

FRANKLIN INDUSTRIES LIMITED

(Formerly Known as Murad Properties & Projects Ltd.)

(CIN: L45209GJ1983PLC092054)

Regd. off.: A-203, Celebration City Center, South Bopal, Nr. Chitvan, Bopal, Daskroi,
Ahmedabad, Gujarat, India - 380058

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

Website: www.franklinindustries.in

Date: 04.09.2023

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 41th Annual General Meeting of Franklin Industries Limited will be held as on 27th September, 2023 at the Registered office of the Company Situated at A-203, Celebration City Center, South Bopal, Nr. Chitvan, Bopal, Daskroi, Ahmedabad, Gujarat, India – 380058.

Kindly take the same on your records.

Thanking You,

Yours faithfully,

For, Franklin Industries Limited

.....
Joshua Gonsalves
Director
DIN: 10118757

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 41th Annual General Meeting of the Members of M/S Franklin Industries Limited (“the company”) will be held on, **27th Day of September, 2023** at **12.00 P.M.** at the registered office situated at A-203, Celebration City Centre, South Bopal, Nr. Chitvan, Bopal, Daskroi, Sanand GJ 380058 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 31st March 2023, together with the Reports of Board of Directors and Auditors thereon;
2. To appoint a Mr. Prakash Ganpathy Pai, 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. V S S B & Associates (Formerly known as 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 2024,and to fix their remuneration for the financial year ending 31st March, 2024.

Special Business:

4. **Reappointment of Mr. Prakash Ganpathy Pai (DIN: 00789149) as a Managing Director (Executive Director Category)**

“RESOLVED THAT, pursuant to the provisions of sec 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), and recommendation of the Nomination & Remuneration Committee, Board be and is hereby appoints Mr. Prakash Ganpathy Pai (DIN: 00789149) as the Managing Director (Whole Time key Managerial Personnel) of the company for a term of five years commencing from 11/08/2023 till 10/08/2028 on the terms and conditions including remuneration as set out in the statement annexed to the Notice of this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the appointment and/ or

remuneration based on the recommendation of the Nomination & Remuneration Committee, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT, the following terms and conditions to be approved considering the limit specified under sec 197 and Schedule V of the Companies Act, 2013:

- a) Salary: Rs. 30,000/- per month;
- b) Tenure: 5 years
- c) Gratuity: as per the Rules of the company,
- d) Provident Fund: Company's contribution to provident fund to the extent the same is not taxable under the Income Tax Act, 1961;
- e) Benefits, Perquisites and Allowances:
- i) Actual leave travel expenses, as per the rules of the company.

RESOLVED FURTHER THAT, in the event of no profit or the profit of the company is inadequate, during the currency of tenure of managerial personnel, the company may pay remuneration to the managerial remuneration not exceeding the limit under section II of the Schedule V of the Companies Act, 2013 subject to the minimum remuneration as prescribed above including any statutory modifications or re-enactment thereof from time to time as prescribed by the Government.

RESOLVED FURTHER THAT, the consent in writing from Mr. Prakash Pai in form DIR-2 pursuant to the Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules 2014 and intimation in Form DIR-8 pursuant to the Rule 14 of the Companies (Appointment & Qualifications of Directors) Rules 2014 that he is not disqualified under section 164 sub-section (2) of the Companies Act, 2013 have been received by the company and considered by the committee.

RESOLVED FURTHER THAT, any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

RESOLVED FURTHER THAT, any one of the Directors of the Company for the time being be and are hereby severally authorized to sign the certified true copy of the resolution to be given as and when required.”

5. Regularization of the appointment Mr. Joshua Gonsalves (DIN: 10118757) as a Non-Executive Non-Independent Directors 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 the provisions of section 149, 152 and read with Schedule IV and all other applicable provisions of the Companies Act, 2013, if any, and read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Joshua Gonsalves (DIN: 10118757) who was appointed as Additional Non Executive Non Independent Directors by the Board of Directors at their meeting with effect from 18th April, 2023 pursuant to provision of

Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, who has submitted declaration that he meet the criteria for as provided in the Act and being eligible for appointment, the Company has received a notice in writing under Section 160 of the Companies Act, 2013 by Mr. Joshua Gonsalves (DIN: 10118757) proposing their candidature for the office of Directors, be and are hereby appointed as Non-Executive Non Independent Directors of the Company and he will be liable to retire by rotation.”

RESOLVED FURTHER THAT, the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. Regularization of the appointment Mr. Viren Makwana (DIN: 09007676) as a Non-Executive Independent Directors 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 the provisions of section 149, 152 and read with Schedule IV and all other applicable provisions of the Companies Act, 2013, if any, and read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Viren Makwana (DIN: 09007676) who was appointed as Additional Independent Directors by the Board of Directors at their meeting with effect from 18th April, 2023 pursuant to provision of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, who has submitted declaration that he meet the criteria for independence as provided in section 149(6) of the Act and being eligible for appointment, the Company has received a notice in writing under Section 160 of the Companies Act, 2013 by Mr. Viren Makwana (DIN: 09007676) proposing their candidature for the office of Directors, be and are hereby appointed as Independent Directors of the Company to hold office for term of 5 consecutive years and he will not be liable to retire by rotation.”

RESOLVED FURTHER THAT, the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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

Sd/-

**Place: Ahmedabad
Date: 04.09.2022**

**Prakash Pai
Managing Director
DIN: 00789149**

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 to 6 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 Saturday 21st September, 2023 to Friday 27th September, 2023 (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, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by 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. 20th September, 2023 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 24th September, 2023 at 09.00 am and will ends on Tuesday, 26th September, 2023 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 Wednesday 20th September, 2023, 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. 20th September, 2023.
- vii. The Company has appointed **M/s. Dharti Patel & Associates**, Practicing Company Secretary (COP No. 19303), 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:

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders Holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="646 153 1539 436">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. <li data-bbox="646 478 1539 835">2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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; 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. <li data-bbox="646 877 1539 993">3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. <li data-bbox="646 1035 1539 1388">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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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 evoting 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	<ol style="list-style-type: none"> <li data-bbox="646 1392 1539 1812">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. <li data-bbox="646 1833 1539 1955">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>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.</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.

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 toll free no. 1800 22 55 33
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

ix. Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 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 Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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.

- x. After entering these details appropriately, click on “SUBMIT” tab.
- xi. 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.
- xii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiii. Click on the EVSN for the relevant **Franklin Industries Limited** on which you choose to vote.
- xiv. 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.
- xv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- xvi. 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.
- xvii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xviii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xix. 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.
- xx. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xxi. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is mandatory that, 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.
 - 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; muradprop1983@gmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- xxii. Process for those Shareholders whose Email/Mobile No. Are not Registered With The Company/Depositories.
1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
 2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

**Place : Ahmedabad
Date: 04/09/2023**

**Sd/-
Prakash Pai
Managing Director
DIN: 00789149**

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

Name of the Director	Mr. Prakash Ganpathy Pai	Mr. Joshua Gonsalves	Mr. Viren Makwana
Director Identification Number (DIN)	00789149	10118757	09007676
Designation for which Appointed	Managing Director	Non-Executive Non-Independent Director	Non-Executive Independent Director
Date of Birth	03/07/1968	06/09/1999	10/07/1988
Nationality	Indian	Indian	Indian
Date of Appointment on Board	10/08/2023	18/04/2023	18/04/2023
Qualification	Post Graduate	Graduate	Professional
Brief Profile	Mr. Prakash Pai, is a Post Graduate in the Field of M.A. (Public Administration). He is a Businessman. He has a more than 33 years' experience in the field of Interiors, Renewable Energies, Hospitality Industries and etc. He has an experience in the construction industry and is the technical and architectural genius behind the company's outstanding reputation for quality and innovation	Mr. Joshua Gonsalves, is a Graduate in the field of Hotel Management and Hospitality. He currently working in the Corporate Department. He has an experience of More than 2 years in the field of HR and handle the other corporate matters	Mr. Viren Rajeshkumar Makwana, is a qualified Company Secretary (Associate Member) from the Institute of Company Secretaries of India. He has also completed Master of Law (LLM) degree from Gujarat University. He has an experience of more than 6 years in the field of Corporate Law, Companies Act and Other Law related matters
Shareholding in the Company	Nil	Nil	Nil
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	1. Westin Rely Infra Projects Private Limited 2. Harsh Pranav Properties Private Limited 3. Mahalasa Residency Private Limited 4. Netscape Healthcare Private Limited 5. Kota Pai Skill Development Private Limited 6. Aimjoro Greentech Private Limited	Nil	1. Bright Solar Limited 2. Padmanabh Industries Limited 3. Seacoast Shipping Services Limited 4. Typhoon Holdings Limited 5. Mercury Trade Links Limited
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	1. Member of Audit Committee Franklin Industries Limited	1. Member of Nomination and Remuneration Committee Franklin Industries Limited 2. Member of Shareholder Relationship Committee Franklin Industries Limited	1. Chairman of Audit Committee and Nomination and Remuneration Committee and Member of Shareholder Relationship Committee in Franklin Industries Limited 2. Chairman of Nomination and Remuneration

			Committee and Member of Audit Committee in Padmanabh Industries Limited 3. Member of Audit Committee and Nomination and Remuneration Committee Shareholder Relationship Committee and Corporate Social Relationship Committee in Seacoast Shipping Services Limited
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***There are no inter-se relationships between the Board Members.**

Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)

Item No-4

Reappointment of Mr. Prakash Ganpathy Pai (DIN: 00789149) as a Managing Director (Executive Director Category)

The Board on the recommendation of the Nomination & Remuneration Committee at its meeting held on August 10, 2023 approved the appointment of Mr. Prakash Ganpathy Pai (DIN: 00789149) as the Managing Director (MD), KMP of the Company with effective from August 11, 2023. He has more than 5 years of experience of Industry. His knowledge and experience would be in the interest of the Company.

Considering the experience of Mr. Prakash Pai, the Nomination & Remuneration Committee along with the Board recommends his appointment as Managing Director. The Company benefits from his insights and broad perspective.

It is proposed to seek Member's approval for the appointment of Mr. Prakash Ganpathy Pai as a Managing Director of the Company.

The principal terms and conditions of Mr. Prakash Pai (DIN: 00789149), appointment as Managing Director are as follows:

1. Effective Date: 11th August, 2023

2. Remuneration: Upto Rs. 30000 per Month which may be increased or decreased within overall limits specified under Schedule V of the Companies Act, 2013.

3. Tenure: 5 Years

4. Nature of Duties:

a) The Managing Director shall devote his whole time and attention to the business of the Company and carry out such duties, as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

b) The Managing Director undertakes to employ the best of the skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

5. The Managing Director, so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.

6. Mr. Prakash Pai is hereby given responsibility and authority for carrying out the Business and to do all the acts and deeds in the matter which are necessary for carrying out such business in the Company.

7. The terms and conditions of the appointment of the Managing Director may be altered and varied

from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard, in such manner as may be agreed to between the Board and the Managing Director, subject to such approvals as may be required.

8. In the event the Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity or if the business operations assigned to Mr. Prakash Pai results into loss to the Company, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.

9. If at any time, the Managing Director ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and Managing Director of the Company.

Except Mr. Prakash Ganpathy Pai, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution out at Item No. 4 of the Notice.

The Board commends the Special Resolution set out at Item No. 4 of the Annual General Meeting Notice for approval by the members.

ITEM NO. 5.

Regularization of the appointment Mr. Joshua Gonsalves (DIN: 10118757) as an Non-Executive Directors of the company:

Mr. Joshua Gonsalves (DIN: 10118757) was appointed as an additional Non-Executive Director with effect from 18th April, 2023, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office upto the date of ensuing Annual General Meeting of the Company. The Board is of the view that appointment of Mr. Joshua Gonsalves (DIN: 10118757) on the Company Board is desirable and would be beneficial to the Company for the Position of Non-Executive Non-Independent Director of the Company.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives except Mr. Joshua Gonsalves (DIN: 10118757) himself, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends that the resolution set out at item no. 5 be passed as an Ordinary Resolution.

ITEM NO. 6.

Regularization of the appointment Mr. Viren Makwana (DIN: 09007676) as an Non-Executive Independent Directors of the company:

Mr. Viren Makwana (DIN: 09007676) was appointed as an additional Independent Director with effect from 18th April, 2023, in accordance with the provisions of Section 149, 150, 152, 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 149, 150, 152, 161 of the Companies Act, 2013, the above director holds office upto the date of ensuing Annual General Meeting of the Company. The Board is of the view that appointment of Mr. Viren Makwana (DIN: 09007676) on the Company Board is desirable and would be beneficial to the Company.

None of the other Directors or Key Managerial Personnel of the Company and their respective

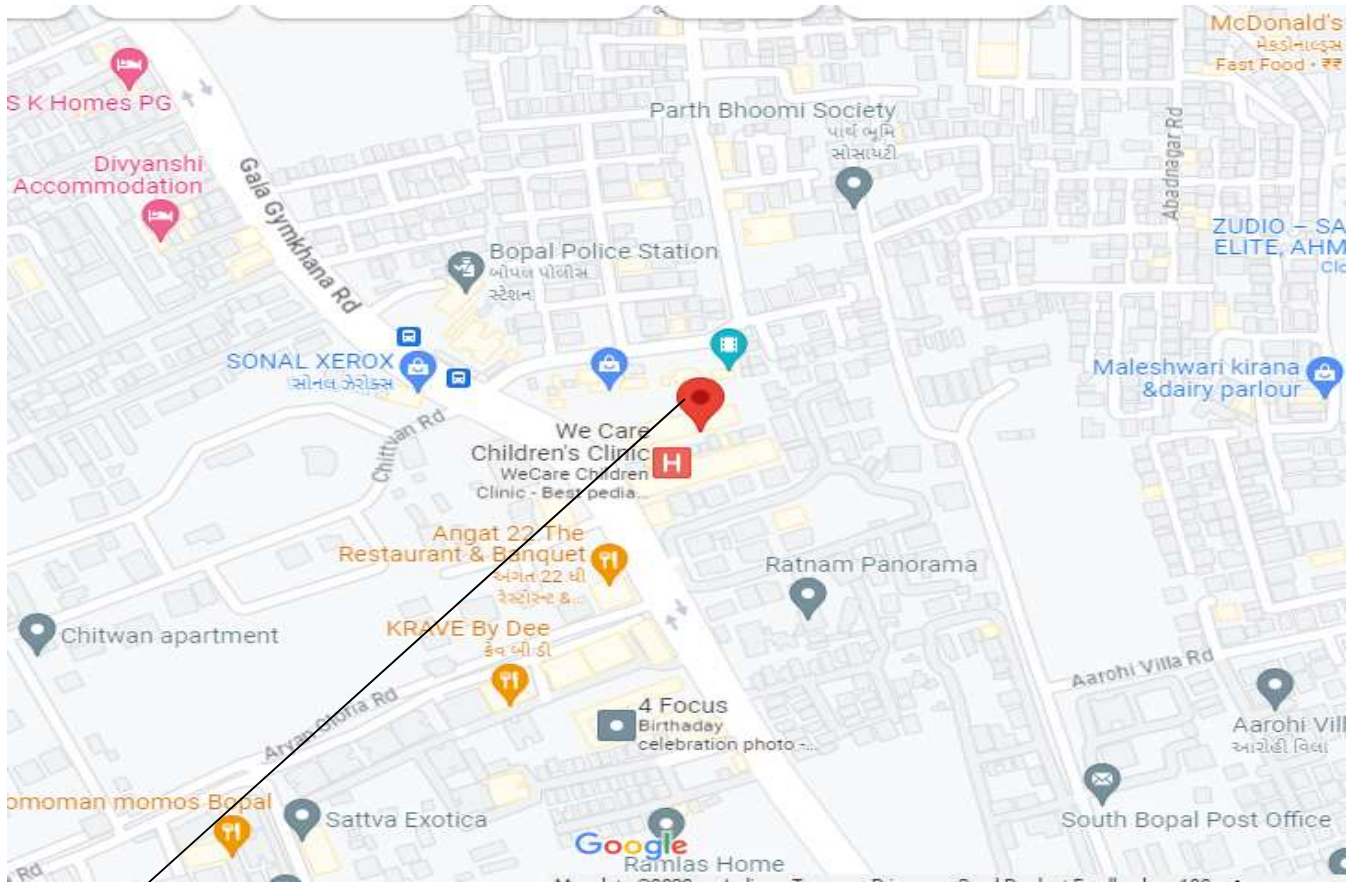
relatives except Mr. Viren Makwana himself, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends that the resolution set out at item no. 6 be passed as an Ordinary Resolution.

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

**Place : Ahmedabad
Date: 04/09/2023**

**Sd/-
Prakash Pai
Managing Director
DIN: 00789149**



FRANKLIN INDUSTRIES LIMITED
A-203, Celebration City Centre,
South Bopal, Nr. Chitvan,
Bopal, Daskroi, Sanand, Gujarat - 380058

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]

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

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 27th September, 2023 at 12.00 P.M (IST) at the Registered Office: A-203, Celebration City Centre, South Bopal, Nr. Chitvan, Bopal, Daskroi, Sanand GJ - 380058 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, 2023.
2. To appoint a Director of Mr. Prakash Ganpathy Pai, who retires by rotation, and being eligible offers him for re-appointment.
3. Ratify the Appointment of Statutory Auditors.

Special business:

4. Reappointment of Mr. Prakash Ganpathy Pai (DIN: 00789149) as a Managing Director (Executive Director Category).
5. Regularization of the appointment Mr. Joshua Gonsalves (DIN: 10118757) as a Non-Executive Non-Independent Directors of the company:
6. Regularization of the appointment Mr. Viren Makwana (DIN: 09007676) as a Non-Executive Independent Directors of the company:

Signed this _____ day of _____ 2023
Signature of Shareholder: _____
Signature of Proxy holder(s): _____

Affix Re. 1
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.

**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 27th September, 2023 at 12.00 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)
Ordinary Business				
1.	Adoption of Financial Statements of Financial Year Ended as on 31st March, 2023			
2.	To appoint a Director of Mr. Prakash Ganpathy Pai, who retires by rotation, and being eligible offers him for re-appointment			
3.	Ratify the Appointment of Statutory Auditors.			
Special business				
4.	Reappointment of Mr. Prakash Ganpathy Pai (DIN: 00789149) as a Managing Director (Executive Director Category).			
5.	Regularization of the appointment Mr. Joshua Gonsalves (DIN: 10118757) as a Non-Executive Non-Independent Directors of the company:			
6.	Regularization of the appointment Mr. Viren Makwana (DIN: 09007676) as a Non-Executive Independent Directors of the company.			

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 27th September, 2023 by shareholders/proxy. Duly filled in and signed ballot form should be dropped in the Ballot box kept at the venue of AGM.