

# **FRANKLIN LEASING AND FINANCE LIMITED**

CIN NO. U74899DL1992PLC048028

Regd. Off.: - UNIT/SHOP NO.205, SECOND FLOOR, AGGARWAL CITY

MALL ROAD NO.44, PITAMPURA DELHI-110034

Website: [www.franklinleasing.in](http://www.franklinleasing.in) ; E-mail: [franklinleasingfinance@gmail.com](mailto:franklinleasingfinance@gmail.com)

## **NOTICE**

Notice is hereby given that 25<sup>th</sup> Annual General Meeting of the members of the **FRANKLIN LEASING AND FINANCE LIMITED** will be held at Unit/Shop No.205,Second Floor, Aggarwal City Mall Road No.44,Pitampura Delhi North Delhi DI 110034 Monday, 25<sup>th</sup> September, 2017 at the 9.30 a.m to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Annual Financial Statements of the Company for the financial year ended 31st March, 2017, the Reports of Auditors and Directors thereon.
2. To appoint a director in place of Mr. Ramesh Kumar Dalmia [Din: 03257468] who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an

### **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of section 139 of the Companies Act, 2013 and other applicable provisions, if any, and the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. Anil Hariram Gupta & Co. Chartered Accountant (Membership No. 066306), be and is hereby re-appointed as the Statutory Auditor of the Company and to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of AGM to be held in the year 2019, subject to ratification by members at every AGM, on a remuneration as may be mutually agreed upon by the Board of Directors and the Auditor.”

**Date:** 12/08/2017

**Place:** New Delhi

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

**Sd/-  
Shanu Jain  
(Company Secretary)**

## **NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE SHALL BE DEPOSITED AT THE CORPORATE OFFICE OF THE COMPANY BY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

2. The Register of Members and Share Transfer Book will remain closed from 19<sup>th</sup> September, 2017 to 25<sup>th</sup> September, 2017 (both days inclusive).
3. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
4. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
5. 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.
6. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
7. Members holding shares in electronic form may note that bank particulars registered against their respective registered accounts will be used by the Company for the payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
8. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents (M/s. SKYLINE FINANCIAL SERVICES PRIVATE LIMITED)
9. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.

10. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/S. Skyline Financial Services Private Limited, Share Transfer Agents of the Company for their doing the needful.
11. 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.
12. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
13. In terms of 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.
14. Electronic copy of the Annual Report for 2016-2017 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-2017 is being sent in the permitted mode.

**Green Initiative –Registration of E-Mail address**

15. The Ministry of Corporate Affairs (“MCA”) Government of India, through circular No.17/2011 dated 21st April, 2011 and Circular No.18/2011 dated 29th April 2011, has taken a green initiative for corporate governance. The members are requested to register e-mail address with the Depository Participant/ the Registrar and Share Transfer Agent of the Company, i.e. Big Share Services Private Limited, as the case may be, for service of documents
16. Members may also note that the Notice of the 25th Annual General Meeting and the Annual Report for 2016-2017 will also be available on the Company’s website [www.franklinleasing.in](http://www.franklinleasing.in) for their download. The physical copies of the aforesaid documents will also be available at the Company’s Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company’s investor email id: [franklinleasingfinance@gmail.com](mailto:franklinleasingfinance@gmail.com).

**17. Voting through electronic means**

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 18.09.2017, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. The remote e-voting period will commence at 9.00 a.m. on 22<sup>nd</sup> of September, 2017 and will end at 5.00 p.m. on 24<sup>th</sup> of September, 2017. The facility for voting through electronic voting system

('Insta Poll') shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through 'Insta Poll'. The Company has appointed Mr. Akhil Agarwal, Practising Company Secretary having Membership No. M. NO. A35073 to act as the Scrutinizer, to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter

**The instructions for members for voting electronically are as under:-**

**In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "FRANKLIN" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

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>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li></ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"><li>• Please enter the DOB or Dividend Bank Details in order to login. If 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>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <FRANKLIN> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) To sl. no. (xvii) Above to cast vote.
- (B) The remote e-voting period begins on 22<sup>nd</sup> September, 2017 (9.00 a.m.) and ends on 24<sup>th</sup> September, 2017 at (05.00 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 (record date) of 18.09.2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Date:** 12/08/2017

**Place:** New Delhi

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

**Sd/-  
Shanu Jain  
(Company Secretary)**

# **FRANKLIN LEASING AND FINANCE LIMITED**

**CIN: U74899DL1992PLC048028**

**Regd. Off.: - UNIT/SHOP NO.205, SECOND FLOOR, AGGARWAL CITY**

**MALL ROAD NO.44, PITAMPURA DELHI-110034**

**Tel. No.: 011 4235 1486**

**Website: [www.franklinleasing.in](http://www.franklinleasing.in) ; E-mail: [franklinleasingfinance@gmail.com](mailto:franklinleasingfinance@gmail.com)**

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## **Form No. MGT-11 Proxy form**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

**CIN : U74899DL1992PLC048028**

**Name of the company : FRANKLIN LEASING AND FINANCE LIMITED**

**Registered office :Unit/Shop No.205,Second Floor, Aggarwal City Mall Road  
No.44,Pitampura Delhi - 110034**

**E- mail :**

**Website :**

**Name of the member (s):**

**Registered Address :**

**E-mail Id :**

**Folio No/ Client ID :**

**DP ID :**

**I/We, being the member of ----- equity shares of the above named company, hereby appoint**

**Name :**

**Address :**

**E-mail id :**

**Signature :**

**Name :**

**Address :**

**E-mail id :**

**Signature :**

**as my/our proxy to attend and vote (on a poll) for me and on my behalf at the 25th Annual General Meeting of the company, to be held on the 25<sup>th</sup> day of September, 2017 At 9.30 A.M at Unit/Shop No.205,Second Floor, Aggarwal City Mall Road No.44,Pitampura Delhi -110034and at any adjournment thereof in respect of such resolutions as are indicated below:**

**Ordinary Business:**

1. Approval of financial statements for the year ended 31.03.2017
2. Appointment of Mr. Ramesh Kumar Dalmia as Director who retires by rotation
3. Appointment of statutory auditors and fixation of their remuneration

Signed this.....day of..... 2017

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder(s)\_\_\_\_\_

Please  
Affix  
Revenue  
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. A Proxy need not be member of the Company.



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MALL ROAD NO.44, PITAMPURA DELHI-110034

Tel. No.: 011 4235 1486

Website: [www.franklinleasing.in](http://www.franklinleasing.in) ; E-mail: [franklinleasingfinance@gmail.com](mailto:franklinleasingfinance@gmail.com)

## ATTENDANCE SLIP

<b>Regd. Folio / DP ID &amp; Client ID</b>		
	<b>Name and Address of the Shareholder</b>	

1. I hereby record my presence at the **25th ANNUAL GENERAL MEETING of the Company being held on 25th September 2017 at 9.30 a.m. at the Registered Office of the Company at UNIT/SHOP NO.205, SECOND FLOOR, AGGARWAL CITY MALL ROAD NO.44, PITAMPURA DELHI-110034**

2. Signature of the Shareholder/Proxy Present
3. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.
4. Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

**Note:** - PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

## ELECTRONIC VOTING PARTICULARS

(1) EVSN (E-Voting Sequence No.)	(2) USER ID.	(3) PAN or Relevant No.as under	(4) Bank Account No. (See Note No.1)

### Notes:

- (1) Where Bank Account Number is not registered with the Depositories or Company please enter your User Id. as mentioned in column (2) above.
- (2) Please read the Instructions printed under the Note No. 17 to the Notice dated 12<sup>th</sup> August, 2017 of the 25<sup>th</sup> Annual General Meeting. The e-Voting period starts from 9.00 A.M. on 22.09.2017 and ends at 5.00 P.M. on 24.09.2017, the e-voting module shall be disabled by CDSL for voting thereafter.

## ROAD MAP OF THE VENEUE



UNIT/SHOP NO.205, SECOND FLOOR,AGGARWAL CITY MALL  
ROAD NO.44, PITAMPURA, DELHI-110034