

# FRANKLIN INDUSTRIES LIMITED

(Formerly Known as Murad Properties & Projects Ltd.)

(CIN: L45209GJ1983PLC092054)

Regd. off.: 708, Scarlet Business Hub, Opp. Ankur School, Near Mahalaxmi Panch Rasta,  
Fatehnagar, Paldi, Ahmedabad-380007.

E-mail Id: muradprop1983@gmail.com, Phone No.: 079 - 27541156

Website: [www.muradpropertiesltd.com](http://www.muradpropertiesltd.com)

Date: 05.12.2020

To, BSE Limited P. J. Towers, Dalal Street, Mumbai-400001. Scrip Code: 540190	To, Calcutta Stock Exchange Limited 7, Lyons Range Kolkata-700001.  Scrip Code: 23181
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Dear Sir/Madam,

**Sub: Notice of the Annual General Meeting**


As per the Captioned Subject, Please find attached herewith Notice of the 38<sup>th</sup> Annual General Meeting of Franklin Industries Limited will be held as on 30<sup>th</sup> December, 2020 at the Registered office of the Company Situated at 708, Scarlet Business Hub, Opp. Ankur School, Nr. Mahalaxmi Panch Rasta, Fatehnagar, Paldi, Ahmedabad – 380007.

Kindly take the same on your records.

Thanking You,

Yours faithfully,

For, Franklin Industries Limited



**Alpesh M. Gupta**  
Managing Director  
(DIN: 02227485)

**Franklin Industries Limited**  
**(Previously Known as Murad Projects & Properties Limited)**

**NOTICE OF ANNUAL GENERAL MEETING OF MEMBERS**

**To the Members of**

**M/s Franklin Industries Limited**  
**(Previously known as M/s Murad Properties & Projects Limited )**

**NOTICE** is hereby given that 38<sup>th</sup> Annual General Meeting of the Members of M/S Franklin Industries Limited (“the company”) will be held on, **30<sup>th</sup> Day of December, 2020 at 02.00 P.M.** at the registered office situated at 708, Scarlet Business Hub, Opp. Ankur School, Nr. Mahalaxmi Panch Rasta, Fatehnagar, Paldi, Ahmedabad-380007 to transact the following business:

**Ordinary Business:**

- 1.** To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March 2020, together with the Reports of Board of Directors and Auditors thereon;
- 2.** To appoint a Mr. Alpesh M. Gupta, who retires by rotation, and being eligible offers him for re-appointment.
- 3. RATIFY THE APPOINTMENT OF STATUTORY AUDITORS:**

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

To ratify the appoint M/s. Vishves A Shah & Co., Chartered Accountants, Ahmedabad,(FRN : 121356W) as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting, until the conclusion of next Annual General Meeting to be held in 2021,and to fix their remuneration for the financial year ending 31st March, 2021.

**Special Business:**

**4. RECLASSIFICATION OF PROMOTERS/PROMOTER GROUP OF THE COMPANY.**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as Ordinary Resolution:

“**RESOLVED THAT** pursuant to Regulation 31A and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment(s) or modification(s) made thereto from time to time and any other laws and regulations as may be applicable from time to time, and subject to the necessary approvals of the Stock Exchanges and other appropriate statutory authorities as may be necessary, the consent of the members of the Company be and is hereby accorded for re-classification of following entity/ person(s) from Promoter/Promoter group category to Public category, since the entity/person(s) are neither involved in the management of the Company nor exercise control over the affairs of the Company directly or indirectly and hold Nil % of the total voting rights in the Company

and also none of the following entity/person(s) have entered into any shareholder's or other agreement with the Company nor they have any veto rights or special information rights or special rights as to voting power or control of the Company:

Name of Entity/Person	No. of Equity Shares Held	% of Total Equity Share Capital
Dhaval B. Acharya	Nil	Nil
Bhaveshbhai Fulchand Acharya	Nil	Nil
Aarti D. Acharya	Nil	Nil
Jagruti M. Acharya	Nil	Nil
Maulin B. Acharya	Nil	Nil
Maulin Acharya HUF	Nil	Nil
Kapur J D	Nil	Nil

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution for Re-classification of Promoter/ Promoter Group to Public Shareholding, the Board or the officers authorized by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard and to submit all the requisite applications, representations, filings etc. with the BSE Limited and other regulatory authorities as may be required in this regard without requiring the Board to secure any further consent or approval of the members of the Company”

**On behalf of Board of Directors  
For, Franklin Industries Limited**

Sd/-

**Place : Ahmedabad  
Date: 02.12.2020**

**Alpesh Maheshbhai Gupta  
Managing Director  
DIN: 02227485**

## **NOTES:**

1. The relevant Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, in respect of Special Business set out in item No. 4 and 5 is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate members intended to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members/Proxy holders are requested to bring their copy of Attendance slip sent herewith duly filled-in for attending the Annual General Meeting.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday 25<sup>th</sup> December, 2020 to Wednesday 30<sup>th</sup> December, 2020 (both days inclusive).
6. The Shareholders are requested to notify their change of address immediately to the Registrars & Transfer Agent **M/s. Skyline Financial Services Private Limited**. The Company or its registrar will not act on any request received directly from the shareholder holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant by the Shareholders.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
8. Members intending to seek explanation /clarification about the Accounts at the Annual General Meeting are requested to inform the Company at least a week in advance of their intention to do so, so that relevant information may be made available, if the Chairman permits such information to be furnished.
9. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail.
10. **PROCESS FOR MEMBERS OPTING FOR E-VOTING**

- i. In compliance with the provisions of Section 108 of the companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendments Rules, 2015, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the e-voting platform of CDSL.
- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut –off date i.e. 24<sup>th</sup> December,2020 shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. The remote e-voting will commence on Sunday 27<sup>th</sup> December, 2020 at 09.00 am and will ends on Tuesday, 29<sup>th</sup> December, 2020 at 5.00 pm. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday 24<sup>th</sup> December, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- iv. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- v. The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again.
- vi. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the company as on the Cut-off date i.e. 24<sup>th</sup> December, 2020.
- vii. The Company has appointed **Mr. Ajit M. Santoki**, Practicing Company Secretary (Membership No 4189, COP No. 2539), Ahmedabad to act as the Scrutinizer for conducting the remote e- voting and voting at poll process in a fair and transparent manner.
- viii. The Procedure and instructions for remote e-voting are as follows:
  - (i) The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - (ii) Click on Shareholders.
  - (iii) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (iv)Next enter the Image Verification as displayed and Click on Login.
  - (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vi)If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Members who have not updated their PAN with the Company/Depository Participant are requested to use the
	sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details <b>OR</b> 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.  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 (iv).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on EVSN of the Company.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also use Mobile app - “m - Voting” for e voting . m - Voting app is

available on Apple , Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).

(xviii) Note for Non – Individual Shareholders and Custodians

- a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c. 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](mailto: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.
- xi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- x. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

**On behalf of Board of Directors  
For, Franklin Industries Limited**

Sd/-

**Alpesh Maheshbhai Gupta  
Managing Director  
DIN: 02227485**

**Place : Ahmedabad**

**Date: 02/12/2020**

**EXPLANATORY STATEMENT**  
**PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

As required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item No. 4.

**ITEM NO. 4.**

**RECLASSIFICATION OF PROMOTERS OF THE COMPANY FROM “PROMOTERS/PROMOTER GROUP” CATEGORY TO “PUBLIC” CATEGORY:**

Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides a mechanism regarding reclassification from “Promoter and Promoter Group” category to “Public” category. In terms of the said Regulation on 21st September, 2020, the Company received requests for reclassification from the following shareholders regarding their respective shareholding into the Company –

Name of Entity/Person	No. of Equity Shares Held	% of Total Equity Share Capital
Dhaval B. Acharya	Nil	Nil
Bhaveshbhai Fulchand Acharya	Nil	Nil
Aarti D. Acharya	Nil	Nil
Jagruti M. Acharya	Nil	Nil
Maulin B. Acharya	Nil	Nil
Maulin Acharya HUF	Nil	Nil
Kapur J D	Nil	Nil

On the basis of the requests received by the Company and pursuant to the provisions of Regulation 31A (3)(b) of the SEBI Listing Regulations, 2015, the aforesaid shareholders seeking reclassification have confirmed that:

- i) They together do not hold more than ten per cent of the total Voting Rights in the Company;
- ii) They do not exercise control over the affairs of the Company directly or indirectly;
- iii) They do not have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements;
- iv) They do not represent on the board of directors (including not having a nominee director) of the Company;
- v) They do not act as a key managerial person in the Company;
- vi) They are not ‘wilful defaulters’ as per the Reserve Bank of India Guidelines;
- vii) They are not fugitive economic offenders.

Further, the aforesaid shareholders have confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A(4) of the SEBI Listing Regulations, 2015 and other regulations as applicable to them in respect of the said reclassification.

The said requests for reclassification were considered and analyzed by the Board of Directors at its meeting held on 28th September, 2020, which require members’ approval by way of an Ordinary Resolution and stock exchanges’ approval subsequently.

Accordingly, the Board recommends the resolution set out at Item No. 4 of the Notice, for the



approval of the members by way of an Ordinary Resolution. None of the Directors or Key Managerial Personnel of the Company, or their respective relatives is in any way concerned or interested in the resolution set out at Item No. 4 of the Notice.

**On behalf of Board of Directors  
For, Franklin Industries Limited**

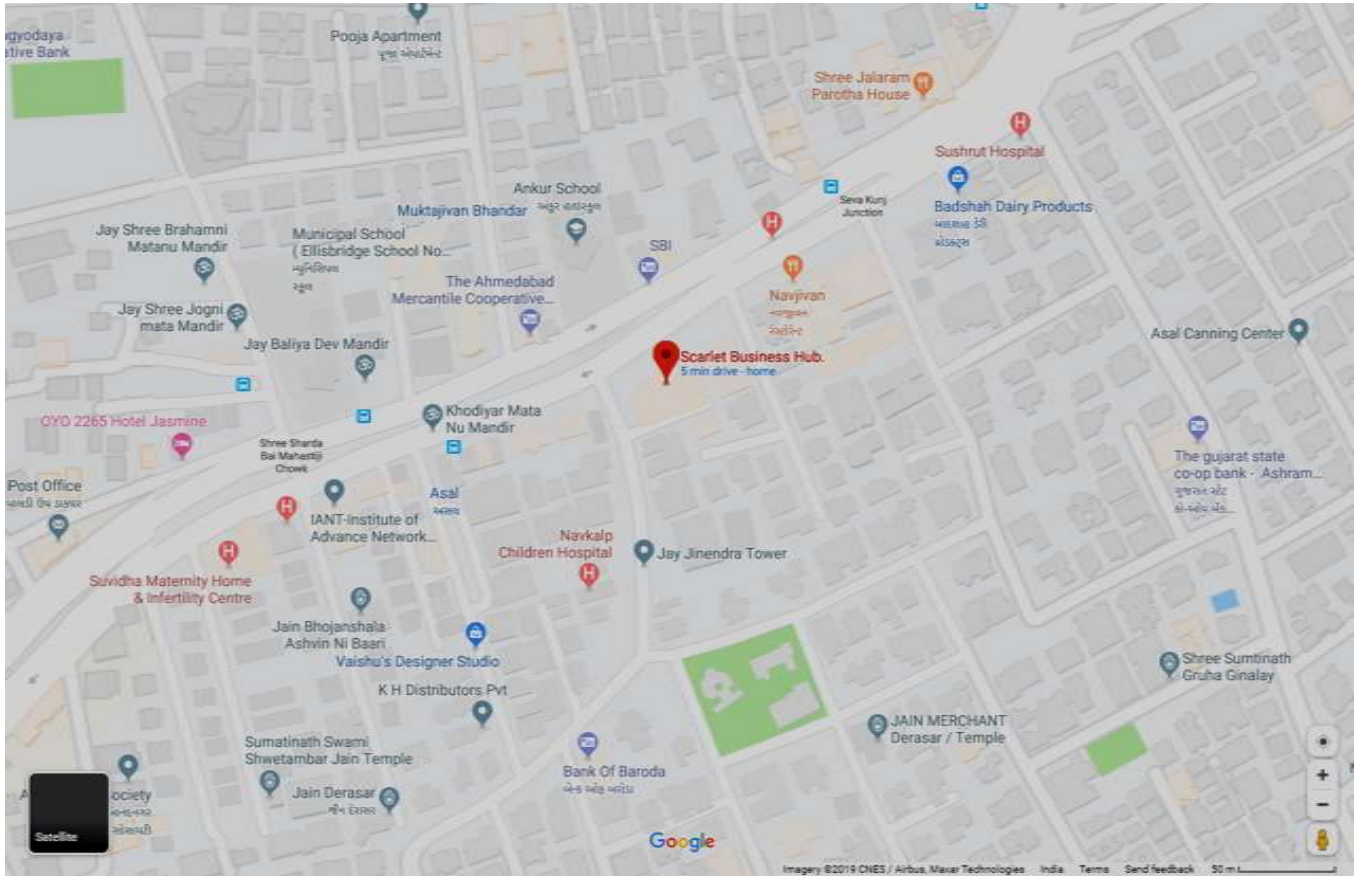
**Place : Ahmedabad  
Date: 02/12/2020**

**Sd/-  
Alpesh Maheshbhai Gupta  
Managing Director  
DIN: 02227485**

**Details of Directors seeking re-appointment at the forthcoming Annual General Meeting**

<b>Name of the Director</b>	<b>MR. ALPESH M. GUPTA</b>
Director Identification Number (DIN)	<b>02227485</b>
Date of Birth	<b>27/07/1978</b>
Nationality	<b>Indian</b>
Date of Appointment on Board	<b>13/12/2016</b>
Qualification	<b>Graduate</b>
Brief Profile	<b>Trading of shares, Securities &amp; Various types of Commodities Since last 14 Year.</b>
Shareholding in the Company	<b>Nil</b>
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	<b>Nil</b>
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	<b>Nil</b>

**\*There are no inter-se relationships between the Board Members.**



**FRANKLIN INDUSTRIES LIMITED**  
**708, Scarlet Business Hub,**  
**Opp. Ankur School,**  
**Nr. Mahalaxmi PanchRasta,**  
**Fatehnagar, Paldi,**  
**Ahmedabad, Gujarat-380007**

**FORM 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]**

<b>Name of Member(s)</b>	
<b>Registered Address</b>	
<b>E-mail id</b>	
<b>Folio No.</b>	
<b>DP Id</b>	
<b>Client Id</b>	

I / We, being the Member(s) holding \_\_\_\_\_ shares of Franklin Industries Limited, hereby appoint:

1. Name \_\_\_\_\_  
Address \_\_\_\_\_  
Email Id \_\_\_\_\_  
Signature \_\_\_\_\_ or failing him / her,
2. Name \_\_\_\_\_  
Address \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the ANNUAL GENERAL MEETING of the Company to be held on 30<sup>th</sup> December, 2020 at 02.00 P.M (IST) at the Registered Office: 708, Scarlet Business Hub, Opp. Ankur School, Nr. Mahalaxmi PanchRasta, Paldi, Ahmedabad-380007 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

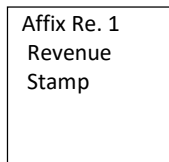
**Ordinary business:**

1. Adoption of Financial Statements of Financial Year Ended as on 31st March, 2020
2. To appoint a Director of Mr. Alpesh M. Gupta , who retires by rotation, and being eligible offers him for re-appointment.
3. Ratify the Appointment of Statutory Auditors.

**Special business:**

4. Reclassification of Promoters/Promoter Group in “Public” Category.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020  
Signature of Shareholder: \_\_\_\_\_  
Signature of Proxy holder(s): \_\_\_\_\_



**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.**

**MGT-12 ATTENDANCE FORM/ BALLOT FORM**  
**(TO BE USED BY SHAREHOLDERS PERSONALLY PRESENT/THROUGH PROXY**  
**AT THE MEETING AND HAVE NOT OPTED FOR E-VOTING)**

**Name & Registered Address** :  
**of the Sole / First Named** :  
**Member** :  
**Name of the joint holders** :  
**Registered Folio No /** :  
**DP ID No. / Client ID No** :  
**Number of Shares held** :

I / We hereby exercise my / our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual General Meeting on 30<sup>th</sup> December, 2020 at 02.00 P.M (IST), by conveying my / our assent or dissent to the resolutions by placing tick (√) mark in the appropriate box below:

Sr. No.	Resolutions	No. of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
<b>Ordinary Business</b>				
1.	Adoption of Financial Statements for F.Y.2019-20.			
2.	To appoint a Director of Mr. Alpesh M. Gupta who retires by rotation, and being eligible offers him for re-appointment.			
3.	Ratify the Appointment of Statutory Auditors			
<b>Special business</b>				
4.	Reclassification of Promoters/ Promoter Group to "Public" Category.			

**Place:**  
**Date :**

**(Signature of the Shareholder/Proxy)**

**Note:**

This Form is to be used for exercising attendance/ voting at the time of Annual General Meeting to be held on, the 30th December, 2020 by shareholders/proxy. Duly filled in and signed ballot form should be dropped in the Ballot box kept at the venue of AGM.