

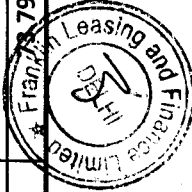
ANNEXURE-I
FRANKLIN LEASING AND FINANCE LIMITED

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

Date of the AGM	25.09.2017
Total Number of shareholders on record date	90
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and promoter Group:	2
Public:	9
No. of shareholders attended the meeting through video conferencing:	
Promoter and promoter Group:	Nil
Public:	Nil

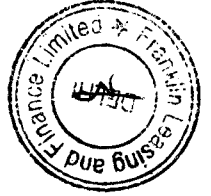
Resolution No.1 To receive, consider and adopt the Audited Standalone Financial Statements of the Company for financial year ended 31st March, 2017 together with the Report of the Board of Directors and the Auditors thereon.

Resolution Required: (Ordinary / Special)		Whether promoter/ promoter group are interested in the agenda/ resolution?							Ordinary
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes- in favour (4)	No. of votes- against (5)	% of votes in favour on votes polled(6)=[(4)/(2)]*100	% of votes in against on votes polled(7)=[(5)/(2)]*100	
Promoter and promoter group	E-voting		0	0	0	0	0	0	
	Poll	4257600	4257600	100	4257600	0	100	0	
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		4257600	100	4257600	0	100	0	
Public Institutions	E-voting		0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	0	0	0	0	0	0	0	
Public- Non Institutions	E-voting		7300800	63.35	7284800	16000	99.98	0.22	
	Poll	11524800	88000	0.76	88000	0	0	0	
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		7388800	64.11	7372800	16000	99.98	0.22	
Total		15782400	11646400	74.79	11630400	16000	99.86	0.14	



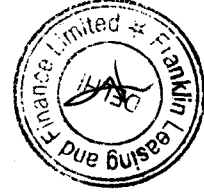
FRANKLIN LEASING AND FINANCE LIMITED

Resolution No.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.									
Resolution Required: (Ordinary / Special)										
Whether promoter/ promoter group are interested in the agenda/ resolution?										
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes- in favour (4)	No. of votes- against (5)	% of votes in favour on votes polled(6)=[(4)/(2)]*10	% of votes in against on votes polled(7)=[(5)/(2)]*100	Ordinary	
Promoter and promoter group	E-voting		0	0	0	0	0	0	No	
	Poll	4257600	4257600	100	4257600	0	100	0	No	
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		4257600	100	4257600	0	100	0	0	
Public Institutions	E-voting		0	0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	0	
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	0	0	0	0	0	0	0	0	
Public- Non Institutions	E-voting		7300800	63.35	7284800	16000	99.98	0.22	0.22	
	Poll	11524800	88000	0.76	88000	0	0	0	0	
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		7388800	11646400	64.11	7372800	16000	99.98	0.22	0.22
Total		15782400	11646400	73.79	11630400	16000	99.86	0.14	0.14	



FRANKLIN LEASING AND FINANCE LIMITED

Resolution No.3		Re-appointment of M/s. Anil Hariram Gupta & Co, Chartered Accountants, Kolkata as Statutory Auditor of the Company and fixing their remuneration.									
		Resolution Required: (Ordinary / Special)									
		Whether promoter/ promoter group are interested in the agenda/ resolution?									
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes- in favour (4)	No. of votes- against (5)	% of votes in favour on votes polled(6)=[(4)/(2)]*100	% of votes in against on votes polled(7)=[(5)/(2)]*100	Ordinary		
										No	
Promoter and promoter group	E-voting		0	0	0	0	0	0		0	
	Poll	4257600	4257600	100	4257600	0	100	0		0	
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		N.A.	
	Total		4257600	100	4257600	0	100	0		0	
Public Institutions	E-voting		0	0	0	0	0	0		0	
	Poll		0	0	0	0	0	0		0	
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		N.A.	
	Total	0	0	0	0	0	0	0		0	
Public- Non Institutions	E-voting		7300800	63.35	7284800	16000	99.98	0.22		0.22	
	Poll	11524800	88000	0.76	88000	0	0	0		0	
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		N.A.	
	Total		7388800	64.11	7372800	16000	99.98	0.22		0.22	
Total		15782400	11646400	73.79	11630400	16000	99.86	0.14		0.14	

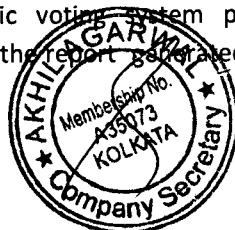


Annexure - II

To,
The Chairman,
FRANKLIN LEASING AND FINANCE LIMITED
Unit/Shop No.205,Second Floor,
Aggarwal City Mall Road No.44,
Pitampura Delhi North
Delhi DI 110034
Dear Sir,

Sub: Consolidated Scrutinizer's report on remote e-voting conducted pursuant to the provisions of section 108 of the Companies Act 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended by companies (Management and Administration) Amendment Rules,2015 and the Poll taken at the Annual General Meeting (AGM) of the Equity Shareholders of FRANKLIN LEASING AND FINANCE LIMITED held on Monday, 25th September, 2017 at the 9.30 a.m at Unit/Shop No.205,Second Floor, Aggarwal City Mall Road No.44,Pitampura Delhi North Delhi DI 110034.

1. I , Akhil Agarwal, Practising Company Secretary , at 506/1 Grand Trunk Road, Howrah (South)-711101, was appointed as Scrutinizer by the Board of Directors of **ARC Finance Limited (the Company)** for the purpose of scrutinizing e-voting process (remote e-voting) and voting through physical paper at the meeting pursuant to Section 108 of the Companies Act , 2013 read with Rule 20 & 21 of the (Companies Management and administration) Rules, 2014 (Amendment Rules ,2015) In respect of the below mentioned resolutions proposed at the Annual General Meeting of the Equity Shareholders of the Company held on **Monday, 25th September, 2017 at the 9.30 a.m at Unit/Shop No.205,Second Floor, Aggarwal City Mall Road No.44,Pitampura Delhi North Delhi DI 110034.** Submit my report as under:
2. The Compliance with the Provisions of the Companies Act , 2013 and the Rules made there under relating to voting through electronic means (by remote e-voting) and voting by use of ballots by the shareholders on the resolutions proposed in the Notice of the Annual General meeting of the Company is the responsibility of the management . My responsibility as Scrutinizer is to ensure that the voting process both through electronic means and by use of physical paper at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour in against if any, to the chairman on the resolution , based on the reports generated from the electronic voting system provided by **Central Depository Services Limited (CDSL)** and the report generated electronically for voting by use of physical paper at the meeting.



3. The notice dated August 12,2017 along with statement setting out material facts under section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the below mentioned resolutions proposed at the AGM of the company and e-voting opened at 9:00 AM on September 22nd ,2017 and remained open up to 5:00 PM On September 24, 2017.
4. The Equity Share holders holding shares as on September 18, 2017. "cut off date ", were entitled to vote on the resolutions stated in the Notice of the Annual General Meeting of the Company
5. After declaration of voting by use of ballot by the Chairman at the meeting, ballot boxes were locked and kept for voting duly marked by identification mark placed on them. The ballot boxes were locked and kept for voting duly marked by identification mark place on them. The ballot boxes subsequently on close of voting hours, were opened in the presence of two witnesses who are not the employees of the company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialed by me. The ballots were reconciled with the records maintained by the Company \ Registrar and Transfer Agent s (R & TA) of the Company and the authorizations \ proxies lodged with the company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting through **Central Depository Services Limited (CDSL)** facility had been blocked and ballots duly numbered serially by print were issued only to those members who were present at the Annual General Meeting and who had not voted on remote e-voting.
6. The ballots, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately. The votes cast by use of ballots at the meeting were first counted electronically.
7. After the conclusion of voting at the AGM,the report on voting done through electronic voting system at the meeting was generated in my presence and the voting was diligently scrutinized.
8. The electronic votes cast at the meeting were thereafter unblocked in the presence of two witnesses who are not the employees of the Company and the e-voting results\ list of equity shareholders who have voted for and against were downloaded from the e-voting website of **Central Depository Services Limited (CDSL)** (<https://www.cdslindia.com>) and the same are being handed over to the chairman.



9. The Management of the company is responsible to ensure compliance with the requirements of the Act and rules relating to e-voting and the voting through physical paper at the meeting on the resolutions contained in the notice of the AGM.
10. My responsibility as scrutinizer for the evoting and voting through physical paper at the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.
11. I now submit my consolidated Report as under on the result of the e-voting and voting by poll at the AGM in respect of the said resolutions :

a) Resolution -1 : Ordinary Resolution

To receive, consider and adopt the Annual Financial Statements of the Company for the financial year ended 31st March, 2017, the Reports of Auditors and Directors thereon.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	72,84,800	62.55
Voting by poll	3	43,45,600	37.31
Total	10	1,16,30,400	99.86

(ii) Voted against the resolution :

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	16,000	0.14
Voting by poll	NIL	NIL	NIL
Total	1	16000	0.14

(iii) Invalid votes :

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



b) Resolution-2 : Ordinary Resolution

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.

Voted in favour of the resolution :

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	72,84,800	62.55
Voting by poll	3	43,45,600	37.31
Total	10	1,16,30,400	99.86

(i) Voted against the resolution :

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	16,000	0.14
Voting by poll	NIL	NIL	NIL
Total	1	16000	0.14

(ii) Invalid Votes :

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



c) **Resolution-3 : Ordinary Resolution**

Re-appointment of 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.”

(i) **Voted in favour of the resolution :**

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	72,84,800	62.55
Voting by poll	3	43,45,600	37.31
Total	10	1,16,30,400	99.86

(ii) **Voted against the resolution :**

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	16,000	0.14
Voting by poll	NIL	NIL	NIL
Total	1	16000	0.14

(iii) **Invalid Votes :**

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



12. RESULTS:

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



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

14. RECOMMENDATION:

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

Thanking You,

Yours Truly .



Akhil Agarwal
Practising Company Secretary
Membership No.ACS35073
CP NO.16313

Place : Delhi

Date : 25.09.2017