As at March 31, 2022
(i) Trade payables		
- total outstanding dues of micro enterprises and small enterprises	-	-
- total outstanding dues other than micro enterprises and small enterprises	65,199.05	-
	65,199.05	-
(ii) Other payables		
- total outstanding dues of micro enterprises and small enterprises		
- total outstanding dues other than micro enterprises and small enterprises	71.58	1,230.50
	71.58	1,230.50

Management has not obtained any information from its payables regarding micro enterprises and small enterprises.

FRANKLIN LEASING & FINANCE LIMITED

CIN : L74899DL1992PLC048028

Notes forming part of financial statements for the year ended March 31, 2023

13 Borrowings : All the borrowings are from India.		Rs. In hundreds	
Particulars	As at March 31, 2023	As at March 31, 2022	
Loans repable of demand			
a) from other parties (Unsecured)	82,50,000.00	82,50,000.00	
Total	82,50,000.00	8250000.00	

14 Other financial liabilities		Rs. In hundreds	
Particulars	As at March 31, 2023	As at March 31, 2022	
TDS payable	99,120.50	78,584.90	
Audit fee payable	250.00	275.00	
Interest Payable	16,09,663.09	7,17,673.08	
Total	17,09,033.59	7,96,532.98	

15 Provisions		Rs. In hundreds	
Particulars	As at March 31, 2023	As at March 31, 2022	
Contingent provision on standard assets	28,328.31	27,326.31	
Provision for Tax	5,399.00	-	
Total	33,727.31	27,326.31	

16 Deffered tax liability		Rs. In hundreds	
Particulars	As at March 31, 2023	As at March 31, 2022	
Deferred tax relates to the following:			
-Disallowance under Income Tax Act	-	-	
-Depreciation	-	-	
-Other temporary differences	-	-	
Total	-	-	

17 Other non financial liabilities		Rs. In hundreds	
Particulars	As at March 31, 2023	As at March 31, 2022	
Other current liabilities	527.51	2,197.51	
Total	527.51	2197.51	

18 Equity share capital		Rs. In hundreds			
Particulars	As at March 31, 2023		As at March 31, 2022		
	No. of shares	Amt in Rupees	No. of shares	Amt in Rupees	
Authorised					
16,000,000 Shares of Rs. 10/- each	1,60,00,000	16,00,000.00	1,60,00,000	16,00,000.00	
Total	1,60,00,000	16,00,000.00	1,60,00,000	16,00,000.00	
Issued, subscribed and fully paid up					
15,782,400 Equity shares of ` 10 /- each	1,57,82,400	15,78,240.00	1,57,82,400	15,78,240.00	
Total	1,57,82,400	15,78,240.00	1,57,82,400	15,78,240.00	

FRANKLIN LEASING & FINANCE LIMITED

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Notes forming part of financial statements for the year ended March 31, 2023

(a) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period :				
Particulars	As at March 31, 2023		As at March 31, 2022	
	Number of shares		Number of shares	
Shares at the beginning of the year	1,57,82,400		1,57,82,400	
Movement during the year	-		-	
Shares outstanding at the end of the year	1,57,82,400		1,57,82,400	

(b) Rights, preferences and restrictions attached to equity shares

The company has one class of equity shares having a par value of 10/- each. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Detail of shareholders holding more than 5% shares in the Company					
Particulars	As at March 31, 2023		As at March 31, 2022		
	Number	% holding	Number	% holding	
Equity shares of 10 each fully paid					
Confident Financial Advisory Pvt Ltd	41,77,600	26.47%	41,77,600	26.47%	
Kaksh Impex Pvt Ltd	22,31,500	14.14%	22,31,500	14.14%	
Surakshit Merchant Pvt Ltd	21,66,400	13.73%	21,66,400	13.73%	
Veenit Builders Pvt Ltd	8,56,450	5.43%	8,56,450	5.43%	

19 Other equity					
Particulars	Reserves and Surplus				Total
	Securities Premium	Retained Earnings	Equity Instruments through OCI	Statutory Reserve	
Balance as at April 1, 2021	19,79,400.00	97,605.37	-	38,385.79	21,15,391.16
Profit for the year		16,378.86		4,121.05	20,499.91
		-			-
Balance as at March 31, 2022	19,79,400.00	1,13,984.23	-	42,506.84	21,35,891.07
Profit for the year	-	10,773.20	-	3,591.06	14,364.26
Deferred tax due to Implementation of IND AS Other comprehensive income (expense) (net of tax)	-	-	-	-	-
Balance as at March 31, 2023	19,79,400.00	1,24,757.44	-	46,097.90	21,50,255.34

Nature and purpose of other equity:

(i) Securities Premium	
Securities premium is used to record the premium on issue of shares. It can be utilised only for limited purposes in accordance with the provisions of the Companies Act, 2013.	
(ii) Retained Earnings	
Retained earnings represents the surplus in profit and loss account and appropriations.	
(iii) Reserve fund in terms of section 45-IC (1) of the Reserve Bank of India Act, 1934	
Reserve fund is created as per the terms of section 45-IC(1) of the Reserve Bank of India Act, 1934 as a statutory reserve.	

FRANKLIN LEASING & FINANCE LIMITED

CIN : L74899DL1992PLC048028

Notes forming part of financial statements for the year ended March 31, 2023

20 Interest income		Rs. In hundreds	
Particulars	As at March 31, 2023	As at March 31, 2022	
Interest on loans	2,97,425.62	11,71,644.16	
Total	2,97,425.62	11,71,644.16	
21 Dividend income			
Particulars	As at March 31, 2023	As at March 31, 2022	
Dividend on equity instrument	9.98	-	
Total	9.98	-	
22 Sale of product/service			
Particulars	As at March 31, 2023	As at March 31, 2022	
Sale of shares	7,47,422.94	1,25,127.89	
Profit on sale of Future Transaction	1,29,521.50		
Total	8,76,944.44	1,25,127.89	
23 Other income			
Particulars	As at March 31, 2023	As at March 31, 2022	
Interest Income on Refund from Income Tax Department	3,089.48	1,611.24	
Total	3,089.48	1,611.24	
24 Finance Cost			
Particulars	As at March 31, 2023	As at March 31, 2022	
On financial liabilities measured at amortised cost:			
Interest & Other Expense	9,91,100.00	9,70,965.75	
Demat Charges	348.86	98.21	
Bank Interest	847.86		
Total	9,92,296.72	9,71,063.96	
25 Impairment on financial assets			
Particulars	As at March 31, 2023	As at March 31, 2022	
Loans			
Expected credit loss	-	-	
Write off (net of recoveries)	-	-	
Total	-	-	
26 Purchase of stock in trade			
Particulars	As at March 31, 2023	As at March 31, 2022	
Purchase of Shares	4,61,401.38	2,60,329.26	
Total	4,61,401.38	2,60,329.26	

FRANKLIN LEASING & FINANCE LIMITED

CIN : L74899DL1992PLC048028

Notes forming part of financial statements for the year ended March 31, 2023

27 Changes in inventory of finished goods			Rs. In hundreds
Particulars	As at March 31, 2023	As at March 31, 2022	
Opening Stock of equity instruments	76,159.90	84,553.68	
Less: Closing stock of equity instruments	4,22,838.86	76,159.90	
Total	-3,46,678.96	8,393.78	
28 Employee benefits expense			
Particulars	As at March 31, 2023	As at March 31, 2022	
Salaries & wages including bonus	11,781.21	14,894.69	
Total	11,781.21	14,894.69	
29 Other expenses			
Particulars	As at March 31, 2023	As at March 31, 2022	
Commission Expenses	7,000.00	-	
Advertisement Exp.	239.91	239.91	
Annual Listing Fees	1,468.80	339.58	
Bank Charges	50.71	35.35	
Bad Debts	469.25	-	
Business Promotion expenses	1,404.09	1,266.30	
Depository Expenses	667.00	765.86	
Rent	3,000.00	3,000.00	
Filing Fees	30.00	79.00	
General Expense	638.85	393.60	
Postage & Telegram Expense	149.28	78.62	
Professional Fees	9,841.70	1,473.09	
Registrar Fees	1,393.15	769.36	
TDS Interest Expense	7,327.70	300.55	
Telephone Expense	540.89	442.20	
Printing & stationery Expenses	378.62	262.19	
Electricity Expenses	463.96	302.43	
Book & Periodicals	490.23	456.30	
Delay Charges	-	2,777.27	
Travelling & Conveyance Expense	1,950.63	1,650.08	
Website Maintenance Exp	82.60	118.00	
Statutory audit fee & tax audit	275.00	275.00	
Tds Filing Fees	41.50	-	
Round off	0.03		
Total	37,903.90	15,024.69	

30 Income tax expense

Particulars	As at March 31, 2023	As at March 31, 2022
Current tax	5,399.00	8,177.00
Deferred tax	-	-
Total tax expenses	5,399.00	8,177.00

FRANKLIN LEASING & FINANCE LIMITED
CIN : L74899DL1992PLC048028
Notes forming part of financial statements for the year ended March 31, 2023
Rs. In hundreds
31 Earnings per share

The calculation of Earning Per Share (EPS) as disclosed in the statement of profit and loss has been made in accordance with Indian Accounting Standard (Ind AS)-33 on "Earning Per Share" given as under: -

Particulars	As at March 31, 2023	As at March 31, 2022
Profit/(Loss) attributable to equity shareholders (C) (A) [Rupees in hundreds]	15,366.26	20,499.91
Weighted average number of outstanding equity shares (B)	15,78,240.00	15,78,240.00
Nominal value per equity share (C)	0.01	0.01
Basic EPS (in `) (A/B)	0.01	0.01
Diluted EPS (in `) (A/B)	0.01	0.01

32 Related party disclosures #

The related party disclosures in accordance with the requirements of Ind AS - 24 "Related Party Disclosures" has been given below: -

(a) Name and nature of related party relationships

Name of Related Party	Relationship
SUNITHA GUPTA	Director
BARUN NASKAR	Director
JAGDEV YADAV	Director
JAGANNATH JHA	Director
RAJU KUMAR RAM	CFO(KMP)
MAHESH KUMAR DALMIA	Additional Director
RASHMI BHAGAT	Company Secretary

(b) Description of the nature of transactions with the related parties

Particulars	Enterprises over which KMP is able to exercise significant influence	
	Financial Year 2022-23	Financial Year 2021-22
1) Salary and Remuneration Paid		
RASHMI BHAGAT	1,560.00	1,560.00
RAJU KUMAR RAM	4,001.21	4,444.69

Related party relationship is as identified by the Company on the basis of information available with them and relied upon by the auditors.

33 The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

FRANKLIN LEASING & FINANCE LIMITED

CIN : L74899DL1992PLC048028

Notes forming part of financial statements for the year ended March 31, 2023

Rs. In hundreds

34 Financial Risk Management Objectives and Policies**(A) Financial risk management**

The company has a risk management committee which has the responsibility to identify the risk and suggest the management the mitigation plan for the identified risks in accordance with the risk management policy of the Company. The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency.

These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The Company seeks to minimise the effects of these risks by using derivative financial instruments, credit limit to exposures, etc., to hedge risk exposures.

(i) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: foreign currency risk, interest rate risk, investment risk.

(ii) Interest rate risk**Arising from:**

Interest rate risk stems from movements in market factors, such as interest rates, credit spreads which impacts investments, income and the value of portfolios.

Measurement, monitoring and management of Risk:

Interest rate risk is measured, monitored by assessment of probable impacts of interest rate sensitivities under stimulated stress test scenarios given range of probable interest rate movements on both fixed and floating assets and liabilities.

(iii) Liquidity risk management**Arising from:**

Liquidity risk arises from mismatches in the timing of cash flows, whereas funding risk arises when long term assets cannot be funded at the expected term resulting in cashflow mismatches.

Measurement, monitoring and management of Risk:

Liquidity and funding risk is measured by identifying gaps in the structural and dynamic liquidity statements. Monitored by assessment of the gap between visibility of funds and the near term liabilities given under current liquidity conditions and evolving regulatory directions for NBFCs.

Maturity profile of financial liabilities:

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date.

As at March 31, 2023	Upto 1 year	1-2 years	> 2 years	Total
Financial liabilities				
Long term borrowings	-	82,50,000.00	-	82,50,000.00
Current maturities of long term debt	-	-	-	-
Trade payables	65,199.05	-	-	65,199.05
Other payables	71.58	-	-	71.58
Other financial liabilities	17,09,033.59	-	-	17,09,033.59
Total financial liabilities	17,74,304.22	82,50,000.00	-	1,00,24,304.22

(iv) Credit risk management**Arising from:**

Credit risk is the risk of financial loss arising out of a customer or counterparty failing to meet their repayment obligations to the company.

Measurement, monitoring and management of Risk:

Credit risk is measured as the amount at risk due to repayment default of a customer or counterparty to the Company. Various metrics such as EMI default rate, overdue position, collection efficiency, customers non performing loans, etc. are used as leading indicators to access credit risk.

FRANKLIN LEASING & FINANCE LIMITED

CIN : L74899DL1992PLC048028

Notes forming part of financial statements for the year ended March 31, 2023

35 Fair value measurement

(a) Financial assets

Rs. In hundreds

Particulars	As at March 31, 2023		As at March 31, 2022	
	Amortised Cost	Carrying value	Amortised Cost	Carrying value
(i) Measured at amortised cost				
Trade receivables	2,85,194.96	2,85,194.96	1,56,695	1,56,695
Cash and cash equivalents	11,317.55	11,317.55	2,387.61	2,387.61
Bank balances other than cash and cash equivalents	10,028.52	10,028.52	6,100.82	6,100.82
Loans	1,16,71,323.85	1,16,71,323.85	1,11,76,202.82	1,11,76,202.82
Investments	12,02,293.00	12,02,293.00	11,91,353.00	11,91,353.00
Total financial assets at amortised costs (A)	1,31,80,157.88	1,31,80,157.88	1,25,32,738.75	1,25,32,738.75
(ii) Measured at fair value through other comprehensive income				
Non-current Investments	-	-	-	-
Total financial assets at fair value through other comprehensive income (B)				
Total financial assets	1,31,80,157.88	1,31,80,157.88	1,25,32,738.75	1,25,32,738.75

(b) Financial liabilities

Particulars	As at March 31, 2023		As at March 31, 2022	
	Amortised Cost	Carrying value	Amortised Cost	Carrying value
(i) Measured at amortised cost				
Trade payables	65,199.05	65,199.05	-	-
Other payables	71.58	71.58	1,230.50	1,230.50
Other financial liabilities	17,09,033.59	17,09,033.59	7,96,532.98	7,96,532.98
Total financial liabilities	17,74,304.22	17,74,304.22	7,97,763.48	7,97,763.48

The fair value of financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties in an orderly market transaction, other than in a forced or liquidation sale.

FRANKLIN LEASING & FINANCE LIMITED

CIN : L74899DL1992PLC048028

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2023

AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE

Additional Disclosure Requirements - Schedule III & CARO 2020

Share Capital

Rs. In Hundred

Shares held by promoters at the end of the year 31st March 2023

Sr. No.	Promoter Name	No. of Shares**	% of total shares**	% Change during the year***
1	PAWAN DALMIA	80,000.00	0.51	-
2	CONFIDENT FINANCIAL ADVISORY PVT LTD	41,77,600.00	26.47	-
	Total	42,57,600.00	26.98	-

Shares held by promoters at the end of the year 31st March 2022

Sr. No.	Promoter Name	No. of Shares**	% of total shares**	% Change during the year***
1	PAWAN DALMIA	80,000.00	0.51	-
2	CONFIDENT FINANCIAL ADVISORY PVT LTD	41,77,600.00	26.47	-
	Total	42,57,600.00	26.98	-

Trade Payables - Ageing Disclosures

Trade Payables ageing schedule: As at 31st March,2023

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	65,199.05	-	-	-	65,199.05
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Other	-	-	-	-	-

Trade Payables ageing schedule: As at 31st March,2022

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	-	-	-	-	-
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Other	-	-	-	-	-

Trade Receivables- Ageing Disclosures

Trade Receivables ageing schedule as at 31st March,2023

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	
(i) Undisputed Trade receivables - considered good	-	2,19,944.96	65,250.00	-	2,85,194.96
(i) Undisputed Trade receivables - considered doubtful	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-

Trade Receivables ageing schedule as at 31st March,2022						
Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 month	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables -considered good	-	15,669.45	-	-	-	15,669.45
(i) Undisputed Trade receivables -considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-
Loans & Advances to Related Parties						
(iii) Following disclosures shall be made where Loans or Advances in the nature of loans are granted to promoters, directors,KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are: NA						
Capital WIP / Intangible Assets under Developments						
(iv) & (v) Capital-Work-in Progress (CWIP) / Intangible assets under development (ITAUD) : NA						
Details of Benami Property held : NA						
Comments on details submitted to Banks & reconciliation thereof -						
(vii) Where the Company has borrowings from banks or financial institutions on the basis of security of current assets, it shall disclose the following:-						
(a) whether quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.						
(b) if not, summary of reconciliation and reasons of material discrepancies, if any to be adequately disclosed.						
(viii) Wilful Defaulter: NA						
(ix) Relationship with struck off companies : NA						
(x) Registration of charges or satisfaction with Registrar of Companies : NA						
(xi) Compliance with number of layers of companies : NA						
(xii) Following Ratios to be disclosed:- ATTACHED						
(xiii) Compliance with approved Scheme(s) of Arrangements : NA						
(xiv) Utilisation of Borrowed funds and share premium: NA						
Property, Plant & Equipments & Intangible Assets - Revaluation						
IV.Additional Regulatory Info						
(ii) Where the Company has revalued its Property, Plant and Equipment, the company shall disclose as to whether the revaluation is based on the valuation by a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules,2017						

FRANKLIN LEASING & FINANCE LIMITED			
Notes to Financial Statements for the year ended 31st March,2023			
			Rs. In hundred
Note : Calculation of Important Financial Ratios			
Particulars		2022-23	2021-22
1) Current Ratio			
<u>Current Assets</u>			
Cash & Cash Equivalents		21,346.07	8,488.43
Other Current Assets		1,83,996.22	1,82,458.30
Trade Receivables		2,85,194.96	1,56,694.50
	Total	4,90,537.25	3,47,641.23
<u>Current Liabilities</u>			
Other Current Liabilities		17,09,033.59	7,96,532.98
Trade Payables		65,270.63	1,230.50
	Total	17,74,304.22	7,97,763.48
Current Ratio		0.28	0.44

FRANKLIN LEASING & FINANCE LIMITED

Notes to Financial Statements for the year ended 31st March, 2023

2) Debt Equity Ratio			
	<u>Total Liability</u>		
		1,00,24,304.22	90,47,763.48
	<u>Shareholder's Equity</u>		
	Equity Share Capital	15,78,240.00	15,78,240.00
	Reserves & Surplus	21,50,255.34	21,35,891.07
		Total	37,28,495.34
			37,14,131.07
	Debt Equity Ratio	2.69	2.44

3) Debt Service Coverage Ratio

4) Return on Equity Ratio			
	<u>Net Income</u>		
	Profit after Tax	15,366.26	20,499.91
	<u>Shareholder's Equity</u>		
	Equity Share Capital	15,78,240.00	15,78,240.00
	Reserves & Surplus	21,50,255.34	21,35,891.07
		Total	37,28,495.34
			37,14,131.07
	Return on Equity Ratio	0.0041	0.0055

5) Inventory Turnover Ratio

	COGS	4,61,401.38	2,60,329.26
	<u>Average Inventory</u>	2,49,499.38	80,356.79
	Inventory Turnover Ratio	1.85	3.24

6) Trade Receivables Turnover Ratio: NA

7) Trade Payables Turnover Ratio

8) Net Capital Turnover Ratio

	Net Annual Sales	7,47,422.94	1,25,127.89
	<u>Total Assets</u>		
	Assets	1,37,87,054.38	1,27,91,418.37
	Net Capital Turnover Ratio	0.05	0.01

Remarks:

9) Net Profit Ratio

	Net Profit after Tax	15,366.26	20,499.91
	Revenue	11,77,469.52	12,98,383.29
	Net Profit Ratio	1.31	1.58

Remarks:

10) Return on Capital Employed

	<u>Earnings Before Interest and Tax</u>		
	Profit after Tax	15,366.26	20,499.91
	Add: Interest	-	-
	Add: Tax	5,399.00	8,177.00
		Total	20,765.26
			28,676.91
	<u>Capital Employed</u>		
	Total Assets	1,37,87,054.38	1,27,91,418.37
	Less: Current Liabilities	17,74,304.22	7,97,763.48
		1,20,12,750.16	1,19,93,654.89
	Return on Capital Employed	0.0017	0.0024

Remarks:

11) Return on Investment

	Interest Received from Loan	2,97,425.62	11,71,644.16
	Total	2,97,425.62	11,71,644.16

FRANKLIN LEASING AND FINANCE LIMITED

CIN: U74899DL1992PLC048028

Regd. Off.: - UNIT/SHOP NO.205, SECOND FLOOR, AGGARWAL CITY

MALL ROAD NO.44, PITAMPURA DELHI-110034

Tel. No.: 011 4235 1486

Website: www.franklinleasing.in; E-mail: franklinleasingfinance@gmail.com

Form No. MGT-11 Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : **U74899DL1992PLC048028**
Name of the company : **FRANKLIN LEASING AND FINANCE LIMITED**
Registered office : Unit/Shop No.205, Second Floor, Aggarwal City Mall Road No.44, Pitampura Delhi - 110034
E- mail :
Website :
Name of the member (s):
Registered Address :
E-mail Id :
Folio No/ Client ID :
DP ID :

I/We, being the member of ----- equity shares of the above named company, hereby appoint

Name :
Address :
E-mail id :
Signature :

Name :
Address :
E-mail id :
Signature :

as my/our proxy to attend and vote (on a poll) for me and on my behalf at the 31st Annual General Meeting of the company, to be held on the 28TH day of September, 2023 at 01:30 P.M. at Unit/Shop No.205, Second Floor, Aggarwal City Mall Road No.44, Pitampura Delhi -110034 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary & Special Business:

Sl. No.	Resolution(S)	I /we assent to the Resolution (FOR)	I /we dissent to the Resolution (AGAINST)
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2023.		
2.	To appoint a director in place of Mr. Jagannath Jha [Din: 08943829) who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Appointment of the Statutory Auditors of the Company, and to fix their remuneration, as an Ordinary Resolution		

4.	Appointment of Mr. Mahesh Kumar Dalmia (DIN NO: 09497773), as Whole-time Director of the Company subject to approval of members in the AGM and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution		
5.	Re-appointment of Mrs. Sunitha Gupta (DIN: 07133097) as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution.		

Signed this.....day of..... 2023.

Signature of Shareholder _____

Signature of Proxy holder(s)_____

Please Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. A Proxy need not be member of the Company.

FRANKLIN LEASING AND FINANCE LIMITED

CIN: U74899DL1992PLC048028

Regd. Off.: - UNIT/SHOP NO.205, SECOND FLOOR, AGGARWAL CITY
MALL ROAD NO.44, PITAMPURA DELHI-110034

Tel. No.: 011 4235 1486

Website: www.franklinleasing.in; E-mail: franklinleasingfinance@gmail.com

ATTENDANCE SLIP

Regd. Folio / DP ID & Client ID	
Name and Address of the Shareholder	

- I hereby record my presence at the **31st ANNUAL GENERAL MEETING of the Company being held on 28th September 2023 at 01:30 p.m. at the Registered Office of the Company at UNIT/SHOP NO.205, SECOND FLOOR, AGGARWAL CITY MALL ROAD NO.44, PITAMPURA DELHI-110034**
- Signature of the Shareholder/Proxy Present
- Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.
- Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

Note: - PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

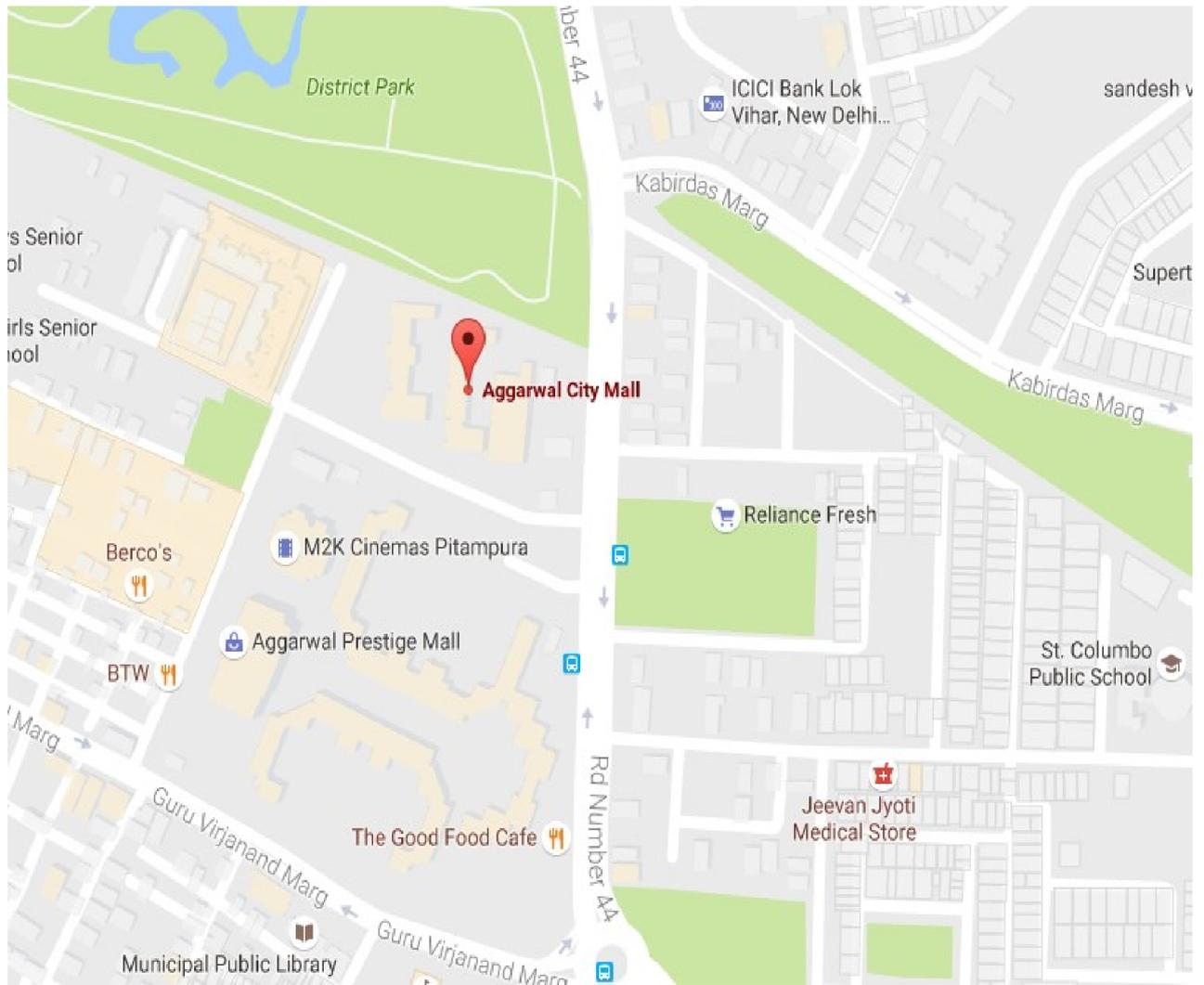
ELECTRONIC VOTING PARTICULARS

(1) EVSN (E-Voting Sequence No.)	(2) USER ID.	(3) PAN or Relevant No.as under	(4) Bank Account No.
			(See Note No.1)

Notes:

- Where Bank Account Number is not registered with the Depositories or Company please enter your User Id. as mentioned in column (2) above.
- Please read the Instructions printed under the Note No. 17 to the Notice dated 4th September, 2023 of the 31st Annual General Meeting. The e-Voting period starts from 10.00 A.M. on 25.09.2023 and ends at 5.00 P.M. on 27.09.2023, the e-voting module shall be disabled by CDSL for voting thereafter.

ROAD MAP OF THE VENUE



UNIT/SHOP NO.205, SECOND FLOOR, AGGARWAL CITY MALL
ROAD NO.44, PITAMPURA, DELHI-110034

THANKING YOU