

Ajit M Santoki
B.B.A.,F.C.S.

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**REPORT OF SCRUTINIZER - COMBINED
(ON E-VOTING & POLL)**

Date:- September 29, 2017

To,
The Chairman,
Annual General Meeting of the Equity Shareholders of Franklin Industries Limited ("the Company") held on Tuesday, 29th day of September, 2017 at 01:00 P.M. at 203, Abhishek Complex, B/h Navgujarat College, Income Tax, Ahmedabad - 380 014

Dear Sir,

I, Ajit M. Santoki, Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of **M/s. Franklin Industries Limited** ("the Company") pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process held between 26th September, 2017 at 10:00 a.m. to 28th September, 2017 at 5:00 p.m.

The Chairman of the Annual General Meeting (AGM) on Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the AGM of the members of the Company, held on 29th day of September, 2017 at 01.00 P.M. at 203, Abhishek Complex, B/h Navgujarat College, Income Tax, Ahmedabad - 380 014

Based on the data downloaded from the Official website of the **Central Depository Services (India) Limited** ("CDSL") for the E-Voting process and Poll taken at AGM, I now submit combined report (E-Voting and Poll) as under:

A. Santoki & Associates

Company Secretaries

Ajit M Santoki

B.B.A., F.C.S.

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Resolution No. 1:-

Re: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March 2017, together with the Reports of Board of Directors and Auditors thereon;

(i) Voted in favour of the resolution:

Number of members voted in e-Voting	Number of Votes Cast (Shares) – e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) – Poll	Total Number of Vote Cast Through e-Voting and Poll	% of Total Number of Valid Votes Cast
1	10	15	696679	696689	100%

(ii) Voted against the resolution:

Number of members voted in e-Voting	Number of Votes Cast (Shares) – e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) – Poll	Total Number of Vote Cast Through e-Voting and Poll	% of Total Number of Valid Votes Cast
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(iii) Invalid votes:

Number of members voted in e-Voting	Number of Votes Cast (Shares) – e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) – Poll	Total Number of Vote Cast Through e-Voting and Poll
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Resolution No. 2:-

Re: To appoint a Mr. Alpesh M. Gupta, who retires by rotation, and being eligible offers him for re-appointment

(i) Voted in favour of the resolution:

Number of members voted in e-Voting	Number of Votes Cast (Shares) – e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) – Poll	Total Number of Vote Cast Through e-Voting and	% of Total Number of Valid Votes Cast
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A.Santoki & Associates

Company Secretaries

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				Poll	
1	10	15	696679	696689	100%

(ii) Voted against the resolution:

Number of members voted in e-Voting	Number of Votes Cast (Shares) – e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) – Poll	Total Number of Vote Cast Through e-Voting and Poll	% of Total Number of Valid Votes Cast
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(iii) Invalid votes:

Number of members voted in e-Voting	Number of Votes Cast (Shares) – e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) – Poll	Total Number of Vote Cast Through e-Voting and Poll
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Resolution No. 3:-

Re: To Ratify the appointment of auditors of the Company

(i) Voted in favour of the resolution:

Number of members voted in e-Voting	Number of Votes Cast (Shares) – e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) – Poll	Total Number of Vote Cast Through e-Voting and Poll	% of Total Number of Valid Votes Cast
1	10	15	696679	696689	100%

(ii) Voted against the resolution:

Number of members voted in e-Voting	Number of Votes Cast (Shares) – e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) – Poll	Total Number of Vote Cast Through e-Voting and	% of Total Number of Valid Votes Cast
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A.Santoki & Associates

Company Secretaries

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				Poll	
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(iii) Invalid votes:

Number of members voted in e-Voting	Number of Votes Cast (Shares) – e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) – Poll	Total Number of Vote Cast Through e-Voting and Poll
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Resolution No. 4:-

Re: To appoint of Mr. Ashok Kumar Mathur (din: 00752964) as an independent director

(i) Voted in favour of the resolution:

Number of members voted in e-Voting	Number of Votes Cast (Shares) – e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) – Poll	Total Number of Vote Cast Through e-Voting and Poll	% of Total Number of Valid Votes Cast
1	10	15	696679	696689	100%

(ii) Voted against the resolution:

Number of members voted in e-Voting	Number of Votes Cast (Shares) – e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) – Poll	Total Number of Vote Cast Through e-Voting and Poll	% of Total Number of Valid Votes Cast
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(iii) Invalid votes:

Number of members voted in e-Voting	Number of Votes Cast (Shares) – e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) – Poll	Total Number of Vote Cast Through e-Voting and

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Company Secretaries

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				Poll
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Resolution No. 5:-

Re: To appoint Ms. Nitaben Motibhai Rabari (din: 07716934) as an independent director

(i) Voted in favour of the resolution:

Number of members voted in e-Voting	Number of Votes Cast (Shares) – e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) – Poll	Total Number of Vote Cast Through e-Voting and Poll	% of Total Number of Valid Votes Cast
1	10	15	696679	696689	100%

(ii) Voted against the resolution:

Number of members voted in e-Voting	Number of Votes Cast (Shares) – e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) – Poll	Total Number of Vote Cast Through e-Voting and Poll	% of Total Number of Valid Votes Cast
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(iii) Invalid votes:

Number of members voted in e-Voting	Number of Votes Cast (Shares) – e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) – Poll	Total Number of Vote Cast Through e-Voting and Poll
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Resolution No. 6:-

Re: Change of Registered office from Ahmedabad to Surat.

(i) Voted in favour of the resolution:

Number of members voted in e-Voting	Number of Votes Cast (Shares) – e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) – Poll	Total Number of Vote Cast Through e-Voting and Poll	% of Total Number of Valid Votes Cast
1	10	15	696679	696689	100%

(ii) Voted against the resolution:

Number of members voted in e-Voting	Number of Votes Cast (Shares) – e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) – Poll	Total Number of Vote Cast Through e-Voting and Poll	% of Total Number of Valid Votes Cast
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(iii) Invalid votes:

Number of members voted in e-Voting	Number of Votes Cast (Shares) – e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) – Poll	Total Number of Vote Cast Through e-Voting and Poll
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Vote casted in both E-voting and Poll at the AGM by the same shareholder are considered as Invalid and only the votes casted in E-voting are taken into account in respect of such shareholder.

RESULT

As the number of votes cast in favor of the resolution was more than the number of votes cast against, I report that the Resolutions with regard to Item no. 1 to 6 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

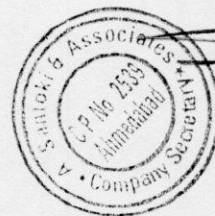
The e-Voting and poll papers and all other relevant records were sealed and handed over to the Chairman safe keeping.

Thanking you,

Yours Faithfully,

For, A. Santoki & Associates,
Company Secretaries

Date: September 29, 2017
Place: Ahmedabad



Ajit M. Santoki.
(Proprietor)
COP: 2539