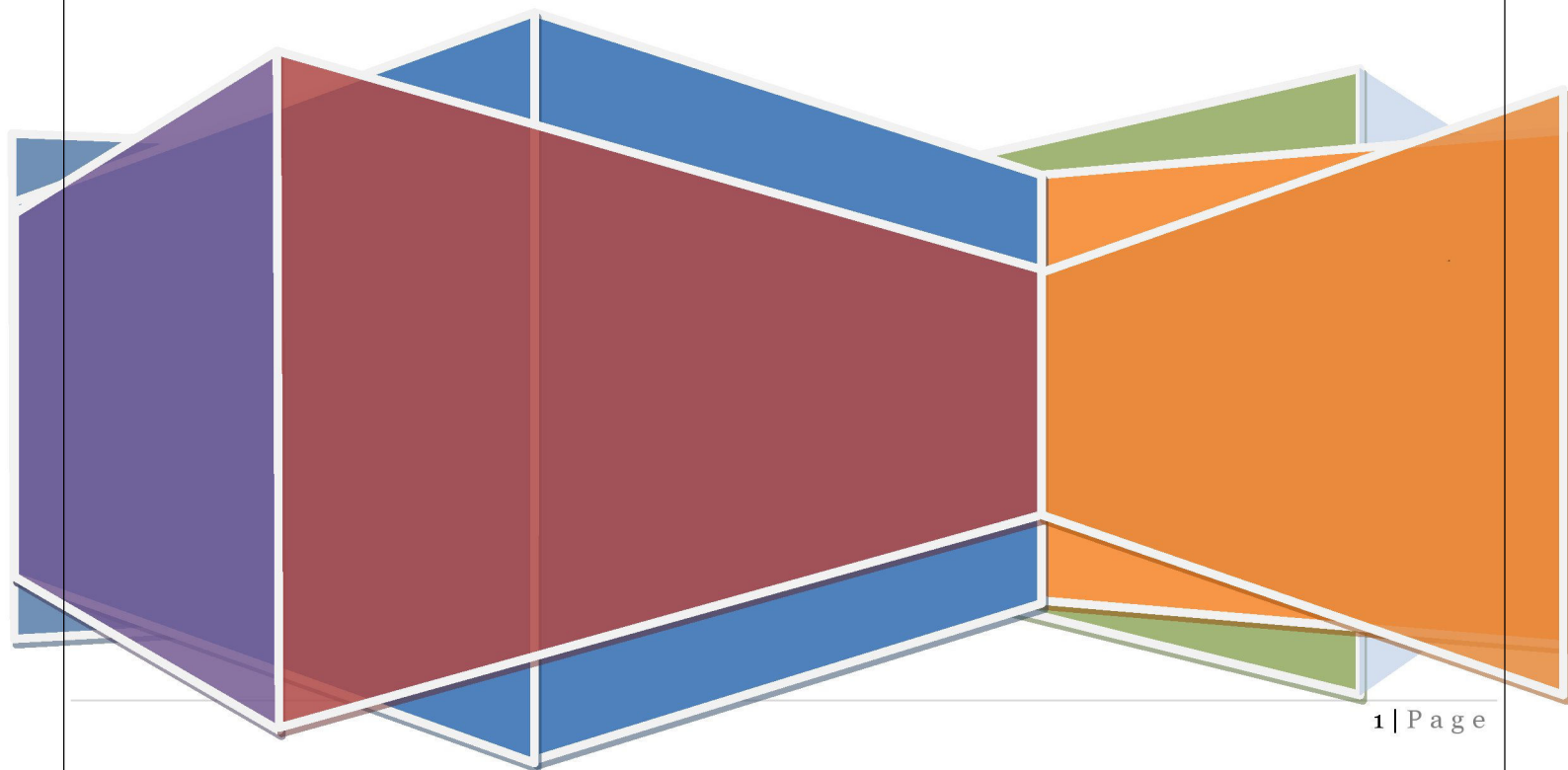


**32<sup>nd</sup> ANNUAL REPORT 2023-24**



## CORPORATE INFORMATION

### **BOARD OF DIRECTORS**

<i>Mr. Mahesh Kumar Dalmia</i>	<i>Executive Director</i>
<i>Mr. Jagannath Jha</i>	<i>Executive Director</i>
<i>Mrs. Sunitha Gupta</i>	<i>Independent Director</i>
<i>Mr. Barun Naskar</i>	<i>Independent Director</i>
<i>Mr. Jagdev Yadav</i>	<i>Independent Director</i>

<i>Mr. Raju Kumar Ram</i>	<i>CFO</i>
<i>Ms. Rashmi Bhagat</i>	<i>Company Secretary</i>

### **Statutory Auditor**

SSRV & ASSOCIATES

Chartered Accountant

FRN.: 135901W

OFFICE NO.215, 2ND FLOOR, GUNDECHA IND. ESTATE,  
AKURLI ROAD, KANDIVALI (E), MUMBAI-400101

### **Secretarial Auditor**

AKHIL AGARWAL

Company Secretaries

506/1, GRAND TRUNK ROAD,  
2<sup>ND</sup> FLOOR, HOWRAH (SOUTH) -711 101

### **Internal Auditor**

Shikha Singhal & Associates

Chartered Accountants

### **Board Committee**

#### **Audit Committee**

Ms. Sunitha Gupta, Chairperson

Mr. Jagannath Jha, Member

Mr. Barun Naskar, Member

#### **Nomination & Remuneration Committee**

Mr. Jagdev Yadav, Chairperson

Mr. Barun Naskar, Member

Ms. Sunitha Gupta, Member

#### **Stakeholder Relationship Committee**

Mr. Jagannath Jha, Member

Mr. Barun Naskar, Member

Ms. Sunitha Gupta, Chairperson

### **Bankers**

Kotak Mahindra Bank

Bank of Baroda

Indusind Bank

### **Registered Office**

*B 53 Ganesh Nagar II Shakarpur, Delhi 110092*



**Registrar and Transfer Agent**

Skyline Financial Services Private Limited

D-153A, 1<sup>st</sup> Floor, Okhla Industrial Area Phase-I, New Delhi-110020

Tel: +91-11-64732681-88

E-mail: [viren@skylinerta.com](mailto:viren@skylinerta.com); [admin@skylinerta.com](mailto:admin@skylinerta.com)

**Stock Exchange(s) where Company's Securities are Listed**

*Bombay Stock Exchange Limited (SME) Platform*

**Website**

[www.franklinleasing.in](http://www.franklinleasing.in)

CIN: L74899DL1992PLC0480

# FRANKLIN LEASING AND FINANCE LIMITED

CIN: L74899DL1992PLC048028

Regd. Off.: - B 53 Ganesh Nagar II Shakarpur, Delhi 110092

Tel. No.: 9123885824

Website: www.franklinleasing.in; E-mail: franklinleasingfinance@gmail.com

## NOTICE

NOTICE is hereby given that the **THIRTY SECOND Annual General Meeting (“AGM/32<sup>ND</sup> AGM”)** of the members of **FRANKLIN LEASING AND FINANCE LIMITED (“the Company”)** will be held on **Wednesday, September 25, 2024 at 3:30 P.M.** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Annual Financial Statements of the Company for the financial year ended 31st March, 2024, the Reports of Auditors and Directors thereon.
2. To appoint a director in place of Mr. Jagannath Jha [Din: 08943829] who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

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

To re-appoint Mr. Jagdev Yadav (DIN: 08556048) as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED That** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof and subject to such approvals as may be necessary, Mr. Jagdev Yadav (DIN: 08556048), being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years with effect from 26<sup>th</sup> August, 2024.”

“**RESOLVED FURTHER That** pursuant to the provisions of Regulation 17(1A) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members be and is hereby also accorded for the continuation of Directorship of Mr. Jagdev Yadav (DIN: 08556048), during his second term as an Independent Director of the Company.”

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

To re-appoint Mr. Barun Naskar (DIN: 08554231) as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED That** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof and subject to such approvals as may be necessary, Mr. Barun Naskar (DIN: 08554231), being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years with effect from 26<sup>th</sup> August, 2024.”

“**RESOLVED FURTHER That** pursuant to the provisions of Regulation 17(1A) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members be and is hereby also accorded for the continuation of Directorship of Mr. Barun Naskar (DIN: 08554231), during his second term as an Independent Director of the Company.”

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

To regularize Mr. Mahesh Kumar Dalmia as Managing Director and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution: “

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members be and is hereby accorded to regularize Mr. Mahesh Kumar Dalmia (DIN: 09497773) as a Managing Director for a period of 5 (five) years on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or guidelines, on such remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Date: 26<sup>th</sup> August, 2024

Place: New Delhi

By order of the Board

Franklin Leasing and Finance Limited

Sd/-  
Rashmi Bhagat  
Company Secretary

**NOTES:**

1. Pursuant to the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.
3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
4. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
5. Members whose shareholding is in demat mode are requested to notify any change in address or bank account details to their respective depository participant(s) (DP).
6. Members are requested to address all correspondence to RTA, SKYLINE FINANCIAL SERVICES PRIVATE LIMITED, Unit: FRANKLIN LEASING AND FINANCE LIMITED, B 53 Ganesh Nagar II Shakarpur, Delhi 110092.
7. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9,

2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the Central Depository Services Limited (CDSL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice. The Board has appointed Akhil Agarwal, Practising Company Secretaries., (Membership No. ACS 35073) (CP No. 16313), as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner.

8. Members holding shares in dematerialized mode, as on cut-off date, i.e. September 18, 2024, may cast their votes electronically. The e-voting period commences on Sunday, September 22, 2024 (9:00 a.m. IST) and ends on Tuesday, September 24, 2024 (5:00 p.m. IST). The e-voting module will be disabled by CDSL thereafter. Members will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. September 18, 2024. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
9. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
10. In compliance with the Circulars, the Annual Report for 2023-24, the Notice of the 32nd AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s) (DP).
11. Members may also note that the Notice of the 32<sup>nd</sup> Annual General Meeting and the Annual Report for 2023-2024 will also be available on the Company's website <http://www.franklinleasing.in/>, websites of the stock exchanges, i.e. BSE at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL, [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
12. Additional information, pursuant to Regulation 36 of the LODR Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.
13. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
14. As per Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
15. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges and will also be displayed on the Company's website, <http://www.franklinleasing.in/>.
16. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

**By order of the Board  
Franklin Leasing and Finance Limited**

**Sd/-  
Rashmi Bhagat  
Company Secretary  
Membership No. 54366**

**Date: 26<sup>th</sup> August, 2024  
Place: New Delhi**



### **CDSL e-Voting System – For e-voting and Joining Virtual meetings.**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) 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.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <http://www.franklinleasing.in/> . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. [www.evotingindia.com](http://www.evotingindia.com)).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

### **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- (i) The voting period begins on Sunday, 22<sup>nd</sup> September, 2024 from 9:00 A.M. and ends on Tuesday, 24<sup>th</sup> September, 2024 till 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 18<sup>th</sup> September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting **to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iv) 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 and joining virtual meetings 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 <b>CDSL Depoaitory</b>	<ol style="list-style-type: none"> <li>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 users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by</li> </ol>

	<p>sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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 or joining virtual meeting &amp; voting during the meeting.</p>

**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**



<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(v) Login method for e-Voting and joining virtual meetings 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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details OR 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. <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.



- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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](http://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](mailto: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 mandatory 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; [franklinleasingfinance@gmail.com](mailto:franklinleasingfinance@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.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at franklinleasingfinance@gmail.com.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
2. 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.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

## **Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013**

### **Item No.3**

Section 149 of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that an independent director shall hold office for a term of five consecutive years but shall be eligible for re-appointment on passing of special resolution by the Company and disclosure of such appointment in the Board's Report.

Further, Regulation 17(1A) of Listing Regulations prohibits the appointment or continuation of the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect.

The Nomination and Remuneration Committee on the basis of the report of performance evaluation of Mr. Jagdev Yadav (DIN: 08556048), formed an opinion that his continued association will be beneficial for the Company and it is therefore desirable to continue to avail his service as an Independent Director. Accordingly, the Committee recommended his re-appointment, for second term of 5 (five) consecutive years with effect from 26<sup>th</sup> August, 2024, to the Board of Directors of the Company.

The Board of Directors, therefore, recommend the Special Resolution as set out at Item No. 3 of this Notice for approval by the Members.

Mr. Jagdev Yadav (DIN: 08556048) and his relatives are deemed to be interested in the proposed resolution as set out at Item No. 3 of this Notice.

Save and except the above, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 3 of this Notice.

### **Item No.4**

Section 149 of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that an independent director shall hold office for a term of five consecutive years but shall be eligible for re-appointment on passing of special resolution by the Company and disclosure of such appointment in the Board's Report.

Further, Regulation 17(1A) of Listing Regulations prohibits the appointment or continuation of the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect.

The Nomination and Remuneration Committee on the basis of the report of performance evaluation of Mr. Barun Naskar (DIN: 08554231), formed an opinion that his continued association will be beneficial for the Company and it is therefore desirable to continue to avail his service as an Independent Director. Accordingly, the Committee recommended his re-appointment, for second term of 5 (five) consecutive years with effect from 26<sup>th</sup> August, 2024, to the Board of Directors of the Company.

The Board of Directors, therefore, recommend the Special Resolution as set out at Item No. 4 of this Notice for approval by the Members.

Mr. Barun Naskar (DIN: 08554231) and his relatives are deemed to be interested in the proposed resolution as set out at Item No. 4 of this Notice.

Save and except the above, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 4 of this Notice.

### **Item No. 5**

The Board of Directors has appointed Mr. Mahesh Kumar Dalmia as Managing Director and Key Managerial Personnel subject to approval of members in the Annual General Meeting in compliance with the provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for a period of 5 years.

As a Managing Director, Mr. Mahesh Kumar Dalmia expertise in the company's line of business and involvement in the day to day working. In view of this, it is proposed to seek the approval of Members for appointment of Mr. Mahesh Kumar Dalmia with the following:

1. MD shall not be entitled to any sitting fees for attending the meetings of the Board or of the Committee(s) of which he is a Member.

2. MD shall be subject to all other service conditions and employee benefit schemes, as applicable to any other employee of the Company.

Save and except Mr. Mahesh Kumar Dalmia himself, being appointee, none of the directors and Key Managerial Personnel or their relative deemed to be concerned or interested in the resolution.

**Date: 26<sup>th</sup> August, 2024**

**Place: New Delhi**

**By order of the Board  
Franklin Leasing and Finance Limited**

**Sd/-  
Rashmi Bhagat  
Company Secretary**

**Annexure to the Notice**

**Annexure –A**

**Details of Directors seeking appointment/re-appointment at the 32<sup>nd</sup> Annual General Meeting**

**(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings**

Name of the Director	Mr. Jagannath Jha
Director Identification Number (DIN)	08943289
Age	34 years
Date of First Appointment on the Board	November 11, 2020
Current Position	Executive Director (Liable to retire by rotation)
Brief Profile, Experience & Expertise in specific functional areas	Appointed as Director on the Board of Director of the Company w.e.f. November 11, 2020 and responsible for overall administration tasks of the Company and also an integral part of decision-making process.
Relationship between Directors, Managers and other Key Managerial Personnel of the Company	None
Board Membership of other Listed Companies as on March 31, 2024	Nil
Chairmanships/ Memberships of the Committee of other Public Limited Companies as on March 31, 2024	Nil
Name of the listed entities from which the person has resigned in the past three years	Nil
Number of Shares held in the Company as of March 31, 2024	Nil
Terms and conditions of appointment/reappointment	Terms and conditions of appointment/reappointment remains the same.



# DIRECTOR'S REPORT

Dear Members,

Your Directors have pleasure in presenting their 32<sup>nd</sup> Annual Report together with the Audited Accounts of the Company for the Year ended March 31, 2024.

## 1. FINANCIAL SUMMARY HIGHLIGHTS:

The Standalone Financial results are summarized below:

(Amount in Hundred)

Particulars	March 31, 2024	March 31, 2023
Revenue from Operations	11,23,559.67	11,74,380.04
Other Income	410.82	3,089.48
Total Income	11,23,970.49	11,77,469.52
Less: Expenditure	10,98,580.26	1,65,604.25
Profit/Loss before Interest, Depreciation and Tax	25,390.23	10,11,865.27
Less: Interest	-	9,91,100
Less: Depreciation & Amortisation Cost	-	-
Profit/Loss before tax	25,390.23	20,765.27
Less Tax Expense:	6,601.46	5,399.00
• Current Tax		
• Deferred Tax		
Net Profit/ Loss after Tax	18,788.77	15,366.27

## 2. STATE OF COMPANY AFFIARS

During the financial year 2023-24, the Company has earned a total income of Rs. 1123.97 Lakhs against a total income of Rs. 1177.47 Lakhs in the previous year. The Company has earned a Net Profit of Rs. 18.79 Lakhs against a Profit of Rs. 15.37 Lakhs in the previous year.

## 3. FUTURE PROSPECTS

The Company will continue focus to lend the money to borrower and to systematic investing activity of the Business.

## 4. WEB ADDRESS OF ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) and Section 92(3) of the Act and rules made thereunder, the Annual Return will be uploaded on the website of the Company for the FY 2023-24.

## 5. CHANGE IN NATURE OF BUSINESS

There has been no change in the nature of the Business of the Company during the financial year 2023-24.

## 6. DIVIDEND

No Dividend was declared during the year.

## 7. TRANSFER OF UNPAID AND UNCLAIMED DIVIDENDS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

## 8. TRANSFER TO RESERVES

The Company has transferred Rs.4,69,720 u/s 45-IC of the RBI Act,1934.

## **9. SHARE CAPITAL**

The paid-up Equity Share Capital of the Company as at 31st March, 2024 stood at Rs. 15,78,24,000. During the year under review there is no change in share capital of the Company.

## **10. DEPOSITS**

During the year under review, your Company did not accept any deposits within the meaning of Provisions of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

## **11. MATERIAL CHANGES AND COMMITMENTS BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

There are no material changes and commitments, affecting the financial position of your company which has occurred between the end of financial year of the company i.e. March 31, 2024 and the date of Director's Report.

## **12. SUBSIDIARIES, ASSOCIATED AND JOINT VENTURE COMPANIES**

The Company does not have any subsidiary, Joint Venture or associate company.

## **13. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

(a) The Company has approved the Change in designation of Mr. Mahesh Kumar Dalmia (DIN No: 09497773) from Executive Director to Wholetime Director in the Board Meeting held on 04.09.2023 subject to approval of members in the AGM. The Company has further approved the Appointment of Mr. Mahesh Kumar Dalmia in the AGM held on 28.09.2023. Further, his appointment as Wholetime Director was changed to Managing Director in the Board Meeting held on 10.11.2023.

(b) The Shareholders has approved the Regularization of Mrs. Sunitha Gupta for the second term of 5 years as Independent Director of the Company by way of passing of Special Resolution in the AGM held on 28.09.2023.

## **14. DIRECTORS' RESPONSIBILITY STATEMENT**

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory, and secretarial auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2023-24. Accordingly, pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

(a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;

(c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) The Directors had prepared the annual accounts on a going concern basis; and

(e) The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 15. COMMITTEES OF THE BOARD OF DIRECTORS

The Board has three committees which have been constituted as a part of the good corporate governance practices and the same are in compliance with the requirements of the relevant provisions of applicable laws and statutes. The following are the details of the Board Committees during the Financial Year 2023-24:

- a. Audit Committee
- b. Nomination & Remuneration Committee
- c. Stakeholders Relationship Committee

### (a) **Audit Committee**

The Audit Committee, as per Section 177 of Companies Act, 2013, continued working under Chairmanship of Ms. Sunitha Gupta. During the year the committee met three times with full attendance of all the members. The composition of the Audit Committee as at March 31, 2024 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Position in the Committee	Attendance at the Audit Committee Meetings held on		
			30.05.2023	04.09.2023	10.11.2023
Ms. Sunitha Gupta	Independent Director	Chairperson	Yes	Yes	Yes
Mr. Jagannath Jha	Executive Director	Member	Yes	Yes	Yes
Mr. Barun Naskar	Executive Director	Member	Yes	Yes	Yes

The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013. Some of the important functions performed by the Committee are:

#### **Financial Reporting and Related Processes:**

- Oversight of the Company's financial reporting process and financial information submitted to the Stock Exchanges, regulatory authorities or the public.
- Reviewing with the Management, the Half Yearly Unaudited Financial Statements and the Auditor's Limited Review Report thereon / Audited Annual Financial Statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies and reasons for the same, major accounting estimates based on exercise of judgement by the Management, significant adjustments made in the Financial Statements and / or recommendation, if any, made by the Statutory Auditors in this regard.
- Review the Management Discussion & Analysis of financial and operational performance.
- Discuss with the Statutory Auditors its judgement about the quality and appropriateness of the Company's accounting principles with reference to the Accounting Standard Policy.
- Review the investments made by the Company.

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

The Auditors, Chief Financial Officer are invited to attend the meetings of the Committee. The Company Secretary acts as the Secretary to the Committee. Ms. Sunitha Gupta, the Chairman of the Committee, was present at the last Annual General Meeting (AGM) held on September 28, 2023.

### (b) **Nomination and Remuneration Committee:**

The Nomination and Remuneration Committee, as per Section 178(1) of Companies Act, 2013, continued working under Chairmanship of Mr. Jagdev Yadav. During the year, the committee met three time with full attendance of all the members. The composition of the Nomination and Remuneration Committee as at March 31, 2024 and details of the Members participation at the Meetings of the Committee are as under:



Name of Director	Category	Position in the Committee	Attendance at the Remuneration Committee held on		
			30.05.2023	04.09.2023	10.11.2023
Mr. Jagdev Yadav	Independent Director	Chairman	Yes	Yes	Yes
Mr. Barun Naskar	Independent Director	Member	Yes	Yes	Yes
Ms. Sunitha Gupta	Independent Director	Member	Yes	Yes	Yes

The terms of reference of the Committee as per Companies Act 2013 and SEBI (LODR) 2015, include the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a) Use the services of an external agencies, if required;
  - b) Consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c) Consider the time commitments of the candidates.
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.

**(c) Stakeholders Relationship Committee:**

The Stakeholders Relationship Committee, as per Section 178 (5) of Companies Act, 2013, continued working under Chairmanship of Ms. Sunitha Gupta. The Committee is governed by a Charter, which is in line with the regulatory requirements mandated by the Companies Act, 2013. During the year, the committee met one time with full attendance of all the members. The composition of the Stakeholders Relationship Committee as at March 31, 2024 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Position in the Committee	Attendance at the Stakeholder Relationship Committee held on 30.05.2023
Ms. Sunitha Gupta	Independent Director	Chairperson	Yes
Mr. Barun Naskar	Independent Director	Member	Yes
Mr. Jagannath Jha	Executive Director	Member	Yes

The terms of reference of the Committee are:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

During the year, no complaints were received from shareholders. There are no balance complaints. The Company had no share transfers pending as on March 31, 2024.

Ms. Rashmi Bhagat, Company Secretary of the Company is the Compliance Officer.

#### **16. (a) MEETINGS OF THE BOARD OF DIRECTORS**

During the year under review the Board has met 5 (Five) times viz. 30<sup>th</sup> May 2023, 4<sup>th</sup> September 2023, 10<sup>th</sup> November 2023, 31<sup>st</sup> January 2024 and 30<sup>th</sup> March, 2024.

#### **(b) Separate Meeting of Independent Director**

During the year under review, a separate meeting of Independent Directors was held on 18<sup>th</sup> March, 2024 without attendance of non-independent directors and members of management. In the meeting the following issues were taken up:

- (a) Review of the performance of non-independent directors and the Board as a whole;
- (b) Review of the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- (c) Assessing the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

#### **17. DISCLOSURES BY DIRECTORS**

The Board of Directors have submitted notice of interest in Form MBP 1 under Section 184(1) as well as intimation by directors in Form DIR 8 under Section 164(2) and declarations as to compliance with the Code of Conduct of the Company.

#### **18. PERFORMANCE EVALUATION OF THE BOARD AND INDEPENDENT DIRECTORS**

The Board of Directors carried out an annual evaluation of the Board itself, its Committees and individual Directors. The entire Board carried out performance evaluation of each Independent Director excluding the Independent Director being evaluated. The Nomination Remuneration Committee also carried out evaluation of every director's performance.

The evaluation was done after taking into consideration inputs received from the Directors, setting out parameters of evaluation. Evaluation parameters of the Board and Committees were mainly based on Disclosure of Information, Key functions of the Board and Committees, Responsibilities of the Board and Committees, etc. Evaluation parameters of Individual Directors including the Chairman of the Board and Independent Directors were based on Knowledge to Perform the Role, Time and Level of Participation, Performance of Duties and Level of Oversight and Professional Conduct etc.

Independent Directors in their separate meeting evaluated the performance of Non-Independent Directors, Chairman of the Board and the Board as a whole.

#### **19. PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS**

The company has not given any guarantee during the during year 2023-24. The Company has given loan and made investments in the Equity Shares of the other Companies. The details of the loan & investments made by company during the year under review are given in the financial statements.

#### **20. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM**

Pursuant to the provisions of Section 177(9) of the Act, read with the Rules made thereunder, the Company has adopted a Whistle-Blower Policy for Directors and Employees to report genuine concerns and to provide adequate safeguards against victimization of persons who may use such mechanism. Employees are encouraged to report actual or suspected violations of applicable laws and regulations and the Code of Conduct to the Chairman of Audit Committee to enable taking prompt corrective action, wherever necessary.

#### **21. RISK ASSESSMENT AND MANAGEMENT**

Your Company has been on a continuous basis reviewing and streamlining its various operational and business risks involved in its business as part of its risk management policy. Your Company also takes all efforts to train its employees from time to time to handle and minimize these risks.

#### **22. INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY**

The Company has in place adequate internal financial controls system with reference to financial statements. The scope of work includes review of process for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas.

During the year, such controls were tested and no reportable weakness in the design or operation was observed.

### 23. FRAUD REPORTING

There have been no frauds reported by the Auditors of the Company to the Audit Committee or the Board of Directors under sub-section (12) of section 143 of the Companies Act, 2013 during the financial year.

### 24. As section 178, company's policy on directors appointment and remuneration including determining qualifications, positive attributes, independence of a director and other matters provided under section 178:-

As per the provisions of section 178 of Companies Act, 2013, the Nomination and Remuneration Committee has been constituted by the board, details of which have been placed on the website of the company as "Committees of Board of Directors"

Accordingly, company has also formulated the Audit committee and Stakeholders Relationship committee in accordance with section 177 and 178 (5) of Companies Act, 2013, details of which has been placed on the website of the company <http://franklinleasing.in/corporate-info.html> as "**Committees of Board of Directors**".

### 25. MANAGEMENT DISCUSSION ANALYSIS REPORT

The Management Discussion and Analysis Reports is attached as "**Annexure III**" which forms part of this Report.

### 26. AUDITORS:

#### a. STATUTORY AUDITORS

Based on the recommendation of Audit Committee and the Board of Directors, Members of the Company at the 31<sup>st</sup> Annual General Meeting held on 28th September, 2023 appointed M/s. SSRV & Associates, Chartered Accountants, (ICAI Registration No.: 135901W) as the Statutory Auditors of the Company for a term of 3 years from the conclusion of 31<sup>st</sup> Annual General Meeting till the conclusion of Thirty-Fourth Annual General Meeting to be held in the year 2026.

During the year, the Statutory Auditors have confirmed that they satisfy the Independence Criteria required under the Companies Act, 2013 and Code of Ethics issued by the Institute of Chartered Accountants of India.

#### Explanation to Auditor's Remark

The Auditors' Report does not contain any qualification, reservation or adverse remarks. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

#### Reporting of fraud by Statutory Auditors

There was no fraud in the Company, which was required to report by Statutory Auditors of the Company under sub-section (12) of section 143 of Companies Act, 2013.

#### b. SECRETARIAL AUDIT:

Pursuant to the provisions of Section 134(3)(f) & Section 204 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed AKHIL AGARWAL., Practicing Company Secretary to undertake the Secretarial Audit of the Company. Report of the Secretarial Audit in Form MR-3 for the financial year ended March 31, 2024 is enclosed as "**Annexure I**" to the Report. There are no qualifications, reservations or adverse remarks made by the Secretarial Auditor in their report.

#### c. COST RECORD AND COST AUDIT

Your company does not fall within the provisions of Section 148 of Company's Act, 2013 read with the Companies (Cost records & Audit) Rules, 2014, therefore no such records required to be maintained.

#### d. INTERNAL AUDITOR

Pursuant to the provisions of Section 138 of the Act read with Rule 13(1)(a) of Companies (Accounts) Rules, 2014, the Board of Directors of the Company has appointed Shikha Singhal & Associates., Chartered Accountants Firm Reg. No. 332414E to conduct internal audit for the Company for the Financial Year 2023-24.

### 27. FAMILIARISATION PROGRAMME FOR DIRECTORS

As a practice, all Directors (including Independent Directors) inducted to the Board go through a

structured orientation programme. Presentations are made by Senior Management giving an overview of the operations, to familiarise the new Directors with the Company's business operations. The Directors are given an orientation on the products of the business, group structure and subsidiaries, Board constitution and procedures, matters reserved for the Board, and the major risks and risk management strategy of the Company.

During the year under review, no new Independent Directors were inducted to the Board.

## **28. COMPLIANCE WITH SECRETARIAL STANDARDS**

In terms of Section 118(10) of the Act, the Company is complying with the Secretarial Standards issued by the Institute of Company Secretaries of India and approved by Central Government with respect to Meetings of the Board of Directors and General Meetings.

## **29. PARTICULARS OF EMPLOYEES AND REMUNERATION**

During the period under review, No employee of the Company drew remuneration in excess of the limits specified under the provisions of section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and hence no disclosure is required to be made in the Annual Report.

## **30. POLICIES AND DISCLOSURE REQUIREMENTS**

In terms of provisions of the Companies Act, 2013 the Company has adopted following policies which are available on its website <http://franklinleasing.in/corporate-info.html> .

## **31. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

No contracts / arrangements / transactions entered by the Company during the financial year with related parties. Thus Disclosure in form AOC-2 is not required. Further, during the year, the Company had not entered into any contract /arrangement /transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. All related party transactions are placed before the Audit Committee and Board for approval. The details of the related party transactions as required under Indian Accounting Standard (IND-AS) – 24 are set out in Note to the financial statements forming part of this Annual Report.

## **32. LISTING WITH STOCK EXCHANGES**

The Company confirms that it has paid the Annual Listing Fees for the year 2024-25 to The SME Platform of BSE Limited where the Company's Shares are listed.

## **33. PREVENTION OF INSIDER TRADING**

As required under the provisions of SEBI (PIT) Regulations, 2015, the Board of Directors has adopted a code of conduct for prevention of Insider Trading. The Code of Conduct is applicable to all the directors and such identified employees of the Company as well as who are expected to have access to unpublished price sensitive information related to the Company. The Code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of Franklin Leasing & Finance Limited.

## **34. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.**

The Company has a policy of zero tolerance for sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under.

The following is the summary of sexual harassment complaints received and disposed during the calendar year.

<input type="checkbox"/>	No. of complaints received:	Nil
<input type="checkbox"/>	No. of complaints disposed off:	Nil

## **35. RELATED PARTY TRANSACTIONS:**

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis. During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the company on materiality of related party transactions.

## **36. CORPORATE GOVERNANCE**

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 exempts companies which have listed their specified securities on SME Exchange from compliance with corporate governance provisions. Since the equity share capital of your Company is listed exclusively on the SME Platform of BSE,



the Company is exempted from compliance with Corporate Governance requirements, and accordingly the reporting requirements like Corporate Governance Report, Business Responsibility Report etc. are not applicable to the Company.

### **37. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:**

The required information as per rule 8(3) of the companies (Accounts) Rules, 2014 is provided hereunder:

#### **A. Conservation of Energy:**

Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

#### **B. Technology Absorption:**

1. Research and Development (R&D): NIL
2. Technology absorption, adoption and innovation: NIL

#### **C. Foreign Exchange Earnings and Out Go:**

1. Foreign Exchange Earnings: NIL
2. Foreign Exchange Outgo: NIL.

### **38. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable in the Company.

### **39. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS**

There are no significant and material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

### **40. HUMAN RESOURCES**

The Company has established an organization structure that is agile and focused on delivering business results. With regular communication and sustained efforts, it is ensuring that employees are aligned on common objectives and have the right information on business.

### **41. CAUTIONARY STATEMENT**

The statements in this Report, particularly those which relate to Management Discussion and Analysis as explained in a separate Section in this Report, describing the Company's objectives, projections, estimates and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances.

### **42. ACKNOWLEDGEMENTS**

Your Directors would like to express deep sense of appreciation for the assistance and co-operation received from the Financial Institutions, Banks, Government Authorities and Shareholders and for the devoted service by the Executives, staff and workers of the Company. The Directors express their gratitude towards each one of them.

**For and on behalf of the Board**

**Place:** New Delhi  
**Date:** 26/08/2024

**Sd/-**  
**Mahesh Kumar Dalmia**  
**Executive Director**  
**DIN No. 09497773**

**Sd/-**  
**Jagannath Jha**  
**Executive Director**  
**DIN:08943829**

FORM MR -3  
SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024  
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
Franklin Leasing and Finance Limited  
B 53 Ganesh Nagar II Shakarpur,  
Delhi 110092

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Franklin Leasing and Finance Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has , during the audit period covering the financial year ended on March 31, 2024 complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment- **(Not Applicable to the Company during the Audit Period)**.
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018-**(as the company has not issued any shares during the financial year under review; the said regulations was not applicable to the Company);**
  - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993-**(Not Applicable to the Company during the Audit Period) ;**
  - e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 – **(The equity shares of the company are neither delisted nor proposed to be delisted. Hence the provision of said regulation are not applicable to the company);**
  - f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **(The Company has not bought back or propose to buy-back any of its securities during the year under review, the said regulation are not applicable to the company ;)**

- g) *The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- (as the Company has not issued any shares/options to directors/employees under the said guidelines / regulations during the year under review, the said regulation was not applicable to the company);*

I have also examined compliance with the applicable clauses of the following:-

- Secretarial Standards issued by The Institute of Company Secretaries of India;
- The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

**I further report that**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Proper notice is given to all Directors to schedule the Board meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

I further report that there are adequate systems and processes in the Company, commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the year under review, the following events or actions had a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**For Akhil Agarwal  
Practicing Company Secretary**

**Sd/-**

**Akhil Agarwal  
Proprietor  
ACS No. 35073  
CP No.: 16313**

**Place: Kolkata  
Date: 26/08/2024**

**UDIN NO. A035073F001044103  
Peer Review No. 4237/2023**

**Note:** This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part in this report.

**“ANNEXURE A”**

To,  
The Members,  
Franklin Leasing and Finance Limited  
B 53 Ganesh Nagar II Shakarpur,  
Delhi 110092

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Akhil Agarwal  
Practicing Company Secretary**

**Sd/-  
Akhil Agarwal  
Proprietor  
ACS No. 35073  
CP No.: 16313**

**Place: Kolkata  
Date: 26/08/2024**

**UDIN NO. A035073F001044103  
Peer Review No. 4237/2023**



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI**  
**(Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
The Members of  
Franklin Leasing and Finance Limited  
B 53 Ganesh Nagar II Shakarpur,  
Delhi 110092

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Franklin Leasing and Finance Limited** having CIN L74899DL1992PLC048028 and having registered office at **B 53 Ganesh Nagar II Shakarpur, Delhi 110092** (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal of Ministry of Corporate Affairs (MCA) [www.mca.gov.in](http://www.mca.gov.in)), as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

SR. NO.	NAME OF DIRECTORS	DIN
1	SUNITHA GUPTA	07133097
2	JAGANNATH JHA	08943829
3	BARUN NASKAR	08554231
4	JAGDEV YADAV	08556048
5.	MAHESH KUMAR DALMIA	09497773

I further hereby inform that, ensuring the eligibility for the appointment / continuity of Director on the Board is the responsibility of the management of the Company. Our responsibility is to issue this certificate based on verification of documents and information available in the public domain. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Akhil Agarwal**  
**Practicing Company Secretary**

Sd/-

**Akhil Agarwal**  
**Proprietor**  
**ACS No. 35073**  
**CP No.: 16313**

**Place: Kolkata**  
**Date: 26/08/2024**

**UDIN NO. A035073F001044169**  
**Peer Review No. 4237/2023**

## Management Discussion and Analysis Report



### BACKGROUND:

Franklin Leasing and Finance Limited is a Non-Banking Finance Company ("NBFC") holding a Certificate of Registration from the Reserve Bank of India ("RBI"). The Company is non deposit accepting NBFC engaged in financial services. The Company has its registered office in Delhi.

The Management Discussion and Analysis Report (MDAR) provide an insight into the performance of the company in the previous years, in the current year and its future plans besides the risks, and uncertainties associated with the Company's business along with the management perception and vision to win over the anomalies of future business situations. The Management Discussion and Analysis Report (MDAR) contain management's interpretation of financial performance of the Company more over actual results are reflected in the financial statements which should be studied in consonance with the Management's Perspective.

### OPERATING RESULTS OF THE COMPANY:

During the financial year 2023-24, the Company has earned a total income of Rs. 1,123.97 Lakhs against a total income of Rs. 1177.47 Lakhs in the previous year. The Company has earned a Net Profit of Rs. 18.79 Lakhs against a Profit of Rs. 15.37 Lakhs in the previous year. The Directors are optimistic about future performance of the Company.

### INDUSTRY STRUCTURE AND DEVELOPMENT:

We are a Non- Deposit taking Non- Systematically Important Non- Banking Finance Company (NBFC-ND-NSI) engaged primarily in the business of advancing loans and investing/trading in securities. The Company undertakes no obligation to publicly update or revise any of the opinions or forward-looking statements expressed in his report, consequent to new information, future events, or otherwise. Estimation and expectation made in the Report may differ from actual performance due to various Economic conditions, Government Policies and other related factors. We have been running on a modest operating scale till the mid of 2023-24. However the company from now onwards has commenced a process of improving our internal systems including but not limited to allocation strategies, Financial Discipline and better utilizations of our fund based portfolio.

**THREATS:**

Growth of the Company's asset book, quality of assets and ability to raise funds depend significantly on the economy. Unfavourable events in the Indian economy can affect consumer sentiment and in turn impact consumer decision to purchase financial products. Competition from a broad range of financial services providers, unstable political environment and changes in Government policy / regulatory framework could impact the Company's operations.

**OUTLOOK:**

The Company presents the analysis of the Company for the year 2023-2024 & its outlook for the future. This outlook is based on assessment of the current business environment. It may vary due to future economic & other developments, both in India and abroad.

**RISK MANAGEMENT:**

Risk management forms an integral part of our Company's Business. Being a lending institution, there are inherent financial and non-financial risks. We have a proper risk management framework to identify, assess, monitor and manage various types of internal and external risks. The company identifies and monitors risks.

**HUMAN RESOURCES/INDUSTRIAL RELATIONS:**

The Company continues to lay emphasis on people, its most valuable resource. In an increasingly competitive market for human resources, it seriously focuses on attracting and retaining the right talent. It provides equal opportunity to employees to deliver results.

**INTERNAL CONTROL SYSTEMS & ADEQUACY:**

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that all transactions are authorized, recorded and reported correctly.

The internal control is supplemented by an extensive program of internal audits, review by management and documented policies, guidelines and procedures. The internal control is designed to ensure that financial and other records are reliable for preparing financial statements and other data and for maintaining accountability of assets.

**PROHIBITION OF INSIDER TRADING:**

The Company has implemented a policy of prohibiting Insider trading in conformity with applicable regulations of the Securities Exchange Board of India (SEBI). Necessary procedures have been laid down for prohibition of Insider Trading.

**CAUTIONARY STATEMENT:**

The statements made in this report describing the Company's objectives, projections, estimates and expectations, may constitute 'forward-looking statements' within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ.



**INDEPENDENT AUDITOR'S REPORT**

To the Members of **FRANKLIN LEASING AND FINANCE LIMITED**

**Opinion**

We have audited the financial statements of FRANKLIN LEASING AND FINANCE LIMITED ("the Company"), which comprise the balance sheet as at 31<sup>st</sup> March 2024, and the statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2024, its **profit** and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Accounting Standards (AS) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

<b>S. No.</b>	<b>Key Audit Matter</b>	<b>Auditor's Response</b>
1.	Nil	Nil

**Information other than the financial statements and auditors' report thereon**

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards (AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
  
(b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and  
  
(c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.
  - v. No dividend has been declared or paid during the year by the company.
3. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
  4. Based on our examination carried out, we report that the company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.  
As per proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), which provides for the feature of recording of audit trail (edit log) facility in the accounting software used by the Company for maintenance of books of account and related matters, is applicable for the Company only with effect from financial year beginning April 1, 2024, the reporting under clause (g) of Rule 11 is currently not applicable.

**For SSRV& ASSOCIATES.  
Chartered Accountants  
Firm Regn No. 135901W**

**CA VISHNU KANT KABRA  
Partner  
Membership No. 403437**

**Date: 28.05.2024  
Place: Mumbai  
UDIN : 24403437BKAJME3280**



**Annexure 'A'**

**The Annexure referred to in paragraph 1 of Our Report on "Other Legal and Regulatory Requirements".**

We report that:

- (i) (a) The Company has no fixed assets and thus clause 3(i)(a), 3(b), 3(c) and 3(d) of the Order is not applicable;
- (b) As explained to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) As explained to us, physical verification of inventory has been conducted at reasonable intervals by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancy of 10% or more in the aggregate for each class of inventory were noticed on physical verification of stocks by the management as compared to book records;
- (b) The Company has not been sanctioned working capital limits in excess of five crores rupees from banks or financial institutions, thus clause 3(ii)(b) of the Order is not applicable.
- (iii) As explained to us, the Company is a non-deposit taking non-banking financial company ("NBFC") registered with the Reserve Bank of India ("RBI") and as a part of its business activities is engaged in the business of lending across various types of customers.  
  
During the year, in the ordinary course of its business, the company has made investments in, provided guarantee or security to or granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. With respect to such investments, guarantees/ security and loans and advances:
  - (a) The principal business of the company is to give loans and hence reporting under clause 3(iii)(a) of the Order is not applicable;
  - (b) According to the information and explanations given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prima facie prejudicial to the company's interest;
  - (c) According to the information, explanation provided to us, in respect of loans and advances in the nature of loan, schedule of repayment of principal and payment of interest have been stipulated and the borrowers have been regular in the payment of the principal and interest.
  - (d) According to the information explanation provided to us, there are no amounts



- overdue for more than ninety days in respect of the loan granted to Company/ Firm/ LLP/ Other Parties, hence reporting under this clause is not applicable;
- (e) The principal business of the company is to give loans and hence reporting under clause 3(iii)(e) of the Order is not applicable;
  - (f) The company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year, reporting under clause iii(f) is not applicable.
- (iv) The Company has not advanced loans or made investments in or provided guaranty or security to parties covered by section 185 of the Act and the provisions of Section 186 of the Act are not applicable to the Company. Hence reporting under clause 3(iv) of the Order is not applicable.
- (v) The company has not accepted any deposits or amounts which are deemed to be deposits covered under sections 73 to 76 of the Companies Act, 2013.
- (vi) As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act for the business activities carried out by the Company. Hence reporting under clause 3(vi) of the Order is not applicable.
- (vii) (a) According to the records made available to us, company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. According to the information and explanation given to us there were no outstanding statutory dues as on 31st of March, 2024 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there is no statutory dues referred to in sub-clause (a) that have not been deposited on account of any dispute.
- (viii) According to the information and explanations given by the management, no transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (ix) (a) In our opinion and according to the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender;
- (b) According to the information and explanations given by the management, the company is not declared willful defaulter by any bank or financial institution or other lender;
- (c) In our opinion and according to the information and explanations given by the management, the Company has not obtained any term loan during the year and thus reporting under clause 3(ix)(c) of the Order is not applicable;

- (d) In our opinion and according to the information and explanations given by the management, funds raised on short term basis have, prima facie, not been used during the year for long term purposes by the Company;
- (e) In our opinion and according to the information and explanations given by the management, the company has no subsidiaries, associates or joint ventures, and thus reporting under clause 3(ix)(e) of the Order is not applicable;
- (f) In our opinion and according to the information and explanations given by the management, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies, and thus reporting under clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year;
- (b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
- (xi) (a) According to the information and explanations given by the management, no fraud by the company or any fraud on the company has been noticed or reported during the year;
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- (c) According to the information and explanations given to us by the management, no whistle-blower complaints had been received by the company.
- (xii) The company is not a Nidhi Company and thus reporting under clause 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and the details have been disclosed in the financial statements,
- (xiv) (a) In our opinion and based on our examination, the company have adequate internal audit system commensurate with the size and nature of its business.
- (b) We have taken into consideration, the reports of the Internal Auditors received by the Company during the year and provided to us while determining the nature, timing and extent of audit procedures.
- (xv) On the basis of the information and explanations given to us, in our opinion during the year the company has not entered into any non-cash transactions with directors or persons connected with him and thus provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) In our Opinion and based on our examination, the Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and it has obtained the registration.
- (b) The Company has conducted the Non-Banking Financial activities with a valid



Certificate of Registration (CoR) from the Reserve Bank of India (RBI) as per the Reserve Bank of India Act, 1934. The Company has not conducted any Housing Finance activities and is not required to obtain CoR for such activities from the RBI.

(c) The Company is not a Core Investment Company (CIC) and hence reporting under clause 3(xvi)(c) of the Order is not applicable.

(d) The Company is forming part of any Group and hence reporting under clause 3(xvi)(d) of the Order is not applicable.

(xvii) Based on our examination, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.

(xviii) We have been appointed during the year covered by this report. Moreover, no issues, objections or concerns were raised by the outgoing auditors in respect of resignation of statutory auditors in the year of signing of this report.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due;

(xx) Based on our examination, the provision of section 135 are not applicable on the company and hence reporting under clause 3(xx)(a), (xx)(b) of the Order is not applicable.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

**For SSRV& ASSOCIATES.**  
**Chartered Accountants**  
**Firm Regn No. 135901W**

**CA VISHNU KANT KABRA**  
**Partner**  
**Membership No. 403437**

**Date: 28.05.2024**  
**Place: Mumbai**  
**UDIN: 24403437BKAJME3280**

**Annexure 'B'**

**Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

1. In conjunction with our audit of the standalone financial statements of FRANKLIN LEASING AND FINANCE LIMITED ('the Company') as at and for the year ended 31 March 2024, we have audited the internal financial controls with reference to standalone financial statements of the Company as at that date.

**Responsibilities of Management and Those Charged with Governance for Internal Financial Controls**

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Standalone Financial Statements**

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of



internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

#### **Meaning of Internal Financial Controls with Reference to Standalone Financial Statements**

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

#### **Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements**

7. Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

**For SSRV& ASSOCIATES.  
Chartered Accountants  
Firm Regn No. 135901W**

**CA VISHNU KANT KABRA  
Partner  
Membership No. 403437**

**Date: 28.05.2024  
Place: Mumbai  
UDIN: 24403437BKAJME328**

## FRANKLIN LEASING &amp; FINANCE LIMITED

CIN : L74899DL1992PLC048028

Balance Sheet as at March 31, 2024

Rs. In hundreds

	Note No.	As at March 31, 2024	As at March 31, 2023
<b>I ASSETS</b>			
<b>Financial Assets</b>			
(a) Cash and cash equivalents	4	26,566.60	11,317.55
(b) Bank balance other than cash and cash equivalents	5	82,922.39	10,028.52
(c) Receivables			
(I) Trade receivables	6	78,767.31	2,85,194.96
(d) Loans	7	16,60,690.90	1,16,71,323.85
(e) Investments	8	12,25,710.50	12,02,293.00
(f) Other financial assets	9	1,83,388.14	1,83,996.22
<b>Total financial assets</b>		<b>32,58,045.84</b>	<b>1,33,64,154.10</b>
<b>Non financial Assets</b>			
(a) Inventories	10	5,27,624.59	4,22,838.86
(b) Deferred tax Assets		61.42	61.42
(c) Property, plant and equipment	11	-	-
(d) Other non financial assets		-	-
<b>Total non financial assets</b>		<b>5,27,686.01</b>	<b>4,22,900.28</b>
<b>Total Assets</b>		<b>37,85,731.85</b>	<b>1,37,87,054.38</b>
<b>II LIABILITIES AND EQUITY</b>			
<b>Liabilities</b>			
<b>Financial liabilities</b>			
(a) Payables			
(I) Trade payables			
(i) total outstanding dues of micro enterprises and small enterprises			
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	12 (i)	2,295.41	65,199.05
(II) Other payables			
(i) total outstanding dues of micro enterprises and small enterprises			
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	12 (ii)		71.58
(b) Debt securities			
(c) Borrowings ( other than debt securities )	13		82,50,000.00
(d) Subordinated liabilities			
(e) Other financial liabilities	14	695.05	17,09,033.59
<b>Total financial liabilities</b>		<b>2,990.46</b>	<b>1,00,24,304.22</b>
<b>Non financial liabilities</b>			
(a) Current tax liabilities			
(b) Provisions	15	8,699.10	33,727.31
(c) Deferred tax liabilities (net)	16		
(d) Other non financial liabilities	17	527.51	527.51
<b>Total non financial liabilities</b>		<b>9,226.61</b>	<b>34,254.82</b>
<b>EQUITY</b>			
(a) Equity share capital	18	15,78,240.00	15,78,240.00
(b) Other equity	19	21,95,274.78	21,50,255.34
<b>Total Equity</b>		<b>37,73,514.78</b>	<b>37,28,495.34</b>
<b>TOTAL LIABILITIES AND EQUITY</b>		<b>37,85,731.85</b>	<b>1,37,87,054.38</b>
See accompanying notes to the financial statements	I-3		0.00
<b>For and on Behalf of Board of Directors of Franklin Leasing &amp; Finance Limited</b>			
As per our report of even date For SSRV & ASSOCIATES Chartered Accountants FRN 135901W		MAHESH KR. DALMIA Managing Director PAN: ACZPD0202E	JAGANNATH JHA Director DIN: 08943829
VISHNUKANT KABRA PARTNER M. No 403437 UDIN: 24403437BKAJME3280		RAJU KUMAR RAM Chief Financial Officer PAN - AITPR9837M	RASHMI BHAGAT Company Secretary PAN - BINPB8769B
Place : Mumbai Date : 28.05.2024			

## FRANKLIN LEASING &amp; FINANCE LIMITED

CIN : L74899DL1992PLC048028

## Statement of Profit and Loss for the year ended March 31, 2024

Particulars	Note No.	Rs. In hundreds	
		As at March 31, 2024	As at March 31, 2023
<b>I. Revenue from operations</b>			
(i) Interest income	20	1,23,452.31	2,97,425.62
(ii) Dividend income	21	149.82	9.98
(iii) Sale of product/service	22	9,99,957.54	8,76,944.44
<b>II. Other income</b>	23	410.82	3,089.48
<b>III. Total Income (I+II)</b>		<b>11,23,970.49</b>	<b>11,77,469.52</b>
<b>IV. Expenses :</b>			
(i) Finance Costs	24	1,943.50	9,92,296.72
(ii) Impairment on financial assets	25	-	-
(iii) Purchase of stock in trade	26	11,64,673.69	4,61,401.38
(iv) Changes in inventory of finished goods	27	-1,04,785.73	-3,46,678.96
(v) Employee Benefit Expenses	28	13,674.00	11,781.21
(vi) Depreciation, Amortization and impairment		-	-
(vii) Other Expenses	29	23,074.80	37,903.90
<b>Total expenses (IV)</b>		<b>10,98,580.26</b>	<b>11,56,704.25</b>
<b>V. Profit before tax (III-IV)</b>		<b>25,390.23</b>	<b>20,765.26</b>
<b>VI. Tax Expense:</b>	30		
Current tax		6,601.46	5,399.00
Deferred tax		-	-
<b>Total tax expense (VI)</b>		<b>6,601.46</b>	<b>5,399.00</b>
<b>VII. Profit for the year (VI-VII)</b>		<b>18,788.77</b>	<b>15,366.26</b>
<b>VIII. Other Comprehensive Income</b>			
<b>Items that will not be reclassified to profit or loss</b>			
(i) Re-measurement losses/(gain) on defined benefit plans		-	-
(ii) Equity instruments through other comprehensive income		-	-
(iii) Income tax relating to items that will not be reclassified to profit or loss		-	-
<b>Total Other comprehensive income (VIII)</b>			
<b>IX. Total Comprehensive Income for the year (VII+VIII)</b>		<b>18,788.77</b>	<b>15,366.26</b>
<b>XII. Earnings per equity share of ₹ 10 each</b>	31		
- Basic		0.01	0.01
- Diluted		0.01	0.01
<b>See accompanying notes to the financial statements</b>	I-3		

For and on Behalf of Board of Directors of Franklin Leasing &amp; Finance Limited

As per our report of even date

For SSRV&amp; ASSOCIATES

Chartered Accountants

FRN 135901W

MAHESH KR. DALMIA

JAGANNATH JHA

Managing Director

Director

PAN: ACZPD0202E

DIN: 08943829

VISHNU KANT KABRA

PARTNER

M. No 403437

UDIN: 24403437BKAJME3280

Place : Mumbai

Date : 28.05.2024

RAJU KUMAR RAM

RASHMI BHAGAT

Chief Financial Officer

Company Secretary

PAN - AITPR9837M

PAN - BINPB8769B

<b>FRANKLIN LEASING &amp; FINANCE LIMITED</b>			
<b>CIN : L74899DL1992PLC048028</b>			
<b>Statement of Cash flows for the year ended 31st March, 2024</b>			
			<b>Rs. In hundreds</b>
<b>Particulars</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>	
<b>A. Cash flow from operating activities</b>			
Net profit before tax	25,390.23	20,765.26	
Adjustments for Depreciation	-	-	
Adjustment for balance of asset written off	-	-	
<b>Operating profit before working capital changes</b>	<b>25,390.23</b>	<b>20,765.26</b>	
Adjustments for:-			
Movements in working capital :			
(Increase)/ decrease in operating (current) Asset	1,01,12,882.95	-9,71,838.36	
Increase/ (decrease) in operating (current) liabilities	-1,00,21,313.76	9,74,870.74	
<b>Cash generated from operations</b>	<b>1,16,959.42</b>	<b>23,797.64</b>	
Income tax paid	-5,399.00	-	
<b>Net cash inflow/(outflow) from operating activities</b>	<b>1,11,560.42</b>	<b>23,797.64</b>	
<b>B. Cash flow from investing activities</b>			
Purchase of Fixed Assets / Investment	-23,417.50	-	
(Increase)/ decrease in operating (Non-current) Asset	-	-10,940.00	
Increase/ (decrease) in operating (Non-current) liabilities			
<b>Net cash inflow / (outflow) from investing activities</b>	<b>-23,417.50</b>	<b>-10,940.00</b>	
<b>C. Cash inflow/(outflow) from financing activities</b>			
Increase & Decrease of short-term borrowings	-	-	
Proceeds from other long term liabilities	-	-	
Financial expenses	-	-	
<b>Net cash inflow / (outflow) used in financing activities</b>	<b>-</b>	<b>-</b>	
<b>Net changes in cash and cash equivalents</b>	<b>88,142.92</b>	<b>12,857.64</b>	
<b>Opening Cash and cash equivalents</b>	<b>21,346.07</b>	<b>8,488.43</b>	
<b>Closing cash and cash equivalents</b>	<b>1,09,488.99</b>	<b>21,346.07</b>	
<b>Components of cash and cash equivalents</b>			
<b>Cash in hand</b>	<b>26,566.60</b>	<b>11,317.55</b>	
<b>Deposit with banks in current accounts</b>	<b>82,922.39</b>	<b>10,028.52</b>	
<b>Total cash and cash equivalents</b>	<b>1,09,488.99</b>	<b>21,346.07</b>	
<b>Note:</b>			0.00
(i) Statement of cash flows has been prepared using Indirect method in accordance with Ind AS-7			
<b>See accompanying notes to the financial statements</b>			
<b>For and on Behalf of Board of Directors of Franklin Leasing &amp; Finance Limited</b>			
<b>As per our report of even date</b>			
<b>For SSRV&amp; ASSOCIATES</b>			
<b>Chartered Accountants</b>			
<b>FRN 135901W</b>			
	<b>MAHESH KR. DALMIA</b>	<b>JAGANNATH JHA</b>	
	Managing Director	Director	
<b>VISHNU KANT KABRA</b>	<b>PAN: ACZPD0202E</b>	<b>DIN: 08943829</b>	
<b>PARTNER</b>			
<b>M. No 403437</b>			
<b>UDIN: 24403437BKAJME3280</b>	<b>RAJU KUMAR RAM</b>	<b>RASHMI BHAGAT</b>	
<b>Place : Mumbai</b>	Chief Financial Officer	Company Secretary	
<b>Date : 28.05.2024</b>	<b>PAN - AITPR9837M</b>	<b>PAN - BINPB8769B</b>	



<b>FRANKLIN LEASING &amp; FINANCE LIMITED</b>			
<b>CIN : L74899DL1992PLC048028</b>			
<b>Statement of Changes in Equity for the year ended on March 31, 2024</b>			
			<b>Rs. In hundreds</b>
<b>Equity Share Capital</b>			
<b>Particulars</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>	
Balance at the beginning of the year	15,78,240.00	15,78,240.00	
Changes during the year			
<b>Balance at the end of the year</b>	<b>15,78,240.00</b>	<b>15,78,240.00</b>	
<b>Other Equity</b>			
<b>Particulars</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>	
<b>Reserves and Surplus</b>			
<b>(i) Securities Premium Reserve</b>			
Balance at the beginning of the year	19,79,400.00	19,79,400.00	
Add : Premium on shares issued during the year	-	-	
<b>Balance at the end of the year</b>	<b>19,79,400.00</b>	<b>19,79,400.00</b>	
<b>(ii) Retained Earnings</b>			
Balance at the beginning of the year	1,24,757.44	1,13,984.23	
Profit/(Loss) for the year	18,788.77	15,366.26	
Add: Previous Year TDS adjustment	-	-	
Less:- Transfer to Statutory Reserve @20%	4,697.20	3,591.06	
Less: - Contingent Provision Against Standard Assets	-26,230.67	1,002.00	
<b>Balance at the end of the year</b>	<b>1,65,079.68</b>	<b>1,24,757.44</b>	
<b>(iii) Statutory Reserve</b>			
Balance at the beginning of the year	46,097.90	42,506.84	
Profit/(Loss) for the year	4,697.20	3,591.06	
Other Comprehensive Income	-	-	
<b>Balance at the end of the year</b>	<b>50,795.10</b>	<b>46,097.90</b>	
<b>TOTAL OTHER EQUITY</b>	<b>21,95,274.78</b>	<b>21,50,255.34</b>	
<b>As per our report of even date</b>		<b>For and on Behalf of Board of Directors of Franklin Leasing &amp; Finance Limited</b>	
<b>For SSRV&amp; ASSOCIATES</b>			
<b>Chartered Accountants</b>			
<b>FRN 135901W</b>			
		<b>MAHESH KR. DALMIA</b>	<b>JAGANNATH JHA</b>
		Managing Director	Director
<b>VISHNU KANT KABRA</b>		<b>PAN: ACZPD0202E</b>	<b>DIN: 08943829</b>
<b>PARTNER</b>			
<b>M. No 403437</b>			
<b>UDIN: 24403437BKAJME3280</b>			
		<b>RAJU KUMAR RAM</b>	<b>RASHMI BHAGAT</b>
		Chief Financial Officer	Company Secretary
<b>Place : Mumbai</b>		<b>PAN - AITPR9837M</b>	<b>PAN - BINPB8769B</b>
<b>Date : 28.05.2024</b>			

**FRANKLIN LEASING & FINANCE LIMITED**

CIN : L74899DL1992PLC048028

**I Notes Forming Part of the Financial Statements****Note 1 : Corporate Information**

Franklin Leasing & Finance Limited is a company limited by shares, domiciled in India, incorporated under the provisions of Companies Act applicable in India. The Company's shares are listed on BSE, a recognised stock exchange, in India. The registered office of the company is located at UNI/SHOP NO.205, SECOND FLOOR, AGGARWAL CITY MALL ROAD NO 44, PITAMPURA, DELHI-110034. The company is engaged in the business of lending. FRANKLIN also accepts loans-advances and offers variety of financial services to its customers. The standalone financial statements comprise of financial statements of Franklin Leasing & Finance Limited for the year ended March 31, 2024.

**Note 2 : Basis of preparation**

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and notified under section 133 of the Companies Act, 2013 (the Act) along with other relevant provisions of the Act and the Master Direction-Non Banking Financial Company ('the NBFC Master Directions') issued by RBI. The financial statements have been prepared on a going concern basis. The company uses accrual basis of accounting except in case of certain uncertainties. For all periods up to and including the year ended 31 March, 2024, the company had prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016 and the NBFC Master Directions (herein referred as 'Previous GAAP'). These financial statements for the year ended 31 March, 2024 are the first, the company has prepared in accordance with Ind AS.

**2(a) Presentation of financial statements**

The company presents its Balance Sheet in order of liquidity. The company generally reports financial assets and financial liabilities on a gross basis in the Balance Sheet.

**2(b) Critical accounting estimates and judgements**

The preparation of the Company's financial statements requires Management to make use of estimates and judgements. In view of the inherent uncertainties and a level of subjectivity involved in measurement of items, it is possible that the outcomes in the subsequent financial years could differ from those on which the Management's estimates are based. Accounting estimates and judgements are used in various line items in the financial statements.

**Note 3: Summary of significant accounting**

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

**Revenue recognition****(i) Interest income**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Interest is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

**(ii) Dividend income**

Dividend income on equity shares is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

**(iii) Other income**

Other revenues are recognised as per applicable and relevant Ind AS.

**(iv) Taxes**

Incomes are recognised net of the Goods and Service Tax, wherever applicable.

**Expenditures****(i) Finance Costs**

Borrowing costs on financial liabilities are recognised as per relevant Ind AS.

**(ii) Depreciation, Amortization and impairment**

Depreciation has been provided using the written down value method as per the rates prescribed under schedule II of the Companies Act, 2013.

**(iii) Taxes**

Expenses are recognised net of the Goods and Services Tax/Service tax, except where the input tax is not statutorily permitted.

**Cash and cash equivalents**

Cash and cash equivalents include cash on hand, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**Financial instruments**

Financial instruments, comprising of financial assets and liabilities are being recorded as per relevant Ind AS and the changes in significant changes (increase or decrease) in the credit risk are being monitored and accordingly impairment on financial instruments is recognised against such instruments as per relevant Ind AS.

**Investments**

The policy opted for recording investments is at amortised cost as per the relevant Ind AS.

**Taxes****(i) Current tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, in accordance with the Income Tax Act, 1961.

**(ii) Deferred tax**

Deferred tax is provided using the Balance sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised for deductible temporary differences to the extent that it is probable that taxable profits will be available against which the deductible temporary differences can be utilised.

**Inventories**

Inventories of shares have been recorded at lower of cost and net realisable value as per relevant Ind AS. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

**Property, plant and equipment**

Property, plant and equipment are carried at historical cost (amortised cost) of acquisition less accumulated depreciation and impairment losses, consistent with the criteria specified in Ind AS 16 'Property, Plant and equipment'.

**Impairment of financial assets**

The policy opted for recognising impairment on financial instruments is as per the Expected Credit loss in n coming financial years and accordingly financial assets are categorised are monitored upon for their timely recovery and resultantlty the Expected Credit loss is provided for.

**Provisions and Contingent Liabilities**

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. There is no contingent liability as at 31st March, 2024.

**Segment Reporting**

The company operates in segments of investment in securities and extending financial loan services, which are considered by the management as a single segment for reporting purposes in order to analyse risk-return fundamentals based on internal organisational structure.

<b>FRANKLIN LEASING &amp; FINANCE LIMITED</b>		
<b>CIN : L74899DL1992PLC048028</b>		
<b>Notes forming part of financial statements for the year ended March 31, 2024</b>		
<b>4</b>	<b>Cash and cash equivalents</b>	<b>Rs. In hundreds</b>
<b>Particulars</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>
Cash in hand	26,566.60	11,317.55
<b>Total</b>	<b>26,566.60</b>	<b>11,317.55</b>
<b>5</b>	<b>Bank balance other than cash and cash equivalents</b>	
<b>Particulars</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>
Balance with Banks		
- In current accounts	82,922.39	10,028.52
<b>Total</b>	<b>82,922.39</b>	<b>10,028.52</b>
<b>6</b>	<b>Trade Receivable</b>	
<b>Particulars</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>
<b>Sundry Debtors</b>		
-Over Six Months	-	2,85,194.96
-Others	78,767.31	-
<b>Total</b>	<b>78,767.31</b>	<b>2,85,194.96</b>
<b>Particulars</b>	<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>
Trade receivables		
- Trade receivables considered good-secured -		
- Trade receivables considered good-secured		
Undisputed Trade Receivables considered good		
- Less than Six Months		
- 6 months to 1 year		
- 1 year to 2 years		
- 2 years to 3 years		
- Trade receivables which have significant increase in credit risk		
- Trade receivables - credit imparied		
Other receivables		
- Other receivables considered good-secured -		
- Other receivables considered good-secured		
- Less than Six Months	78,767.31	
- 6 months to 1 year		2,85,194.96
- 1 year to 2 years		
- 2 years to 3 years		
- Other receivables which have significant increase in credit risk		
- Other receivables - credit imparied		
	<b>78,767.31</b>	<b>2,85,194.96</b>
<b>9</b>	<b>Other non financial assets</b>	<b>Rs. In hundreds</b>
<b>Particulars</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>
TDS receivable	1,83,388.14	1,83,996.22
Less: Tax Payable	-	-
<b>Total</b>	<b>1,83,388.14</b>	<b>1,83,996.22</b>
<b>10</b>	<b>Inventories</b>	
<b>Particulars</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>
<b>Equity instruments</b>		
-Quoted	5,27,624.59	4,22,838.86
-Unquoted	-	-
<b>Total</b>	<b>5,27,624.59</b>	<b>4,22,838.86</b>



12 Payables		Rs. In hundreds	
Particulars	As at March 31, 2024	As at March 31, 2023	
<b>(i) Trade payables</b>			
- total outstanding dues of micro enterprises and small enterprises	-	-	
- total outstanding dues other than micro enterprises and small enterprises	2295.41	65199.05	
	2,295.41	65,199.05	
<b>(ii) Other payables</b>			
- total outstanding dues of micro enterprises and small enterprises			
- total outstanding dues other than micro enterprises and small enterprises	-	71.58	
	-	71.58	
Management has not obtained any information from its payables regarding micro enterprises and small enterprises.			
<b>13 Borrowings : All the borrowings are from India.</b>		Rs. In hundreds	
Particulars	As at March 31, 2024	As at March 31, 2023	
Loans repayable of demand			
a) from other parties (Unsecured)	-	82,50,000.00	
<b>Total</b>	-	<b>8250000.00</b>	
<b>14 Other financial liabilities</b>			
Particulars	As at March 31, 2024	As at March 31, 2023	
TDS payable	155.05	99,120.50	
Audit fee payable	540.00	250.00	
Interest Payable	-	16,09,663.09	
<b>Total</b>	<b>695.05</b>	<b>17,09,033.59</b>	
<b>15 Provisions</b>			
Particulars	As at March 31, 2024	As at March 31, 2023	
Contingent provision on standard assets	2,097.64	28,328.31	
Provision for Tax	6,601.46	5,399.00	
<b>Total</b>	<b>8,699.10</b>	<b>33,727.31</b>	
<b>16 Deffered tax liability</b>			
Particulars	As at March 31, 2024	As at March 31, 2023	
<b>Deferred tax relates to the following:</b>			
-Disallowance under Income Tax Act	-	-	
-Depreciation	-	-	
-Other temporary differences	-	-	
<b>Total</b>	-	-	
<b>17 Other non financial liabilities</b>			
Particulars	As at March 31, 2024	As at March 31, 2023	
	-	-	
Other current liabilities	527.51	527.51	
<b>Total</b>	<b>527.51</b>	<b>527.51</b>	

FRANKLIN LEASING & FINANCE LIMITED  
CIN : L74899DL1992PLC048028  
Notes forming part of financial statements for the year ended March 31, 2024

7 Loans : Loans are repayble on demand, and all Loans are in India.

Rs. In hundreds

Years	( 2023-24 )					( 2022-23 )				
Particulars	Amortised Cost	Through Other Comprehensive Income	Through Profit or Loss	Others	Total	Amortised Cost	Through Other Comprehensive Income	Through Profit or Loss	Others	Total
Secured	-	-	-	-	-	-	-	-	-	-
Unsecured	16,60,690.90	-	-	-	16,60,690.90	1,16,71,323.85	-	-	-	1,16,71,323.85
Less: Impairment	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>16,60,690.90</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>16,60,690.90</b>	<b>1,16,71,323.85</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,16,71,323.85</b>

Receivable of loan or advance from related party is Nil

Impairment loss on loans and advances recognised is Nil as per the estimation made by the management of the company.

8 Investments : All Investments are in India

Years	( 2023-24 )					( 2022-23 )				
Particulars	Amortised Cost	Through Other Comprehensive	Through Profit or	Others	Total	Amortised Cost	Through Other Comprehensive	Through Profit or	Others	Total
Government securities	-	-	-	-	-	-	-	-	-	-
Equity instruments	12,25,710.50	-	-	-	12,25,710.50	12,02,293.00	-	-	-	12,02,293.00
Mutual Fund	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>12,25,710.50</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>12,25,710.50</b>	<b>12,02,293.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>12,02,293.00</b>

## FRANKLIN LEASING &amp; FINANCE LIMITED

CIN : L74899DL1992PLC048028

Notes forming part of financial statements for the year ended March 31, 2024

**11 Property, plant and equipment and Intangible assets**

Particulars	Vehicles owned (Hyundai Car)	Mobile	Furniture	Rs. In hundreds
				Total
<b>Gross carrying amount</b>				
<b>As at March 31, 2021</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
Additions				
Disposal/Adjustments				
<b>As at March 31, 2023</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
Additions	<b>0.00</b>			
Disposal/Adjustments				
<b>As at March 31, 2024</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Accumulated Depreciation</b>				
<b>As at March 31, 2021</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
Depreciation for the year	0.00	0.00	0.00	<b>0.00</b>
Disposal/reversal				
<b>As at March 31, 2023</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
Depreciation for the year	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
Disposal/reversal				
<b>As at March 31, 2024</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Net Carrying amount</b>				
<b>As at March 31, 2023</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>As at March 31, 2024</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

## FRANKLIN LEASING &amp; FINANCE LIMITED

CIN : L74899DL1992PLC048028

Notes forming part of financial statements for the year ended March 31, 2024

18 Equity share capital		Rs. In hundreds			
Particulars	As at March 31, 2024		As at March 31, 2023		
	No. of shares	Amt in Rupees	No. of shares	Amt in Rupees	
<b>Authorised</b>					
16,000,000 Shares of Rs. 10/- each	1,60,00,000	16,00,000.00	1,60,00,000	16,00,000.00	
<b>Total</b>	<b>1,60,00,000</b>	<b>16,00,000.00</b>	<b>1,60,00,000</b>	<b>16,00,000.00</b>	
<b>Issued, subscribed and fully paid up</b>					
15,782,400 Equity shares of ` 10 /- each	1,57,82,400	15,78,240.00	1,57,82,400	15,78,240.00	
<b>Total</b>	<b>1,57,82,400</b>	<b>15,78,240.00</b>	<b>1,57,82,400</b>	<b>15,78,240.00</b>	

## (a) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period :

Particulars	As at March 31, 2024	As at March 31, 2023
	Number of shares	Number of shares
Shares at the beginning of the year	1,57,82,400	1,57,82,400
Movement during the year	-	-
<b>Shares outstanding at the end of the year</b>	<b>1,57,82,400</b>	<b>1,57,82,400</b>

## (b) Rights, preferences and restrictions attached to equity shares

The company has one class of equity shares having a par value of 10/- each. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

## (c) Detail of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number	% holding	Number	% holding
<b>Equity shares of 10 each fully paid</b>				
Confident Financial Advisory Pvt Ltd	41,77,600	26.47%	41,77,600	26.47%
Kaksh Impex Pvt Ltd	22,31,500	14.14%	22,31,500	14.14%
Surakshit Merchant Pvt Ltd	21,66,400	13.73%	21,66,400	13.73%
Veenit Builders Pvt Ltd	8,56,450	5.43%	8,56,450	5.43%

Rs. In Hundred

## Shares held by promoters at the end of the year 31st March 2024

Sr. No.	Promoter Name	No. of Shares**	% of total shares**	% Change during the year***
1	PAWAN DALMIA	80,000.00	0.51	-
2	CONFIDENT FINANCIAL ADVISORY PVT LTD	41,77,600.00	26.47	-
	<b>Total</b>	<b>42,57,600.00</b>	<b>26.98</b>	<b>-</b>

## Shares held by promoters at the end of the year 31st March 2023

Sr. No.	Promoter Name	No. of Shares**	% of total shares**	% Change during the year***
1	PAWAN DALMIA	80,000.00	0.51	-
2	CONFIDENT FINANCIAL ADVISORY PVT LTD	41,77,600.00	26.47	-
	<b>Total</b>	<b>42,57,600.00</b>	<b>26.98</b>	<b>-</b>



## FRANKLIN LEASING &amp; FINANCE LIMITED

Notes forming part of financial statements for the year ended March 31, 2024

## 19 Other equity

Particulars	Reserves and Surplus				Total
	Securities Premium	Retained Earnings	Equity Instruments through OCI	Statutory Reserve	
Balance as at April 1, 2022	19,79,400.00	1,13,984.23	-	42,506.84	21,35,891.07
Profit for the year		10,773.20		4,697.20	15,470.40
		-			-
Balance as at March 31, 2023	19,79,400.00	1,24,757.43	-	47,204.04	21,51,361.47
Profit for the year	-	40,322.26	-	4,697.20	45,019.46
Deferred tax due to Implementation of IND AS					-
Other comprehensive income (expense) (net of tax)	-	-	-	-	
Balance as at March 31, 2024	19,79,400.00	1,65,079.69	-	51,901.24	21,96,380.93
Nature and purpose of other equity:					
(i)	Securities Premium				
	Securities premium is used to record the premium on issue of shares. It can be utilised only for limited purposes in accordance with the provisions of the Companies Act, 2013.				
(ii)	Retained Earnings				
	Retained earnings represents the surplus in profit and loss account and appropriations.				
(iii)	Reserve fund in terms of section 45-IC (1) of the Reserve Bank of India Act, 1934				
	Reserve fund is created as per the terms of section 45-IC(1) of the Reserve Bank of India Act, 1934 as a statutory reserve.				

20	Interest income	Rs. In hundreds	
Particulars	As at March 31, 2024	As at March 31, 2023	
Interest on loans	1,23,452.31	2,97,425.62	
<b>Total</b>	<b>1,23,452.31</b>	<b>2,97,425.62</b>	
21	Dividend income		
Particulars	As at March 31, 2024	As at March 31, 2023	
Dividend on equity instrument	149.82	9.98	
<b>Total</b>	<b>149.82</b>	<b>9.98</b>	

<b>22 Sale of product/service</b>		
<b>Particulars</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>
Sale of shares	8,18,609.05	7,47,422.94
Profit on sale of Future Transaction	1,81,348.49	1,29,521.50
<b>Total</b>	<b>9,99,957.54</b>	<b>8,76,944.44</b>
<b>23 Other income</b>		
<b>Particulars</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>
Interest Income on Refund from Income Tax Department	410.82	3,089.48
<b>Total</b>	<b>410.82</b>	<b>3,089.48</b>
<b>24 Finance Cost</b>		
<b>Particulars</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>
<b>On financial liabilities measured at amortised cost:</b>		
Interest & Other Expense	-	9,91,100.00
Demat Charges	283.92	348.86
Bank Interest	1,659.58	847.86
<b>Total</b>	<b>1,943.50</b>	<b>9,92,296.72</b>
<b>25 Impairment on financial assets</b>		
<b>Particulars</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>
<b>Loans</b>		
Expected credit loss	-	-
Write off (net of recoveries)	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
<b>26 Purchase of stock in trade</b>		
<b>Particulars</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>
Purchase of Shares	11,64,673.69	4,61,401.38
<b>Total</b>	<b>11,64,673.69</b>	<b>4,61,401.38</b>
<b>27 Changes in inventory of finished goods</b>		
<b>Particulars</b>	<b>As at March 31, 2024</b>	<b>Rs. In hundreds As at March 31, 2023</b>
Opening Stock of equity instruments	4,22,838.86	76,159.90
Less: Closing stock of equity instruments	5,27,624.59	4,22,838.86
<b>Total</b>	<b>-1,04,785.73</b>	<b>-3,46,678.96</b>
<b>28 Employee benefits expense</b>		
<b>Particulars</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>
Salaries & wages including bonus	13,674.00	11,781.21
<b>Total</b>	<b>13,674.00</b>	<b>11,781.21</b>
<b>29 Other expenses</b>		
<b>Particulars</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>
Commission Expenses		7,000.00
Advertisement Exp.	238.06	239.91
Annual Listing Fees	531.00	1,468.80
Bank Charges	137.81	50.71
Bad Debts	7,821.50	469.25
Business Promotion expenses	856.10	1,404.09
Depository Expenses	4,165.80	667.00
Rent	1,800.00	3,000.00
Filing Fees	84.00	30.00
General Expense	297.17	638.85
Postage & Telegram Expense	361.98	149.28
Professional Fees	1,411.05	9,841.70
Registrar Fees	283.20	1,393.15
TDS Interest Expense	-	7,327.70
Telephone Expense	465.10	540.89
Printing & stationery Expenses	305.63	378.62
Electricity Expenses	341.92	463.96
Book & Periodicals	325.75	490.23
Delay Charges	2,111.20	-
Travelling & Conveyance Expense	702.80	1,950.63
Website Maintenance Exp	165.20	82.60
Statutory audit fee & tax audit	600.00	275.00
Tds Filing Fees	10.50	41.50
Round off	0.03	0.03
Equifax Annual Fees	59.00	-
<b>Total</b>	<b>23,074.80</b>	<b>37,903.90</b>

## FRANKLIN LEASING &amp; FINANCE LIMITED

CIN : L74899DL1992PLC048028

Notes forming part of financial statements for the year ended March 31, 2024

Rs. In hundreds

**30 Income tax expense**

Particulars	As at March 31, 2024	As at March 31, 2023
Current tax	6,601.46	5,399.00
Deferred tax	-	-
<b>Total tax expenses</b>	<b>6,601.46</b>	<b>5,399.00</b>

**31 Earnings per share**

The calculation of Earning Per Share (EPS) as disclosed in the statement of profit and loss has been made in accordance with Indian Accounting Standard (Ind AS)-33 on "Earning Per Share" given as under: -

Particulars	As at March 31, 2024	As at March 31, 2023
Profit/(Loss) attributable to equity shareholders (C) (A) [Rupees in hundreds]	18,788.77	15,366.26
Weighted average number of outstanding equity shares (B)	15,78,240.00	15,78,240.00
Nominal value per equity share (C)	0.01	0.01
Basic EPS (in `) (A/B)	0.01	0.01
Diluted EPS (in `) (A/B)	0.01	0.01

FRANKLIN LEASING & FINANCE LIMITED

CIN : L74899DL1992PLC048028

Notes forming part of financial statements for the year ended March 31, 2024

Rs. In hundreds

**32 Related party disclosures #**

The related party disclosures in accordance with the requirements of Ind AS - 24 "Related Party Disclosures" has been given below: -

**(a) Name and nature of related party relationships**

Name of Related Party	Relationship
SUNITHA GUPTA	Director
BARUN NASKAR	Director
JAGDEV YADAV	Director
JAGANNATH JHA	Director
RAJU KUMAR RAM	CFO(KMP)
MAHESH KUMAR DALMIA	Additional Director
RASHMI BHAGAT	Company Secretary

**(b) Description of the nature of transactions with the related parties**

Particulars	Enterprises over which KMP is able to exercise significant influence	
	Financial Year 2023-24	Financial Year 2022-23
<b>1) Salary and Remuneration Paid</b>		
RASHMI BHAGAT	780.00	1,560.00
RAJU KUMAR RAM	4,454.00	4,001.21

# Related party relationship is as identified by the Company on the basis of information available with them and relied upon by the auditors.

**33** The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.



**FRANKLIN LEASING & FINANCE LIMITED**

CIN : L74899DL1992PLC048028

Notes forming part of financial statements for the year ended March 31, 2024

Rs. In hundreds

**34 Financial Risk Management Objectives and Policies**

**(A) Financial risk management**

The company has a risk management committee which has the responsibility to identify the risk and suggest the management the mitigation plan for the identified risks in accordance with the risk management policy of the Company. The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency.

These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The Company seeks to minimise the effects of these risks by using derivative financial instruments, credit limit to exposures, etc., to hedge risk exposures.

**(i) Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: foreign currency risk, interest rate risk, investment risk.

**(ii) Interest rate risk**

**Arising from:**

Interest rate risk stems from movements in market factors, such as interest rates, credit spreads which impacts investments, income and the value of portfolios.

**Measurement, monitoring and management of Risk:**

Interest rate risk is measured, monitored by assessment of probable impacts of interest rate sensitivities under stimulated stress test scenarios given range of probable interest rate movements on both fixed and floating assets and liabilities.

**(iii) Liquidity risk management**

The Board of Directors of the Company has an overall responsibility and oversight for the management of all the risks, including liquidity risk, to which the Company is exposed to in the course of conducting its business. The Board approves the governance structure, policies, strategy and the risk limits for the management of liquidity risk. The Board of Directors approves the constitution of the Risk Management Committee (RMC) for the effective supervision, evaluation, monitoring and review of various aspects and types of risks, including liquidity risk, faced by the Company. The meetings of RMC are held at quarterly interval. Further, the Board of Directors also approves constitution of Asset Liability Committee (ALCO), which functions as the strategic decision-making body for the asset-liability management of the Company from risk-return perspective and within the risk appetite and guard-rails approved by the Board. The main objective of ALCO is to assist the Board and RMC in effective discharge of the responsibilities of asset liability management, market risk management, liquidity and interest rate risk management and also to ensure adherence to risk tolerance/limits set up by the Board. ALCO provides guidance and directions in terms of interest rate, liquidity, funding sources, and investment of surplus funds. ALCO meetings are held once in a month or more frequently as warranted from time to time. The minutes of ALCO meetings are placed before the RMC and the Board of Directors in its next meeting for its perusal/ approval/ ratification.

**Arising from:**

Liquidity risk arises from mismatches in the timing of cash flows, whereas funding risk arises when long term assets cannot be funded at the expected term resulting in cashflow mismatches.

**Measurement, monitoring and management of Risk:**

Liquidity and funding risk is measured by identifying gaps in the structural and dynamic liquidity statements. Monitored by assessment of the gap between visibility of funds and the near term liabilities given under current liquidity conditions and evolving regulatory directions for NBFCs.

**Maturity profile of financial liabilities:**

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date.

As at March 31, 2024	Upto 1 year	1-2 years	> 2 years	Total
<b>Financial liabilities</b>				
Long term borrowings	-	-	-	-
Current maturities of long term debt	-	-	-	-
Trade payables	2,295.40	-	-	2,295.40
Other payables	1,067.51	-	-	1,067.51
Other financial liabilities	155.05	-	-	155.05
<b>Total financial liabilities</b>	<b>3,517.96</b>	-	-	<b>3,517.96</b>

**(iv) Credit risk management**

**Arising from:**

Credit risk is the risk of financial loss arising out of a customer or counterparty failing to meet their repayment obligations to the company.

**Measurement, monitoring and management of Risk:**

Credit risk is measured as the amount at risk due to repayment default of a customer or counterparty to the Company. Various metrics such as EMI default rate, overdue position, collection efficiency, customers non performing loans, etc. are used as leading indicators to access credit risk.

## FRANKLIN LEASING &amp; FINANCE LIMITED

CIN : L74899DL1992PLC048028

Notes forming part of financial statements for the year ended March 31, 2024

## 35 Fair value measurement

## (a) Financial assets

Rs. In hundreds

Particulars	As at March 31, 2024		As at March 31, 2023	
	Amortised Cost	Carrying value	Amortised Cost	Carrying value
<b>(i) Measured at amortised cost</b>				
Trade receivables	78,767.31	78,767.31	2,85,195	2,85,195
Cash and cash equivalents	26,566.60	26,566.60	11,317.55	11,317.55
Bank balances other than cash and cash equivalents	82,922.39	82,922.39	10,028.52	10,028.52
Loans	16,60,690.90	16,60,690.90	1,16,71,323.85	1,16,71,323.85
Investments	12,25,710.50	12,25,710.50	12,02,293.00	12,02,293.00
<b>Total financial assets at amortised costs (A)</b>	<b>30,74,657.70</b>	<b>30,74,657.70</b>	<b>1,31,80,157.88</b>	<b>1,31,80,157.88</b>
<b>(ii) Measured at fair value through other comprehensive income</b>				
Non-current Investments	-	-	-	-
<b>Total financial assets at fair value through other comprehensive income (B)</b>				
<b>Total financial assets</b>	<b>30,74,657.70</b>	<b>30,74,657.70</b>	<b>1,31,80,157.88</b>	<b>1,31,80,157.88</b>

## (b) Financial liabilities

Particulars	As at March 31, 2024		As at March 31, 2023	
	Amortised Cost	Carrying value	Amortised Cost	Carrying value
<b>(i) Measured at amortised cost</b>				
Trade payables	2,295.41	2,295.41	65,199.05	65,199.05
Other payables	-	-	71.58	71.58
Other financial liabilities	695.05	695.05	17,09,033.59	17,09,033.59
<b>Total financial liabilities</b>	<b>2,990.46</b>	<b>2,990.46</b>	<b>17,74,304.22</b>	<b>17,74,304.22</b>

The fair value of financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties in an orderly market transaction, other than in a forced or liquidation sale.

## 36 Disclosure as required under RBI notification no. RBI/2019-20/170DOR(NBFC).C.C.PD.No.109/22.10.106/2019-20 dated 13 March 2020

In terms of the requirement as per RBI notification no. RBI/2019-20/170 DOR (NBFC). CC.PD.No.109/22.10.106/2019-20 dated 13th March 2020 on Implementation of Indian Accounting Standards, Non-Banking Financial Companies (NBFCs) are required to create an impairment reserve for any shortfall in impairment allowances under Ind AS 109 and Income Recognition, Asset Classification and Provisioning (IRACP) norms (including provision on standard assets). The impairment allowances under Ind AS 109 made by the Company exceeds the total provision required under IRACP (including standard asset provisioning), as at March 31, 2024 and accordingly, no amount is required to be transferred to impairment reserve.

**FRANKLIN LEASING & FINANCE LIMITED**

Notes to Financial Statements for the year ended 31st March,2024

Rs. In hundred

<b>Note : Calculation of Important Financial Ratios</b>				
<b>Particulars</b>			<b>2023-24</b>	<b>2022-23</b>
<b>1) Current Ratio</b>				
<u>Current Assets</u>				
	Cash & Cash Equivalents		1,09,488.99	21,346.07
	Other Current Assets		1,83,388.14	1,83,996.22
	Trade Receivables		78,767.31	2,85,194.96
		Total	3,71,644.44	4,90,537.25
<u>Current Liabilities</u>				
	Other Current Liabilities		695.05	17,09,033.59
	Trade Payables		2,295.41	65,270.63
		Total	2,990.46	17,74,304.22
	Current Ratio		124.28	0.28

Remarks:

<b>2) Debt Equity Ratio</b>				
<u>Total Liability</u>				
			2,990.46	1,00,24,304.22
<u>Shareholder's Equity</u>				
	Equity Share Capital		15,78,240.00	15,78,240.00
	Reserves & Surplus		21,95,274.78	21,50,255.34
		Total	37,73,514.78	37,28,495.34
	Debt Equity Ratio		0.00	2.69

**3) Debt Service Coverage Ratio**

<b>4) Return on Equity Ratio</b>				
<u>Net Income</u>				
	Profit after Tax		18,788.77	15,366.26
<u>Shareholder's Equity</u>				
	Equity Share Capital		15,78,240.00	15,78,240.00
	Reserves & Surplus		21,95,274.78	21,50,255.34
		Total	37,73,514.78	37,28,495.34
	Return on Equity Ratio		0.0050	0.0041

<b>5) Inventory Turnover Ratio</b>				
	COGS		11,64,673.69	4,61,401.38
	<u>Average Inventory</u>		4,75,231.73	2,49,499.38
	Inventory Turnover Ratio		2.45	1.85

**6) Trade Receivables Turnover Ratio: NA**

<b>7) Trade Payables Turnover Ratio</b>			
<b>8) Net Capital Turnover Ratio</b>			
	Net Annual Sales	8,18,609.05	7,47,422.94
	<u>Total Assets</u>		
	Assets	37,85,731.85	1,37,87,054.38
	Net Capital Turnover Ratio	0.22	0.05
Remarks:			
<b>9) Net Profit Ratio</b>			
	Net Profit after Tax	18,788.77	15,366.26
	Revenue	11,23,970.49	11,77,469.52
	Net Profit Ratio	1.67	1.31
Remarks:			
<b>10) Return on Capital Employed</b>			
	<u>Earnings Before Interest and Tax</u>		
	Profit after Tax	18,788.77	15,366.26
	Add:Interest	-	-
	Add:Tax	6,601.46	5,399.00
	Total	25,390.23	20,765.26
	<u>Capital Employed</u>		
	Total Assets	37,85,731.85	1,37,87,054.38
	Less: Current Liabilities	2,990.46	17,74,304.22
		37,82,741.39	1,20,12,750.16
	Return on Capital Employed	0.0067	0.0017
Remarks:			
<b>11) Return on Investment</b>			
	Interest Received from Loan	1,23,452.31	2,97,425.62
	Total	1,23,452.31	2,97,425.62

**ROAD MAP TO AGM VENUE**

**SINCE THE MEETING IS THROUGH VIDEO CONFERENCING, ROAD MAP OF  
AGM VENUE IS NOT ATTACHED.**



**THANKING YOU**