



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: 30.09.2023

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

Sub: Declaration of Voting Result under Regulation 44(3) of the Security Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 of 31st Annual General Meeting of the Company held on 28th September, 2023.

BSE Scrip Code: 539839

Dear Sir,

In compliance with Regulation 44(3) of the Security 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 31st Annual General Meeting of the Members of the **M/s Franklin Leasing & Finance Limited** held on Thursday, 28th September, 2023 at 1:30 P.M. at the Unit/Shop No.205, Second Floor, Aggarwal City Mall Road No.44, Pitampura Delhi North Delhi DI 110034

We also enclosed herewith:-

1. Voting Results as required under Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015.
2. 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

RASHMI BHAGAT
Company Secretary
Membership No: 54366



FRANKLIN LEASING AND FINANCE LIMITED

Disclosures in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM	28.09.2023
Total Number of shareholders on record date	115
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and promoter Group:	2
Public:	9
No. of shareholders attended the meeting through video conferencing:	
Promoter and promoter Group:	NIL
Public:	NIL

Resolution No.1	Adoption of the Audited Financial Statement of the company for the financial year ended 31st March, 2023 together with the report of the Board of Directors and Auditors thereon .
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Resolution Required: (Ordinary / Special) Ordinary

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	100.00	0
	Poll		80000	1.88	80000	0	100.00	0
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4257600	100	4257600	0	100	0
Public Institutions	E-voting	0	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	11524800	6488900	56.30	6488900	0	100.00	0.00
	Poll		104800	0.91	104800	0	100.00	0
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		6593700	57.21	6593700	0	100.00	0.00
Total		15782400	10851300	68.76	10851300	0	100.00	0.00



Resolution No. 2 To appoint a director in place of Mr. Jagannath Jha (Dir: 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	100.00	0
	Poll		80000	1.88	80000	0	100.00	0
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4257600	100	4257600	0	100	0
Public Institutions	E-voting	0	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	11524800	6488900	56.30	6488900	0	100.00	0.00
	Poll		104800	0.91	104800	0	100.00	0
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		6593700	57.21	6593700	0	100.00	0.00
Total		15782400	10851300	68.76	10851300	0	100.00	0.00



Resolution No.3	Appointment of the Statutory Auditors of the Company, and to fix their remuneration						
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Resolution Required: (Ordinary / Special) Ordinary

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	100.00	0
	Poll		80000	1.88	80000	0	100.00	0
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4257600	100	4257600	0	100	0
Public Institutions	E-voting	0	0	0	0	0	0	0
	Poll		0	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	0
Public- Non Institutions	E-voting	11524800	6488900	56.30	6456900	32000	99.51	0.49
	Poll		104800	0.91	104800	0	100.00	0
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		6593700	57.21	6561700	32000	99.51	0.49
Total		15782400	10851300	68.76	10819300	32000	99.71	0.29



Resolution No.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.

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	100.00	0
	Poll		80000	1.88	80000	0	100.00	0
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4257600	100	4257600	0	100	0
Public Institutions	E-voting	0	0	0	0	0	0	0
	Poll		0	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	0
Public- Non Institutions	E-voting	11524800	6488900	56.30	6472900	16000	99.75	0.25
	Poll		104800	0.91	104800	0	100.00	0
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		6593700	57.21	6577700	16000	99.76	0.24
Total	Total	15782400	10851300	68.76	10835300	16000	99.85	0.15



Resolution No.5	Re-appointment of Mrs. Sunitha Gupta (DIN: 07133097) as an Independent Director of the Company.						
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Resolution Required: (Ordinary / Special)

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

Special

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	100.00	0
	Poll		80000	1.88	80000	0	100.00	0
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4257600	100	4257600	0	100	0
Public Institutions	E-voting	0	0	0	0	0	0	0
	Poll		0	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	0
Public- Non Institutions	E-voting	11524800	6488900	56.30	6472900	16000	99.75	0.25
	Poll		104800	0.91	104800	0	100.00	0
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		6593700	57.21	6577700	16000	99.76	0.24
Total		15782400	10851300	68.76	10835300	16000	99.85	0.15



Akhil Agarwal, B.Com, ACS

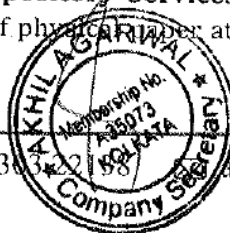
506/1, Grand Trunk Road, 2nd Floor
Howrah (South) - 711 101, INDIA

To,
The Chairman,
FRANKLIN LEASING AND FINANCE LIMITED
UNIT/SHOP NO.205, SECOND FLOOR, AGGARWAL CITY
MALL ROAD NO.44, PITAMPURA
DELHI-110034

Dear Sir,

Sub: 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 and the Poll taken at the Annual General Meeting (AGM) of the Equity Shareholders of 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, on Thursday, 28th September, 2023 at the 1:30 p.m.

1. The Board of Directors of **FRANKLIN LEASING AND FINANCE LIMITED (the Company)** for the purpose of scrutinizing e-voting process (remote e- voting) and voting through physical paper at the meeting pursuant to Section 108 of the Companies Act , 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 & (Amendment Rules) 2015 in respect of the below mentioned resolutions proposed at the Annual General Meeting of the Equity Shareholders of the Company held at Unit/Shop No.205,Second Floor, Aggarwal City Mall Road No.44,Pitampura, North Delhi -110034 on Thursday, 28th September, 2023 at the 1:30 P.M., India **in addition to physical Ballot at the venue of AGM, for determining the result of voting on resolutions.**
2. I, Akhil Agarwal Company Secretary in Practice, having Membership No. PCS 16313, has been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on 04th September, 2023, 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 31st Annual General Meeting of the Company held on **28th day of September, 2023.**
3. The Compliance with the Provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means (by remote e-voting) and voting by use of ballots by the shareholders on the resolutions proposed in the Notice of the Annual General meeting of the Company is the responsibility of the management. My responsibility as Scrutinizer is to ensure that the voting process both through electronic means and by use of physical paper at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favor or in against if any, to the Chairman on the resolution, based on the reports generated from the electronic voting system provided by **Central Depository Services Limited (CDSL)** and the report generated electronically for voting by use of physical paper at the meeting.



4. The notice dated September 4th, 2023 along with statement setting out material facts under section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the below mentioned resolutions proposed at the AGM of the company and e-voting opened at 10.00 a.m. on Monday, 25th day of September, 2023 and will end at 5.00 p.m. on Wednesday, 27th day of September, 2023.
5. The Equity Share holders holding shares as on September 21, 2023, "cutoff date ", were entitled to vote on the resolutions stated in the Notice of the Annual General Meeting of the Company
6. After declaration of voting by use of ballot by the Chairman at the meeting, ballot boxes were locked and kept for voting duly marked by identification mark placed on them. The ballot boxes subsequently on close of voting hours were opened in the presence of two witnesses who are not the employees of the company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialed by me. The ballots were reconciled with the records maintained by the Company / Registrar and Transfer Agent s (R & TA) of the Company and the authorizations /proxies lodged with the company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e., on remote e-voting through **Central Depository Services Limited (CDSL)** facility had been blocked and ballots duly numbered serially by print were issued only to those members who were present at the Annual General Meeting and who had not voted on remote e-voting.
7. The ballots, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately. The votes cast by use of ballots at the meeting were first counted electronically.
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. The electronic votes cast at the meeting were thereafter unblocked in the presence of two witnesses who are not the employees of the Company and the e-voting results\ list of equity shareholders who have voted for and against were downloaded from the e-voting website of **Central Depository Services Limited (CDSL)** (<https://www.cdslindia.com>) and the same are being handed over to the chairman.
10. The Management of the company is responsible to ensure compliance with the requirements of the Act and rules relating to e-voting and the voting through physical paper at the meeting on the resolutions contained in the notice of the AGM.
11. My responsibility as scrutinizer for the emoting and voting through physical paper at the meeting is restricted to making a Scrutinizer's Report of the votes cast in favor or against the resolutions.



12. I now submit my consolidated Report as under on the result of the e-voting and voting by poll at the AGM in respect of the said resolutions:

a) Resolution -1: Ordinary Resolution

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2023, 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	12	10666500	98.30
Voting by poll	6	184800	1.70
Total	18	10851300	100.00

(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	0	0	0
Voting by poll	0	0	0
Total	0	0	0

(iii) **Invalid** votes :

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



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

To appoint a director in place of Mr. Jagannath Jha [Din: 08943829] who retires by rotation 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	12	10666500	98.30
Voting by poll	6	184800	1.70
Total	18	10851300	100.00

(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	0	0	0
Voting by poll	0	0	0
Total	0	0	0

(iii) **Invalid** votes :

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



c) Resolution-3: Ordinary Resolution

Appointment of the Statutory Auditors of the Company, and to fix their remuneration.

(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	11	10634500	98.00
Voting by poll	6	184800	1.71
Total	17	10819300	99.71

(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	32000	0.29
Voting by poll	0	0	0
Total	1	32000	0.29

(iii) **Invalid** votes :

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



d) **Resolution-4: Ordinary Resolution**

Appointment of Mr. Mahesh Kumar Dalmia (DIN NO: 09497773), as Whole-time Director of the Company subject to approval of members in the AGM.

(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	11	10650500	98.15
Voting by poll	6	184800	1.70
Total	17	10835300	99.85

(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	16000	0.15
Voting by poll	0	0	0
Total	1	16000	0.15

(iii) **Invalid** votes :

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



e) **Resolution-5: Special Resolution**

Re-appointment of Mrs. Sunitha Gupta (DIN: 07133097) as an Independent 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	11	10650500	98.15
Voting by poll	6	184800	1.70
Total	17	10835300	99.85

(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	16000	0.15
Voting by poll	0	0	0
Total	1	16000	0.15

(iii) **Invalid** votes :

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



13. RESULTS:

- My report includes the result of voting through the physical poll papers in addition to votes cast through e-voting.
- I have scrutinized the votes cast through electronic means and also through physical poll papers for the purpose of this report.
- The particulars of all the electronic votes cast by the members through remote e-voting process and votes cast by the members through physical poll papers have been recorded in a register separately maintained for the purpose.

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

15. RECOMMENDATION:

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

Thanking You,

Yours Truly,




Akhil Agarwal
Practicing Company Secretary
Membership No. ACS35073
CP NO.16313
UDIN: A035073E001115405

Place: Delhi

Date: 28.09.2023