



Finance Limited

Date: 30th September, 2024

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

Sub: Revised Declaration of Voting Result under Regulation 44(3) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 of 32nd Annual General Meeting of the Company held on 25th September, 2024.

BSE Scrip Code: 539839

Dear Sir,

In compliance with Regulation 44(3) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we now attach herewith in the prescribed format, the details regarding the voting results of the business transacted at 32nd Annual General Meeting of the Members of **M/s. Franklin Leasing & Finance Limited** held on Wednesday, 25th September, 2024 at 3:30 P.M. through Video Conferencing (VC)/ Other Audio-Visual means (OAVM).

We also enclosed herewith:-

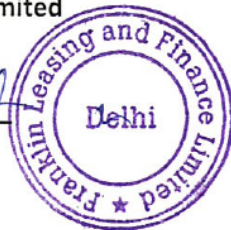
1. Voting Results as required under Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements') Regulation 2015.
2. Revised Scrutinizer Report on E-Voting and Poll as per the provisions of Section 108 and 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rule, 2014.

Please take the same on your record and acknowledge the receipt of the same.

Thanking You.
Yours Faithfully,

For Franklin Leasing & Finance Limited


RASHMI BHAGAT
Company Secretary



FRANKLIN LEASING AND FINANCE LIMITED

CIN : L74899DL1992PLC048028

Regd. Office : B-53, Ganesh Nagar - II, Shakarpur, Delhi - 110 092

E-mail : franklinleasingfinance@gmail.com, Ph.: +91 91238 85824

Website : www.franklinleasing.in

Franklin Leasing and Finance Ltd
Disclosures in terms of Regulation 4(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM	25.09.2024
Total Number of shareholders on record date	123
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and promoter Group:	NIL
Public:	NIL
No. of shareholders attended the meeting through video conferencing:	
Promoter and promoter Group:	1
Public:	14

Resolution		Resolution Required:	Ordinary / Special						
No.1	To receive, consider and adopt the Annual Financial Statements of the company for the financial year ended 31st March, 2024, the Reports of the Board of Directors and Auditors thereon	Whether promoter/ promoter group are interested in the agenda/ resolution?	No						
Category	Promoter and promoter group	E-voting	4177600	98.12	4177600	0	100	0	0
		Poll	0	0	0	0	0	0	0
		Postal Ballot(if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Public Institutions	Total	4177600	98.12	4177600	0	100	0	0
		E-voting	0	0	0	0	0	0	0
		Poll	0	0	0	0	0	0	0
	Public- Non Institutions	Postal Ballot(if applicable)	N.A.	0	N.A.	N.A.	0	N.A.	N.A.
		Total	0	0	0	0	0	0	0
		E-voting	5551500	48.89	5551500	0	100.00	0.00	0.00
	Total	Poll	0	0.00	0	0	0.00	0	0
		Postal Ballot(if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
		Total	5551500	48.89	5551500	0	100.00	0.00	0.00
	Total		15782400	9729100	61.65	9729100	0	100.00	0.00



Resolution No.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.

Resolution Required: (Ordinary / Special)

Whether promoter/ promoter group are interested in the agenda/ resolution? Ordinary No

Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes- in favour	No. of votes- against	% of votes in favour on votes polled(6)=[(4)/(2)]*100	% of votes in against on votes polled(7)=[(5)/(2)]*100
Promoter and promoter group	E-voting	4257600	4177600	98.12	4177600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4177600	98.12	4177600	0	100	0
Public Institutions	E-voting	170000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0	0	0	0	0
Public- Non Institutions	E-voting	11354800	5551500	48.89	5551500	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		5551500	48.89	5551500	0	100.00	0.00
Total		15782400	9729100	61.65	9729100	0	100.00	0.00



Resolution No.3 RE-APPOINTMENT OF MR. JAGDEV YADAV (DIN: 08556048) AS INDEPENDENT DIRECTOR OF THE COMPANY

Resolution Required:		(Ordinary / Special)						Special
Whether promoter/ promoter group are interested in the agenda/ resolution?		No						
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes- in favour	No. of votes- against	% of votes in favour on votes polled(6)=[(4)/(2)]*100	% of votes in against on votes polled(7)=[(5)/(2)]*100
Promoter and promoter group	E-voting	4257600	4177600	98.12	4177600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4177600	98.12	4177600	0	100	0
Public Institutions	E-voting	170000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0	0	0	0	
Public- Non Institutions	E-voting	11354800	5551500	48.89	5551500	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		5551500	48.89	5551500	0	100.00	0.00



Resolution No.4 RE-APPOINTMENT OF MR. BARUN NASKAR (DIN: 08554231) AS INDEPENDENT DIRECTOR OF THE COMPANY

Resolution Required:		(Ordinary / Special)						Special	
Whether promoter/ promoter group are interested in the agenda/ resolution?		No							
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes- in favour	No. of votes- against	% of votes in favour on votes polled(6)=[(4)/(2)]*100	% of votes in against on votes polled(7)=[(5)/(2)]*100	
Promoter and promoter group	E-voting	4257600	4177600	98.12	4177600	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		4177600	98.12	4177600	0	100	0	
Public Institutions	E-voting	170000	0	0	0	0	0	0	
			Poll	0	0	0	0	0	
			Postal Ballot(if applicable)	N.A.	0	N.A.	N.A.	0	N.A.
			Total	0	0	0	0	0	
			E-voting	5551500	48.89	3320000	2231500	59.80	40.20
			Poll	0	0.00	0	0	0.00	0
Public- Non Institutions	Postal Ballot(if applicable)	11354800	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
			5551500	48.89	3320000	2231500	59.80	40.20	
			Total	5551500	48.89	3320000	2231500	59.80	40.20
Total	Total	15782400	9729100	61.65	7497600	2231500	77.06	22.94	



Resolution No.5 REGULARIZATION OF MR. MAHESH KUMAR DALMIA (DIN: 09497773) AS MANAGING DIRECTOR OF THE COMPANY

Resolution Required: (Ordinary / Special)

Whether promoter/ promoter group are interested in the agenda/ resolution?

Ordinary

No

Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes- in favour	No. of votes- against	% of votes in favour on votes polled(6)=[(4)/(2)]*100	% of votes in against on votes polled(7)=[(5)/(2)]*100
Promoter and promoter group	E-voting	4257600	4177600	98.12	4177600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4177600	98.12	4177600	0	100	0
Public Institutions	E-voting	170000	0	0	0	0	0	0
			Poll	0	0	0	0	0
			Postal Ballot(if applicable)	N.A.	0	N.A.	0	N.A.
			Total	0	0	0	0	0
			E-voting	5551500	48.89	5479500	72000	98.70
Public- Non Institutions	Postal Ballot(if applicable)	11354800	0	0.00	0	0	0.00	0
			N.A.	N.A.	N.A.	N.A.	N.A.	
			5551500	48.89	5479500	72000	98.70	1.30
	Total		9729100	61.65	9657100	72000	99.26	0.74
Total		15782400	9729100	61.65	9657100	72000	99.26	0.74





AKHIL AGARWAL

Practising Company Secretary

Akhil Agarwal, B.Com, ACS
506/1, Grand Trunk Road, 2nd Floor,
Howrah (South) - 711 101, INDIA

To,
The Chairman,
Franklin Leasing & Finance Limited
B-53, Ganesh Nagar – II,
Shakarapur, Delhi - 110092

Dear Sir,

Sub: Revised Scrutinizer's report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 at the Annual General Meeting (AGM) of the Equity Shareholders of M/s. Franklin Leasing & Finance Limited held on Wednesday, 25th September, 2024 at 03:30 P.M. through video Conferencing and Other Audio-Visual Means.

1. I, Akhil Agarwal, Company Secretary in Practice, having CP No. 16313 and Peer Review No. 4237/2023, has been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on 26th August, 2024, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (ix) of the Companies (Management and Administration) Rules, 2014, as amended, for the purpose of scrutinizing the aforesaid voting process in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice convening the 32nd Annual General Meeting of the Company held on **25th day of September, 2024**.
2. The Management of the Company is responsible to ensure Compliance with the requirements of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means (by remote e-voting) on the resolutions proposed in the Notice of 32nd Annual General Meeting of the members of the Company. My responsibility as Scrutinizer is to ensure that the voting process through electronic means at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes casted in favour or in against if any, to the Chairman of the Company on the resolution, based on the reports generated from the electronic voting system provided by **Central Depository Services Limited (CDSL)**.
3. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by **Central Depository Services Limited (CDSL)**.
4. The remote e-voting period remained opened from 9:00 A.M. on Sunday, 22nd September, 2024 to 5:00 P.M. on Tuesday, 24th September, 2024.
5. The Members of the Company as on "**cutoff date**", i.e., **18th September, 2024** were entitled to vote on the resolutions stated in the Notice of the Annual General Meeting of the Company.



6. The votes casted through e-voting and found not in accordance to the rules provided were treated as invalid.
7. As per the Information given by the Company, the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who attended meeting through VC/OAVM and had not voted through remote e-voting, were allowed to cast their vote through e-voting system during the AGM.
8. After the conclusion of voting at the AGM, the report on voting done through electronic voting system at the meeting was generated in my presence and the voting was diligently scrutinized.
9. Thereafter, votes casted through remote e-voting at the meeting were unblocked on 25th September, 2024 in the presence of two witnesses, Mr. Dinesh Bharti and Mr. Tanoy Sarkar, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Dinesh Bharti

Name: Dinesh Bharti

Tanoy Sarkar

Name: Tanoy Sarkar

8. The details containing, inter-alia, list of Equity Shareholders who have voted “for” or “against” were downloaded from e-voting website of Central Depository Services Limited (CDSL) i.e., <https://www.evotingindia.com>.
9. My responsibility as scrutinizer for the e- voting at the meeting is restricted to making Scrutinizer’s Report of the votes cast in “favour” or “against” the resolutions.
10. Based on the reports generated from the website of CDSL during the AGM, the result of voting stands as under:



a) **Resolution -1: Ordinary Resolution**

To receive, consider and adopt the Audited Balance Sheet as on March 31, 2024, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.

(i) Voted **in favor** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% Of total number of valid votes cast
Remote e-voting	15	9729100	100
Voting by poll	-	-	-
Total	15	9729100	100

(ii) Voted **against** the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by poll	-	-	-
Total	-	-	-

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-



b) **Resolution-2: Ordinary Resolution**

To appoint a director in place of Mr. Jagannath Jha [Din: 08943829) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

(i) Voted **in favor** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% Of total number of valid votes cast
Remote e-voting	15	9729100	100
Voting by poll	-	-	-
Total	15	9729100	100

(ii) Voted **against** the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by poll	-	-	-
Total	-	-	-

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-



c) **Resolution-3: Special Resolution**

Approval for Re-Appointment of Mr. Jagdev Yadav (Din: 08556048) as an Independent Director of the Company for a second term of 5 (five) consecutive years.

(i) Voted **in favor** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% Of total number of valid votes cast
Remote e-voting	15	9729100	100
Voting by poll	-	-	-
Total	15	9729100	100

(ii) Voted **against** the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by poll	-	-	-
Total	-	-	-

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-



d) **Resolution-4: Special Resolution**

Approval for Re-Appointment of Mr. Barun Naskar (Din: 08554231) as an Independent Director of the Company for a second term of 5 (five) consecutive years.

(i) Voted **in favor** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% Of total number of valid votes cast
Remote e-voting	14	7497600	77.06
Voting by poll	-	-	-
Total	14	7497600	77.06

(ii) Voted **against** the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	2231500	22.94
Voting by poll	-	-	-
Total	1	2231500	22.94

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-



e) **Resolution-5: Ordinary Resolution**

Approval for Regularization of Mr. Mahesh Kumar Dalmia (Din No: 09497773) as Managing Director of the Company.

(i) Voted **in favor** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% Of total number of valid votes cast
Remote e-voting	14	9657100	99.26
Voting by poll	-	-	-
Total	14	9657100	99.26

(ii) Voted **against** the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	72000	0.74
Voting by poll	-	-	-
Total	1	72000	0.74

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-



11. RESULTS:

- a. My report includes the result of votes cast through e-voting process.
- b. I have scrutinized the votes cast through electronic means for the purpose of this report.
- c. The particulars of all the electronic votes cast by the members through remote e- voting process have been recorded in a register separately maintained for the purpose.

12. All relevant records of voting will remain in my custody until the Chairperson considers, approves and signs the minutes of the Annual General Meeting and the same shall be handed over thereafter to the Chairperson/ Company Secretary for safe keeping.

13. RECOMMENDATION:

- a. All the resolutions having secured requisite majority of votes, the respective resolutions may be considered to have been passed. The Chairperson may accordingly declare the result of voting.

Thanking You,

Yours Truly.

AKHIL

AGARWAL

Digitally signed by AKHIL AGARWAL
DN: cn=AKHIL AGARWAL, o=AKHIL AGARWAL,
2.5.4.20=f6ab348cc3ca26629a271ab974b21399
594101188a06064c2e67650bc13003,
postalCode=751101, st=West Bengal,
serialNumber=4754f360ccf7a09673f9d6454
9111d84420785e686428d7050a31a7757,
c=IN, o=AKHIL AGARWAL
Date: 2024.09.27 15:59:40 +0530

Akhil Agarwal

Practicing Company Secretary

Membership No. ACS35073

CP NO.16313

Peer Review No. 4237/2023

UDIN: A035073F001333667

Place: Kolkata

Date: 27.09.2024